HURRICANE SANDY RELIEF IR-2012-83

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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND

A Employer identification number: 65-6263327

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

B Telephone number: (212)708-9216

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 11,600,997.

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

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

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

		(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	20,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	288,259.	288,259.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	69,350.			
	b Gross sales price for all assets on line 6a 4,634,033.				
	7 Capital gain net income (from Part IV, line 2)		69,350.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<4,451.>	<4,451.>		STATEMENT 2
	12 **Total.** Add lines 1 through 11	373,158.	353,158.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	58,243.	0.		58,243.
	15 Pension plans, employee benefits	4,700.	0.		4,700.
	16a Legal fees				
	b Accounting fees STMT 3	5,248.	0.		5,248.
	c Other professional fees STMT 4	50,500.	20,200.		30,300.
	17 Interest				
	18 Taxes STMT 5	1,673.	173.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	6,932.	0.		6,932.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	127,296.	20,373.		105,423.
	25 Contributions, gifts, grants paid	499,000.			499,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	626,296.	20,373.		604,423.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<253,138.>			
	b **Net investment income** (if negative, enter -0-)		332,785.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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13330125 791007 656263327 2011.05020 LYNN HANDLEMAN CHARITABLE F 65626331

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	301,696.		
	2 Savings and temporary cash investments		1,319,852.	1,319,852.
	3 Accounts receivable ▶ 6,820.			
	Less: allowance for doubtful accounts ▶	1,000.	6,820.	6,820.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	7,893,440.	6,917,039.	7,607,106.
	c Investments - corporate bonds STMT 8	2,937,610.	2,191,349.	2,225,814.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	445,548.	441,405.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	11,133,746.	10,880,608.	11,600,997.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	11,133,746.	10,880,608.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	11,133,746.	10,880,608.	
	31 Total liabilities and net assets/fund balances	11,133,746.	10,880,608.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,133,746.
2	Enter amount from Part I, line 27a	2	<253,138.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,880,608.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,880,608.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRATED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRATED SECURITIES	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS	P		
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	1,230,804.		1,345,944.	<115,140.>
b	3,325,859.		3,218,739.	107,120.
c	77,370.			77,370.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(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	
a				<115,140.>
b				107,120.
c				77,370.
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	69,350.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	576,578.	10,570,167.	.054548
2009	503,794.	9,483,365.	.053124
2008	416,887.	11,661,872.	.035748
2007	328,299.	7,698,602.	.042644
2006	294,681.	6,196,742.	.047554

2 **Total** of line 1, column (d)	2	.233618
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	.046724
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,026,692.
5 Multiply line 4 by line 3	5	515,211.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,328.
7 Add lines 5 and 6	7	518,539.
8 Enter qualifying distributions from Part XII, line 4	8	604,423.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	3,328.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	3,328.
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	3,328.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,952.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	5,452.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,124.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		2,124. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.LEFTTILTFUND.ORG

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCOTT HANDLEMAN BESSEMER TRUST CO. 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 5.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANGELA M. FITZSIMONS 577 63RD STREET, OAKLAND , CA 94609	40.00	62,943.	0.	0.

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions. 3 N/A	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,647,645.
b	Average of monthly cash balances	1b	546,966.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,194,611.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,194,611.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	167,919.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,026,692.
6	**Minimum investment return.** Enter 5% of line 5	6	551,335.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	551,335.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 3,328.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	3,328.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	548,007.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	548,007.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	548,007.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	604,423.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	604,423.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,328.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	601,095.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				548,007.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			415,882.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 604,423.				
a Applied to 2010, but not more than line 2a			415,882.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				188,541.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				359,466.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED	NONE	PUBLIC CHARITY	GENERAL SUPPORT	499,000.
Total			▶ 3a	499,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	288,259.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	<4,451.>	
8 Gain or (loss) from sales of assets other than inventory			18	69,350.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		353,158.	0.

13 Total. Add line 12, columns (b), (d), and (e) ... 13 353,158.

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

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

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

123621
12-02-11

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: Scott Handleman | Date: 2/1/13 | Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PARAG SHAH	Parag Shah	1/25/13		P00324356

Firm's name ▶ BESSEMER TRUST — Firm's EIN ▶ 13-2792165

Firm's address ▶ 630 FIFTH AVENUE - 34TH FLOOR NEW YORK, NY 10111 — Phone no. 212-708-9100

Form **990-PF** (2011)

123622 12-02-11

13330125 791007 656263327 2011.05020 LYNN HANDLEMAN CHARITABLE F 65626331

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization
LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND

Employer identification number
65-6263327

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. ▶ $ ______

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

Name of organization: LYNN HANDLEMAN CHARITABLE FOUNDATION DBA THE LEFT TILT FUND

Employer identification number: 65-6263327

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SCOTT HANDLEMAN C/O BESSEMER TRUST CO. 630 FIFTH AVE NEW YORK, NY 10111	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST CO.	288,259.	0.	288,259.
TOTAL TO FM 990-PF, PART I, LN 4	288,259.	0.	288,259.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN CURRENCY	<4,451.>	<4,451.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<4,451.>	<4,451.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICE FEES	5,248.	0.		5,248.
TO FORM 990-PF, PG 1, LN 16B	5,248.	0.		5,248.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	50,500.	20,200.		30,300.
TO FORM 990-PF, PG 1, LN 16C	50,500.	20,200.		30,300.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	173.	173.		0.
EXCISE TAX	1,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,673.	173.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER MISC EXPENSES	3,363.	0.		3,363.
WEB DESIGN	3,569.	0.		3,569.
TO FORM 990-PF, PG 1, LN 23	6,932.	0.		6,932.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	6,917,039.	7,607,106.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,917,039.	7,607,106.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	2,191,349.	2,225,814.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,191,349.	2,225,814.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	445,548.	441,405.
TOTAL TO FORM 990-PF, PART II, LINE 13		445,548.	441,405.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
	N/A

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

BY OCTOBER 25TH OF EACH YR

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO RESTRICTIONS. CONTRIBUTIONS ARE MADE TO ALL CHARITABLE ORGANIZATIONS

LYNN HANDLEMAN CHARITABLE FOUNDATION DBA THE LEFT TILT FUND

PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
ASIAN HEALTH SERVICES RE: CALIFORNIA HEALTHY NAIL SALON COLLABROTIVE 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
AUSTIN COMMUNITY FOUNDATION RE: AUSTIN IMMIGRANT RIGHTS 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
BALTIMORE ALGEBRA PROJECT 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
BALTIMORE FREE STORE 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($2,000)
BAY-PEACE: BETTER ALTERNATIVES FOR YOUTH 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
CALIFORNIANS UNITED FOR A RESPONSIBLE BUDGET 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
CAUSA JUSTA/JUST CAUSE 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
CITY SLICKERS FARM 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
COALITION ON HOMELESSNESS 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
CORA FOUNDATION RE: ARTRAGE GALLERY 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
CRITICAL RESISTANCE INTERN DEVELOPMENT 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
DANCERS GROUP RE: SINS INVALID 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($20,000)
EAST BAY SANCTUARY COVENANT RE:PSYCHOLOGICAL EVALUATIONS 2011 CHARITY GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
EASTSIDE ARTS ALLIANCE 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
EDUCATION FOR PEACE IN IRAQ CENTER 2011 GIFT .	NONE	PUBLIC CHARITY	GENERAL	($20,000)
FRACTURED ATLAS FOR THE MOVEMENT THEATRE COMP 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
FRACTURED ATLAS RE: THEATRE OF THE OPRESSED 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
FRACTURED ATLAS RE: HARRIET STORM 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
FRACTURED ATLAS RE: POETIC PEOPLE POWER 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
FREEDOM ARCHIVES 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)

LYNN HANDLEMAN CHARITABLE FOUNDATION DBA THE LEFT TILT FUND

PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
FUERZA LABORAL 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
HIGHER LEARNING 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($8,000)
INSTITUTE FOR THE ADVANCEMENT OF JOURNALISTIC CLARITY GIFT TO THE IJAC	NONE	PUBLIC CHARITY	GENERAL	($20,000)
INTERNATIONAL JEWISH ANTI ZIONIST NETWORK 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($15,000)
INTERNATIONAL MEDIA PROJECT NATIONAL RADIO PROJ,ATTN.L.RUDMAN 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
JEWISH FUNDS FOR JUSTICE RE: HAND IN HAND 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($35,000)
JEWISH VOICE FOR PEACE TIAA CREF CAMPAIGN 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
MASSACHUSETTS AVENUE PROJECT 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
MIDDLE EAST CHILDREN'S ALLIANCE FOR THE MAIA PROJECT 2011 GIFT TO MIDDLE EAST CHILDREN'S ALLIANCE.	NONE	PUBLIC CHARITY	GENERAL	($30,000)
MUJERES UNIDAS Y ACTIVAS DOMESTIC WORKERS' RIGHT CAMPAIGN 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
MUJERES UNIDAS Y ACTIVAS DOMESTIC WORKERS' RIGHT CAMPAIGN 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
MUSAE 2011 CHARITY GIFT	NONE	PUBLIC CHARITY	GENERAL	($1,000)
NEW YORK STATE TENANTS AND NEIGHBORS INFORMATION SERVICE,INC 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
PEACE DEVELOPMENT FUND 2011 GIFT FOR BREAK THE SILENCE PROJECT.	NONE	PUBLIC CHARITY	GENERAL	($10,000)
PEACE DEVELOPMENT FUND RE: BREAK THE SILENCE 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
PEOPLE ORGANIZED TO WIN EMPLOYMENT RIGHTS (POWER) 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
PROJECT ON YOUTH AND NON MILITARY OPPORTUNITIES 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
RESTAURANT OPPORTUNITIES CENTER OF LOS ANGELES ATTN.MARIANA HUERTA 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
SOUTHERN CALIFORNIA LIBRARY FOR SOCIAL STUDIES AND RESEARCH 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
STREETWISE AND SAFE 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)

LYNN HANDLEMAN CHARITABLE FOUNDATION DBA THE LEFT TILT FUND

PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
TEACHERS UNITE 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
TECTONIC THEATER PROJECT RE: SPILL 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
TENNESSEE IMMIGRANT AND REFUGEE RIGHTS COALITION 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
THIRD COAST WORKERS FOR COOPERATION 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
TIDES CENTER RE:ARAB RESOURCE & ORGANIZING CTR 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
VEGGIELUTION 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
VIBE THEATRE EXPERIENCE 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
WESTERN COLORADO CONGRESS 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
WESTERN NORTH CAROLINA WORKERS CTR 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
WITNESS TO GUANTANAMO PROJECT 2011 GIFT FOR THE WITNESS TO GUANTANAMO PROJECT.	NONE	PUBLIC CHARITY	GENERAL	($3,000)
WOMEN MAKE MOVIES, PA PROGRAM RE:NICOLE KARSIN WE WOMEN WARRIOR 2011 CHARITABLE GIFT	NONE	PUBLIC CHARITY	GENERAL	($5,000)
WORKERS DEFENSE PROJECT 2011 GIFT	NONE	PUBLIC CHARITY	GENERAL	($10,000)
TOTAL CONTRIBUTIONS				**($499,000)**

Bessemer Trust

Account Summary

Report dated December 30, 2011
Amortized tax cost
Trade date basis

'LYNN HANDLEMAN CHAR FDN IMA	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	$1,288,380	$1,288,380	14.0%	$0	0 0%	$246	0 02%
STRATEGIC CURRENCY	$445,548	$441,405	4 8%	($4,141)	(0 9%)	$617	0 14%
FIXED INCOME	$2,191,349	$2,225,814	24 3%	$34,467	1 6%	$64,273	2 89%
LARGE CAP CORE - U S	$331,629	$354,635	3 9%	$22,995	6 9%	$9,753	2 75%
LARGE CAP CORE - NON U S	$411,336	$421,940	4 6%	$10,589	2 6%	$14,209	3 37%
LARGE CAP STRATEGIES	$1,009,198	$943,934	10 3%	($65,264)	(6 5%)	$1,076	0 11%
GLOBAL SMALL & MID CAP	$1,460,763	$1,524,570	16 6%	$63,806	4 4%	$10,752	0 71%
GLOBAL OPPORTUNITIES	$1,301,842	$1,244,024	13 6%	($57,818)	(4.4%)	$72,476	5 83%
REAL RETURN/COMMODITIES	$780,000	$730,992	8 0%	($49,007)	(6 3%)	$17,842	2 44%
Total	**$9,220,045**	**$9,175,694**	**100.0%**	**($44,373)**	**(0.5%)**	**$191,244**	**2.08%**

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
As a result there may be instances where market price information may differ from other
Bessemer reporting systems that utilize finalized market prices

Report run on May 9, 2012 by LAGER
Version GP8 4 1 2

Bessemer Trust

Account Analysis

Report dated December 30, 2011
Amortized tax cost
Trade date basis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
9D7C16 LYNN HANDLEMAN CHAR FDN IMA						
CASH AND SHORT TERM						
CASH AVAILABLE	$182	$182	0 0%	0 0%	$0	0 00%
CASH EQUIVALENTS	$675,300	$675,300	52 4%	7 4%	$67	0 01%
T-BILLS & ST DISC AGENCIES	$612,898	$612,898	47 6%	6 7%	$179	0 03%
Total CASH AND SHORT TERM	**$1,288,380**	**$1,288,380**	**100.0%**	**14.0%**	**$246**	**0.02%**
STRATEGIC CURRENCY						
STRATEGIC CURRENCY	$445,548	$441,405	100 0%	4 8%	$617	0 14%
Total STRATEGIC CURRENCY	**$445,548**	**$441,405**	**100.0%**	**4.8%**	**$617**	**0.14%**
FIXED INCOME						
US GOVT AND AGENCY BONDS	$1,379,583	$1,399,861	62 9%	15 3%	$39,857	2 85%
CORPORATE BONDS	$383,274	$392,695	17 6%	4 3%	$11,774	3 00%
INTERNATIONAL BONDS	$250,008	$250,967	11 3%	2 7%	$7,287	2 90%
BOND FUNDS	$67,501	$67,274	3 0%	0 7%	$1,854	2 76%
TAXABLE MUNICIPAL BONDS	$110,983	$115,017	5 2%	1 3%	$3,501	3 04%
Total FIXED INCOME	**$2,191,349**	**$2,225,814**	**100.0%**	**24.3%**	**$64,273**	**2.89%**
LARGE CAP CORE - U.S.						
INFORMATION TECHNOLOGY	$67,752	$72,667	20 5%	0 8%	$1,835	2 53%
INDUSTRIALS	$7,817	$8,301	2 3%	0 1%	$235	2 83%
TELECOM SERVICES	$9,313	$9,300	2 6%	0 1%	$725	7 80%
HEALTH CARE	$25,463	$27,708	7 8%	0 3%	$656	2 37%
FINANCIALS	$25,708	$35,410	10 0%	0 4%	$949	2 68%
CONSUMER STAPLES	$15,131	$16,312	4 6%	0 2%	$260	1 59%
MATERIALS	$37,605	$35,960	10 1%	0 4%	$885	2 46%
CONSUMER DISCRETIONARY	$86,158	$90,641	25 6%	1 0%	$2,018	2 23%
ENERGY	$24,107	$24,700	7 0%	0 3%	$597	2 42%
UTILITIES	$32,575	$33,636	9 5%	0 4%	$1,593	4 74%
Total LARGE CAP CORE - U.S.	**$331,629**	**$354,635**	**100.0%**	**3.9%**	**$9,753**	**2.75%**
LARGE CAP CORE - NON U.S.						

Bessemer Trust

Account Analysis

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LYNN HANDLEMAN CHAR FDN IMA

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
LARGE CAP CORE - NON U.S.						
INDUSTRIALS	$60,881	$64,067	15 2%	0 7%	$2,270	3 54%
TELECOM SERVICES	$45,807	$44,402	10 5%	0 5%	$1,254	2 82%
HEALTH CARE	$33,895	$36,417	8 6%	0 4%	$902	2.48%
FINANCIALS	$86,907	$88,318	20 9%	1 0%	$3,480	3 94%
CONSUMER STAPLES	$67,533	$70,403	16 7%	0 8%	$1,917	2 72%
MATERIALS	$34,222	$34,481	8 2%	0 4%	$842	2 44%
CONSUMER DISCRETIONARY	$7,527	$7,494	1 8%	0 1%	$324	4 32%
ENERGY	$52,888	$53,244	12.6%	0 6%	$2,413	4 53%
UTILITIES	$21,676	$23,114	5 5%	0 3%	$807	3 49%
Total LARGE CAP CORE - NON U.S.	**$411,336**	**$421,940**	**100.0%**	**4.6%**	**$14,209**	**3.37%**
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	$1,009,198	$943,934	100 0%	10 3%	$1,076	0 11%
Total LARGE CAP STRATEGIES	**$1,009,198**	**$943,934**	**100.0%**	**10.3%**	**$1,076**	**0.11%**
GLOBAL SMALL & MID CAP						
GLOBAL SMALL & MID CAP FUNDS	$1,460,763	$1,524,570	100 0%	16 6%	$10,752	0 71%
Total GLOBAL SMALL & MID CAP	**$1,460,763**	**$1,524,570**	**100.0%**	**16.6%**	**$10,752**	**0.71%**
GLOBAL OPPORTUNITIES						
GLOBAL OPPORTUNITIES FUNDS	$1,301,842	$1,244,024	100 0%	13 6%	$72,476	5 83%
Total GLOBAL OPPORTUNITIES	**$1,301,842**	**$1,244,024**	**100.0%**	**13.6%**	**$72,476**	**5.83%**
REAL RETURN/COMMODITIES						
REAL RETURN FUNDS	$780,000	$730,992	100.0%	8 0%	$17,842	2 44%
Total REAL RETURN/COMMODITIES	**$780,000**	**$730,992**	**100.0%**	**8.0%**	**$17,842**	**2.44%**
Total	**$9,220,045**	**$9,175,694**		**100.0%**	**$191,244**	**2.08%**

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LYNN HANDLEMAN CHAR FDN IMA

Security no	Security name		CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
CASH AND SHORT TERM												
CASH AVAILABLE												
999994	PRINCIPAL CASH			19.170	$0.00	$19	$0 000	$19	0 0%	$0	$0	0 00%
999995	INCOME CASH			163 710	$0 00	$163	$0 000	$163	0 0%	$0	$0	0 00%
999996	NET CASH			0 000	$0.00	$0	$0 000	$0	0 0%	$0	$0	
Total CASH AVAILABLE						**$182**		**$182**	**0.0%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS												
990105	SEI GOVT II FUND #33		783965304	675,300.000	$1 00	$675,300	$1 000	$675,300	52 4%	$0	$67	0.01%
Total CASH EQUIVALENTS						**$675,300**		**$675,300**	**52.4%**	**$0**	**$67**	**0.01%**
T-BILLS & ST DISC AGENCIES												
108766	US TREASURY BILLS	05/03/2012	9127953N9	613,000 000	$99.98	$612,898	BOOK	$612,898	47.6%	$0	$179	0 03%
Total T-BILLS & ST DISC AGENCIES						**$612,898**		**$612,898**	**47.6%**	**$0**	**$179**	**0.03%**
Total CASH AND SHORT TERM						**$1,288,380**		**$1,288,380**	**100.0%**	**$0**	**$246**	**0.02%**
STRATEGIC CURRENCY												
603903	HK DOLLAR DEPOSIT - BNYM			1,401,738 000	$0.13	$180,000	$0 129	$180,403	40 9%	$403	$0	0 00%
603904	SG DOLLAR DEPOSIT - BNYM			144,758 750	$0.78	$112,500	$0 772	$111,695	25 3%	($804)	$0	0 00%
603905	NO KRONE DEPOSIT - BNYM			514,365.000	$0 17	$90,000	$0 168	$86,259	19 5%	($3,740)	$617	0 72%
605213	US DOLLAR DEPOSIT - BNYM			63,048 810	$1 00	$63,048	$1 000	$63,048	14 3%	$0	$0	0 00%
Total STRATEGIC CURRENCY						**$445,548**		**$441,405**	**100.0%**	**($4,141)**	**$617**	**0.14%**
FIXED INCOME												
US GOVT AND AGENCY BONDS												
101083	UNITED STATES TREASURY NTS	01/31/2012	912828GF1	145,000 000	$108.22	$156,917	$100 359	$145,520	6 5%	($11,396)	$6,887	4.73%
105645	FEDERAL HOME LOAN BANK	06/08/2012	3133XWKU2	45,000.000	$100.55	$45,246	$100 531	$45,239	2 0%	($6)	$618	1 37%
101832	FED NATL MGT ASSOC	02/12/2013	31398AKY7	130,000 000	$105.04	$136,547	$103 705	$134,816	6.1%	($1,730)	$4,712	3 50%
101869	FEDERAL FARM CREDIT BANK	09/22/2014	31331GL80	100,000.000	$100.84	$100,836	$106 378	$106,378	4 8%	$5,542	$3,000	2 82%
105480	FEDERAL HOME LOAN BANK	12/12/2014	3133XVNU1	400,000 000	$100.43	$401,732	$106 042	$424,168	19.1%	$22,436	$11,000	2 59%

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LYNN HANDLEMAN CHAR FDN IMA

Security no	Security name		CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
FIXED INCOME												
US GOVT AND AGENCY BONDS												
109116	US TREASURY NOTES	12/31/2017	912828PN4	496,000 000	$108.53	$538,305	$109 625	$543,740	24.4%	$5,434	$13,640	2 51%
Total US GOVT AND AGENCY BONDS						**$1,379,583**		**$1,399,861**	**62.9%**	**$20,280**	**$39,857**	**2.85%**
CORPORATE BONDS												
202669	GENERAL ELEC CAP CORP	01/07/2014	36962G4X9	75,000 000	$99 95	$74,963	$101 496	$76,122	3 4%	$1,159	$1,575	2 07%
201223	JPMORGAN CHASE & CO	01/20/2015	46625HHP8	50,000.000	$101.13	$50,566	$103 680	$51,840	2.3%	$1,273	$1,850	3 57%
201598	PNC FUNDING CORP	02/08/2015	693476BH5	50,000 000	$100.05	$50,025	$105 042	$52,521	2 4%	$2,496	$1,812	3.45%
200657	PFIZER INC	03/15/2015	717081DA8	50,000 000	$110 85	$55,423	$113 118	$56,559	2 5%	$1,136	$2,675	4 73%
201744	NOVARTIS CAPITAL CORP	04/24/2015	66989HAC2	50,000 000	$99 52	$49,761	$105 832	$52,916	2.4%	$3,155	$1,450	2.74%
202499	CELGENE CORP	10/15/2015	151020AD6	50,000 000	$101.57	$50,783	$101 308	$50,654	2 3%	($129)	$1,225	2 42%
203218	TEXAS INSTRUMENT INC	05/16/2016	882508AR5	50,000 000	$103.51	$51,753	$104 166	$52,083	2 3%	$330	$1,187	2 28%
Total CORPORATE BONDS						**$383,274**		**$392,695**	**17.6%**	**$9,420**	**$11,774**	**3.00%**
INTERNATIONAL BONDS												
602282	EKSPORTFINANS A/S	11/17/2014	28264QR63	50,000 000	$100.81	$50,406	$89.036	$44,518	2.0%	($5,887)	$1,500	3 37%
602311	CA ONTARIO (PROVINCE OF)	02/05/2015	6832348H4	50,000 000	$99.88	$49,942	$105 310	$52,655	2 4%	$2,713	$1,475	2 80%
602379	DEUTSCHE BANK AG	03/30/2015	2515A0U76	50,000 000	$99.83	$49,913	$101 614	$50,807	2 3%	$893	$1,725	3 40%
602481	TYCO INTERNATIONAL FINAN	10/15/2015	902118BN7	50,000.000	$99.68	$49,838	$104.652	$52,326	2.4%	$2,488	$1,687	3.22%
605143	STATOIL ASA	11/23/2016	85771PAD4	50,000.000	$99.82	$49,909	$101 322	$50,661	2.3%	$752	$900	1 78%
Total INTERNATIONAL BONDS						**$250,008**		**$250,967**	**11.3%**	**$959**	**$7,287**	**2.90%**
BOND FUNDS												
861017	OW FIXED INCOME FUND		680414406	5,849 974	$11.54	$67,501	$11 500	$67,274	3 0%	($226)	$1,854	2 76%
Total BOND FUNDS						**$67,501**		**$67,274**	**3.0%**	**($226)**	**$1,854**	**2.76%**
TAXABLE MUNICIPAL BONDS												
308018	DULUTH MINN ISD NO 709	02/01/2015	264474CJ4	50,000 000	$101.97	$50,983	$105 172	$52,586	2 4%	$1,603	$1,750	3 33%
310846	MARYLAND ST COP TAXABLE	09/01/2015	574195PF4	60,000 000	$100 00	$60,000	$104 052	$62,431	2 8%	$2,431	$1,751	2 80%
Total TAXABLE MUNICIPAL BONDS						**$110,983**		**$115,017**	**5.2%**	**$4,034**	**$3,501**	**3.04%**

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
	LYNN HANDLEMAN CHAR FDN IMA										
FIXED INCOME											
Total FIXED INCOME					**$2,191,349**		**$2,225,814**	**100.0%**	**$34,467**	**$64,273**	**2.89%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	65 000	$180 89	$11,758	$183 877	$11,952	3 4%	$193	$195	1 63%
851360	MICROSOFT CORP	594918104	1,369.000	$23.13	$31,669	$25 960	$35,539	10 0%	$3,869	$1,095	3 08%
886611	WESTERN UNION CO	959802109	650 000	$16.41	$10,664	$18 260	$11,869	3 3%	$1,204	$208	1 75%
902312	ACCENTURE PLC CL A	G1151C101	250.000	$54.64	$13,661	$53 228	$13,307	3.8%	($353)	$337	2 53%
Total INFORMATION TECHNOLOGY					**$67,752**		**$72,667**	**20.5%**	**$4,913**	**$1,835**	**2.53%**
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	125 000	$62.54	$7,817	$66.408	$8,301	2.3%	$483	$235	2 83%
Total INDUSTRIALS					**$7,817**		**$8,301**	**2.3%**	**$483**	**$235**	**3.46%**
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	250 000	$37 25	$9,313	$37.200	$9,300	2 6%	($13)	$725	7.80%
Total TELECOM SERVICES					**$9,313**		**$9,300**	**2.6%**	**($13)**	**$725**	**3.69%**
HEALTH CARE											
843800	JOHNSON & JOHNSON	478160104	210 000	$63.11	$13,254	$65 576	$13,771	3.9%	$516	$478	3 47%
881943	UNITEDHEALTH GROUP INC	91324P102	275 000	$44 40	$12,209	$50 680	$13,937	3 9%	$1,727	$178	1 28%
Total HEALTH CARE					**$25,463**		**$27,708**	**7.8%**	**$2,243**	**$656**	**2.43%**
FINANCIALS											
986524	ACE LIMITED	H0023R105	505 000	$50 91	$25,708	$70.119	$35,410	10 0%	$9,701	$949	2 68%
Total FINANCIALS					**$25,708**		**$35,410**	**10.0%**	**$9,701**	**$949**	**3.58%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	400 000	$37 83	$15,131	$40 780	$16,312	4 6%	$1,180	$260	1 59%
Total CONSUMER STAPLES					**$15,131**		**$16,312**	**4.6%**	**$1,180**	**$260**	**2.51%**
MATERIALS											

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
	LYNN HANDLEMAN CHAR FDN IMA										
LARGE CAP CORE - U.S.											
MATERIALS											
832563	FREEPORT-MCMRN CPPR&GOLD	35671D857	325 000	$37.58	$12,215	$36 788	$11,956	3 4%	($258)	$325	2 72%
857450	NEWMONT MINING CORP	651639106	400 000	$63 48	$25,390	$60 010	$24,004	6 8%	($1,386)	$560	2 33%
Total MATERIALS					**$37,605**		**$35,960**	**10.1%**	**($1,644)**	**$885**	**2.45%**
CONSUMER DISCRETIONARY											
805329	COMCAST CORP CL A NEW	20030N101	700.000	$21 28	$14,897	$23 710	$16,597	4 7%	$1,699	$315	1 90%
814456	CARNIVAL CORP CL A	143658300	600 000	$31.61	$18,966	$32 640	$19,584	5.5%	$618	$600	3 06%
848064	MACY'S INC	55616P104	150 000	$30.31	$4,547	$32 180	$4,827	1 4%	$279	$60	1 24%
850175	MCGRAW-HILL COMPANIES INC	580645109	200.000	$43.43	$8,686	$44.970	$8,994	2.5%	$307	$200	2.22%
878468	TARGET CORP	87612E106	275 000	$52.24	$14,365	$51 218	$14,085	4.0%	($279)	$330	2 34%
888827	YUM BRANDS INC	988498101	450 000	$54 88	$24,697	$59.009	$26,554	7 5%	$1,856	$513	1 93%
Total CONSUMER DISCRETIONARY					**$86,158**		**$90,641**	**25.6%**	**$4,480**	**$2,018**	**2.39%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	85.000	$68 36	$5,811	$72 859	$6,193	1 7%	$382	$224	3 62%
848843	MARATHON OIL CORP	565849106	400.000	$26 26	$10,506	$29 270	$11,708	3 3%	$1,201	$240	2 05%
901258	NOBLE CORPORATION	H5833N103	225.000	$34.62	$7,790	$30 218	$6,799	1 9%	($991)	$133	1 96%
Total ENERGY					**$24,107**		**$24,700**	**7.0%**	**$592**	**$597**	**3.86%**
UTILITIES											
823500	DETROIT ENERGY CO	233331107	175.000	$50 19	$8,784	$54 446	$9,528	2 7%	$744	$411	4 31%
828398	EXELON CORP	30161N101	275 000	$43.18	$11,874	$43 367	$11,926	3.4%	$52	$577	4 84%
831264	FIRSTENERGY CORP	337932107	275.000	$43.33	$11,917	$44 298	$12,182	3 4%	$264	$605	4 97%
Total UTILITIES					**$32,575**		**$33,636**	**9.5%**	**$1,060**	**$1,593**	**4.23%**
Total LARGE CAP CORE - U.S.					**$331,629**		**$354,635**	**100.0%**	**$22,995**	**$9,753**	**2.75%**

LARGE CAP CORE - NON U.S.

INDUSTRIALS

Account Details

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LYNN HANDLEMAN CHAR FDN IMA

LARGE CAP CORE - NON U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	2,800 000	$10 19	$28,537	$10 614	$29,719	7 0%	$1,182	$534	1 80%
904803	DEUTSCHE POST AG ADR	25157Y202	950.000	$14 86	$14,118	$15 421	$14,650	3 5%	$532	$854	5 83%
905419	ABERTIS INFRAESTR ADR	003381100	600 000	$7.39	$4,433	$8 010	$4,806	1.1%	$372	$393	8 18%
919005	KON PHILIP ELEC ADR	500472303	250 000	$18.44	$4,611	$20 948	$5,237	1 2%	$625	$236	4 51%
927371	ITOCHU CORP ADR	465717106	475 000	$19 33	$9,182	$20 326	$9,655	2 3%	$472	$253	2 62%
Total INDUSTRIALS					**$60,881**		**$64,067**	**15.2%**	**$3,183**	**$2,270**	**3.46%**
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	460.000	$59.86	$27,535	$57 128	$26,279	6.2%	($1,255)	$452	1 72%
905422	TELE2 AB ADR	87952P307	950.000	$9.48	$9,008	$9 765	$9,277	2 2%	$269	$329	3 55%
933905	SK TELECOM ADR	78440P108	650 000	$14.25	$9,264	$13 609	$8,846	2 1%	($418)	$473	5 35%
Total TELECOM SERVICES					**$45,807**		**$44,402**	**10.5%**	**($1,404)**	**$1,254**	**3.69%**
HEALTH CARE											
907989	SANOFI - ADR	80105N105	400 000	$32 94	$13,175	$36 540	$14,616	3 5%	$1,440	$529	3 62%
924978	MERCK KGAA ADR	589339100	200.000	$31 32	$6,264	$33 330	$6,666	1 6%	$401	$79	1.19%
958901	TEVA PHARM INDS LTD ADR	881624209	375 000	$38.55	$14,456	$40 360	$15,135	3.6%	$678	$294	1 94%
Total HEALTH CARE					**$33,895**		**$36,417**	**8.6%**	**$2,519**	**$902**	**2.43%**
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	1,100 000	$11 74	$12,917	$12 304	$13,534	3 2%	$617	$680	5 02%
904004	CHINA CONSTRUCTION ADR	168919108	1,300.000	$13.94	$18,126	$13 957	$18,144	4 3%	$17	$699	3 85%
905386	SUNCORP GROUP ADR	86723Y100	750 000	$8.17	$6,127	$8 591	$6,443	1 5%	$315	$231	3 59%
905424	NORDEA BK SWEDEN AB ADR	65557A206	1,800.000	$7.60	$13,675	$7 768	$13,982	3.3%	$307	$588	4.21%
905438	WHARF HOLDINGS ADR	962257200	1,300 000	$9 72	$12,632	$9 038	$11,750	2 8%	($882)	$301	2.56%
906209	BARCLAYS PLC ADR	06738E204	850.000	$10.07	$8,559	$10 989	$9,341	2 2%	$781	$300	3 21%
914068	ALLIANZ AKTIENGES ADR	018805101	600 000	$9 52	$5,710	$9 595	$5,757	1 4%	$46	$289	5 02%

Account Details

Report dated December 30, 2011
Amortized tax cost
Trade date basis

LYNN HANDLEMAN CHAR FDN IMA

LARGE CAP CORE - NON U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
FINANCIALS											
968662	SUMITOMO MITSUI FIN ADR	86562M209	1,700 000	$5.39	$9,161	$5 510	$9,367	2 2%	$205	$392	4 18%
Total FINANCIALS					**$86,907**		**$88,318**	**20.9%**	**$1,406**	**$3,480**	**3.58%**
CONSUMER STAPLES											
900061	AB FOODS LTD ADR	045519402	1,100 000	$17.28	$19,006	$17 204	$18,924	4 5%	($82)	$389	2 06%
926008	IMPERIAL TOBACCO LT ADR	453142101	210 000	$70 45	$14,794	$75 681	$15,893	3 8%	$1,099	$645	4 06%
933964	KON AHOLD ADR	500467402	950.000	$12.66	$12,025	$13 506	$12,831	3 0%	$806	$330	2 57%
962458	UNILEVER NV ADR	904784709	400.000	$32.38	$12,953	$34 370	$13,748	3 3%	$794	$421	3 06%
967819	AJINOMOTO INC ADR	009707100	75.000	$116.73	$8,755	$120.093	$9,007	2 1%	$251	$132	1 47%
Total CONSUMER STAPLES					**$67,533**		**$70,403**	**16.7%**	**$2,868**	**$1,917**	**2.51%**
MATERIALS											
802483	BARRICK GOLD CORP	067901108	300.000	$47.81	$14,342	$45 250	$13,575	3.2%	($767)	$120	0 88%
901454	AKZO NOBEL NV ADR	010199305	100.000	$44 04	$4,404	$48 490	$4,849	1 1%	$445	$167	3 44%
904977	BHP BILLITON PLC-ADR	05545E209	275.000	$56.28	$15,476	$58 389	$16,057	3 8%	$580	$555	3 46%
Total MATERIALS					**$34,222**		**$34,481**	**8.2%**	**$258**	**$842**	**2.45%**
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	225.000	$33.45	$7,527	$33 307	$7,494	1 8%	($32)	$324	4 32%
Total CONSUMER DISCRETIONARY					**$7,527**		**$7,494**	**1.8%**	**($32)**	**$324**	**2.39%**
ENERGY											
915019	ENI S P A ADR	26874R108	575.000	$42.17	$24,246	$41 270	$23,730	5 6%	($516)	$1,178	4.96%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	135.000	$103.49	$13,971	$105 044	$14,181	3 4%	$210	$427	3 01%
959209	TOTAL SA ADR	89151E109	300 000	$48.90	$14,671	$51 110	$15,333	3 6%	$661	$808	5 27%
Total ENERGY					**$52,888**		**$53,244**	**12.6%**	**$355**	**$2,413**	**3.86%**
UTILITIES											
900767	SSE PLC ADR	78467K107	225.000	$20.03	$4,506	$20 062	$4,514	1 1%	$7	$260	5 76%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
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Bessemer reporting systems that utilize finalized market prices

Bessemer Trust

Account Details

Report dated December 30, 2011
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
	LYNN HANDLEMAN CHAR FDN IMA										
LARGE CAP CORE - NON U.S.											
UTILITIES											
901986	GDF SUEZ ADR	36160B105	175 000	$25 34	$4,435	$27 411	$4,797	1.1%	$362	$262	5 46%
905429	TOKYO GAS LTD ADR	889115101	300 000	$42.45	$12,735	$46 010	$13,803	3 3%	$1,067	$285	2 06%
Total UTILITIES					**$21,676**		**$23,114**	**5.5%**	**$1,436**	**$807**	**4.23%**
Total LARGE CAP CORE - NON U.S.					**$411,336**		**$421,940**	**100.0%**	**$10,589**	**$14,209**	**3.37%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	107,632.208	$9.38	$1,009,198	$8 770	$943,934	100 0%	($65,264)	$1,076	0 11%
Total LARGE CAP STRATEGIES FUNDS					**$1,009,198**		**$943,934**	**100.0%**	**($65,264)**	**$1,076**	**0.11%**
Total LARGE CAP STRATEGIES					**$1,009,198**		**$943,934**	**100.0%**	**($65,264)**	**$1,076**	**0.11%**
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	113,182 634	$12 91	$1,460,763	$13 470	$1,524,570	100.0%	$63,806	$10,752	0 71%
Total GLOBAL SMALL & MID CAP FUNDS					**$1,460,763**		**$1,524,570**	**100.0%**	**$63,806**	**$10,752**	**0.71%**
Total GLOBAL SMALL & MID CAP					**$1,460,763**		**$1,524,570**	**100.0%**	**$63,806**	**$10,752**	**0.71%**
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	183,484 388	$7.10	$1,301,842	$6 780	$1,244,024	100 0%	($57,818)	$72,476	5 83%
Total GLOBAL OPPORTUNITIES FUNDS					**$1,301,842**		**$1,244,024**	**100.0%**	**($57,818)**	**$72,476**	**5.83%**
Total GLOBAL OPPORTUNITIES					**$1,301,842**		**$1,244,024**	**100.0%**	**($57,818)**	**$72,476**	**5.83%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	78,601 365	$9 92	$780,000	$9.300	$730,992	100 0%	($49,007)	$17,842	2 44%
Total REAL RETURN FUNDS					**$780,000**		**$730,992**	**100.0%**	**($49,007)**	**$17,842**	**2.44%**

Market prices are updated nightly and therefore will not reflect pricing changes made intraday.
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Account Details

Report dated December 30, 2011
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
	LYNN HANDLEMAN CHAR FDN IMA										
REAL RETURN/COMMODITIES											
Total REAL RETURN/COMMODITIES					$780,000		$730,992	100.0%	($49,007)	$17,842	2.44%
Total 9D7C16					$9,220,045		$9,175,694		($44,373)	$191,244	2.08%

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Bessemer reporting systems that utilize finalized market prices

Report run on May 9, 2012 by LAGER
Version GP8 4 1 2

Bessemer Trust

Account Analysis

Report dated December 30, 2011
Unamortized tax cost
Trade date basis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
LYNN HANDLEMAN CHAR FDN CUST						
CASH AND SHORT TERM						
CASH	$72	$72	0.3%	0 0%	$0	0 00%
CASH EQUIVALENTS	$26,400	$26,400	99 7%	1 1%	$2	0.01%
Total CASH AND SHORT TERM	**$26,472**	**$26,472**	**100.0%**	**1.1%**	**$2**	**0.01%**
LARGE CAP - U.S.						
ENERGY	$1,622,271	$2,387,011	100 0%	98.9%	$52,944	2 22%
Total LARGE CAP - U.S.	**$1,622,271**	**$2,387,011**	**100.0%**	**98.9%**	**$52,944**	**2.22%**
Total	**$1,648,743**	**$2,413,483**		**100.0%**	**$52,946**	**2.19%**

Bessemer Trust

Account Details

Report dated December 30, 2011
Unamortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
LYNN HANDLEMAN CHAR FDN CUST											
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
999995	INCOME CASH		72 500	$0 00	$72	$0 000	$72	0 3%	$0	$0	0 00%
999996	NET CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
Total CASH					**$72**		**$72**	**0.3%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS											
990105	SEI GOVT II FUND #33	783965304	26,400 000	$1 00	$26,400	$1 000	$26,400	99 7%	$0	$2	0 01%
Total CASH EQUIVALENTS					**$26,400**		**$26,400**	**99.7%**	**$0**	**$2**	**0.01%**
Total CASH AND SHORT TERM					**$26,472**		**$26,472**	**100.0%**	**$0**	**$2**	**0.01%**
LARGE CAP - U.S.											
ENERGY											
828396	EXXON MOBIL CORP	30231G102	28,162 000	$3 46	$1,622,271	$84 760	$2,387,011	100 0%	$2,289,618	$52,944	2 22%
Total ENERGY					**$1,622,271**		**$2,387,011**	**100.0%**	**$2,289,618**	**$52,944**	**2.22%**
Total LARGE CAP - U.S.					**$1,622,271**		**$2,387,011**	**100.0%**	**$2,289,618**	**$52,944**	**2.22%**
Total					**$1,648,743**		**$2,413,483**		**$2,289,618**	**$52,946**	**2.19%**

MONTHLY ACCOUNT STATEMENT

Statement dated December 31, 2011
LYNN HANDLEMAN CHARITABLE FDN

TRANSACTIONS

Monthly summary

	Current month	Current year
Beginning Cash Balance	**$5,000.00**	**$5,000.00**

Additions

Deposits	7.20	3,363.31
Total additions	**$7.20**	**$3,363.31**

Subtractions

Checks processed	(7.20)	(3,363.31)
Total subtractions	**($7.20)**	**($3,363.31)**
Ending Cash Balance 12/31/2011	**$5,000.00**	**$5,000.00**

Monthly detail

Additions

Date	Transaction type	Shares/units	Description	Amount
12/27/2011	Deposit		LYNN HANDLEMAN CHAR FDN IMA TRANSFER FROM 9D7C16.USD-P	$7.20
Total additions				**$7.20**

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

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

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

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. LYNN HANDLEMAN CHARITABLE FOUNDATION DBA THE LEFT TILT FUND	Employer identification number (EIN) or [X] 65-6263327
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST, 630 FIFTH AVENUE, NO. 3425	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 5,452.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 3,952.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 1,500.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions LYNN HANDLEMAN CHARITABLE FOUNDATION DBA THE LEFT TILT FUND	Employer identification number (EIN) or [X] 65-6263327
	Number, street, and room or suite no If a P O box, see instructions C/O BESSEMER TRUST, 630 FIFTH AVENUE, NO. 3425	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

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

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

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______ , and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL INFORMATION IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 3,328.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 5,452.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Parag Shah Title ▶ Agent Date ▶ 8/8/12

123842
01-06-12

10090808 791007 656263327 2011.04000 LYNN HANDLEMAN CHARITABLE F 65626331