EXTENSION GRANTED TO NOVEMBER 17, 2014

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013 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) | Room/suite
PO BOX 3610

B Telephone number
415-216-7370

City or town, state or province, country, and ZIP or foreign postal code
OAKLAND, CA 94609

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 [X] 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: [X] 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) ▶$ 13,014,064.

J Accounting method: [X] 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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11.	11.		STATEMENT 2
	4 Dividends and interest from securities	258,293.	258,293.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	468,613.			STATEMENT 1
	b Gross sales price for all assets on line 6a 4,005,298.				
	7 Capital gain net income (from Part IV, line 2)		710,671.		
	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				
	12 **Total.** Add lines 1 through 11	726,917.	968,975.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	61,580.	0.		61,580.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4,000.	0.		4,000.
	c Other professional fees STMT 5	31,907.	26,088.		5,819.
	17 Interest				
	18 Taxes STMT 6	13,063.	3,825.		4,956.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,885.	0.		3,885.
	22 Printing and publications				
	23 Other expenses STMT 7	6,337.	104.		6,233.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	120,772.	30,017.		86,473.
	25 Contributions, gifts, grants paid	570,500.			570,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	691,272.	30,017.		656,973.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	35,645.			
	b **Net investment income** (if negative, enter -0-)		938,958.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,000.	5,000.	5,000.
	2 Savings and temporary cash investments	145,879.	189,136.	189,136.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	1,367,787.	1,142,599.	1,119,123.
	b Investments - corporate stock STMT 9	2,824,007.	2,654,917.	3,919,971.
	c Investments - corporate bonds STMT 10	747,781.	965,939.	976,096.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	5,559,547.	5,727,863.	6,804,546.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	0.	192.	192.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,650,001.	10,685,646.	13,014,064.
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	10,650,001.	10,685,646.	
	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**	10,650,001.	10,685,646.	
	31 **Total liabilities and net assets/fund balances**	10,650,001.	10,685,646.	

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	10,650,001.
2	Enter amount from Part I, line 27a	2	35,645.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,685,646.
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	10,685,646.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES - A/C 9D4D65	D		
b	PUBLICLY TRADED SECURITIES - A/C 9D7C16	P		
c	PUBLICLY TRADED SECURITIES - A/C 9D7L25	P		
d	CAPITAL GAINS DIVIDENDS			
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	451,043.		44,502.	406,541.
b	1,579,987.		1,402,697.	177,290.
c	1,838,378.		1,847,428.	<9,050.>
d	135,890.			135,890.
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				406,541.
b				177,290.
c				<9,050.>
d				135,890.
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	710,671.
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 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))
2012	611,009.	11,780,362.	.051867
2011	601,095.	11,026,692.	.054513
2010	576,578.	10,570,167.	.054548
2009	503,794.	9,483,365.	.053124
2008	416,887.	11,661,872.	.035748

2 Total of line 1, column (d)	2	.249800
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	.049960
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,193,626.
5 Multiply line 4 by line 3	5	609,194.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,390.
7 Add lines 5 and 6	7	618,584.
8 Enter qualifying distributions from Part XII, line 4	8	656,973.

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	9,390.
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	9,390.
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	9,390.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 4,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 6,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	10,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	5.
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	605.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 605. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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.*	1b		X
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 2013 or the taxable year beginning in 2013 (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 ▶ A. FITZSIMONS Telephone no. ▶ 415-216-7370
Located at ▶ PO BOX 3610, OAKLAND, CA ZIP+4 ▶ 94609

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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
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 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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: No 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 PO BOX 3610 OAKLAND, CA 94609	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	NONE 40.00	61,580.	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 N/A	
2	
All other program-related investments. See instructions.	
3	
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	12,226,874.
b	Average of monthly cash balances	1b	152,250.
c	Fair market value of all other assets	1c	192.
d	**Total** (add lines 1a, b, and c)	1d	12,379,316.
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	12,379,316.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	185,690.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,193,626.
6	**Minimum investment return.** Enter 5% of line 5	6	609,681.

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	609,681.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,390.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,390.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	600,291.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	600,291.
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	600,291.

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	656,973.
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	656,973.
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	9,390.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	647,583.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				600,291.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			329,699.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 656,973.				
a Applied to 2012, but not more than line 2a			329,699.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				327,274.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				273,017.
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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(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 or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 13

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				
EDUCATION FOR PEACE IN IRAQ CENTER 900 2ND STREET NE ROOM/SUITE 216 WASHINGTON , DC 20002	N/A	PC	GENERAL SUPPORT	30,000.
LABORCOMMUNITY STRATEGY CENTER 3780 WILSHIRE BLVD SUITE 1200 LOS ANGELES, CA 90010	N/A	PC	GENERAL SUPPORT	45,000.
EAST BAY ALLIANCE FOR A SUSTAINABLE ECONOMY 1814 FRANKLIN STREET, SUITE 325 OAKLAND, CA 94612	N/A	PC	GENERAL SUPPORT	50,000.
GLOBAL GREENGRANTS FUND 2840 WILDERNESS PLACE SUITE A BOULDER, CO 80301	N/A	PC	GENERAL SUPPORT	10,000.
PAN LEFT PRODUCTIONS (PUENTE HUMAN RIGHTS MOVEMENT) 631 S 6TH AVENUE TUCSON, AZ 85701	N/A	PC	GENERAL SUPPORT	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	570,500.
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 (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11.	
4 Dividends and interest from securities			14	258,293.	
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	468,613.	
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.		726,917.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 726,917.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Scott Handleman — 10-23-14 — TRUSTEE

Signature of officer or trustee | Date | Title

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
MICHAEL HELMS, CPA	Michael Helms	OCT 21 2014		P00946706
Firm's name ▶ HELMS & ASSOCIATES, CPAS LLP			Firm's EIN ▶ 27-4329620	
Firm's address ▶ 111 PINE STREET, SUITE 1800 SAN FRANCISCO, CA 94111			Phone no. (415) 433-1041	

Form 990-PF (2013)

323622
10-10-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MIDDLE EAST CHILDREN'S ALLIANCE 1101 8TH ST NO 100 BERKELEY, CA 94710	N/A	PC	GENERAL SUPPORT	50,000.
LABOR'S TRAINING AND COMMUNITY DEVELOPMENT ALLIANCE 4265 FAIRMONT AVENUE, SUITE 210 SAN DIEGO, CA 92105	N/A	PC	GENERAL SUPPORT	50,000.
INSTITUTE FOR LOCAL SELF-RELIANCE, INC. 2001 S STREET NW NO 570 WASHINGTON, DC 20009	N/A	PC	GENERAL SUPPORT	10,000.
ASIAN IMMIGRANT WOMEN ADVOCATES, INC. 310 8TH STREET #301 OAKLAND, CA 94607	N/A	PC	GENERAL SUPPORT	10,000.
INTERFAITH COMMITTEE FOR WORKER JUSTICE OF SAN DIEGO COUNTY 3727 CAMINO DEL RIO SOUTH SAN DIEGO, CA 92108	N/A	PC	GENERAL SUPPORT	50,000.
FAMILIES FOR FREEDOM INC. 35 WEST 31ST STREET SUITE 702 NEW YORK, NY 10001	N/A	PC	GENERAL SUPPORT	10,000.
WORKERS DEFENSE PROJECT 5604 MANOR ROAD AUSTIN, TX 78723	N/A	PC	GENERAL SUPPORT	10,000.
PROJECT ON YOUTH AND NON-MILITARY OPPORTUNITIES P.O. BOX 230157 ENCINITAS, CA 92023	N/A	PC	GENERAL SUPPORT	10,000.
WORKERS' DIGNITY PROJECT 3753 NOLENSVILLE PK NASHVILLE, TN 37211	N/A	PC	GENERAL SUPPORT	10,000.
PEOPLE ORGANIZED TO WIN EMPLOYMENT RIGHTS 2145 KEITH STREET SAN FRANCISCO, CA 94124	N/A	PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				425,500.

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRACTURED ATLAS, INC. (LIBERATION THEATER COMPANY) 248 W. 35TH STREET 10TH FLOOR NEW YORK, NY 10001	N/A	PC	GENERAL SUPPORT	10,000.
GLOBAL EXCHANGE 2017 MISSION STREET, 2ND FLOOR SAN FRANCISCO, CA 94110	N/A	PC	GENERAL SUPPORT	10,000.
UNIVERSITY OF SAN FRANCISCO SCHOOL OF LAW (WITNESS TO GUANTANAMO PROJECT) P.O. BOX 60000 SAN FRANCISCO, CA 94160-0001	N/A	PC	GENERAL SUPPORT	10,000.
DANCER'S GROUP, INC. (SINS INVALID) 44 GOUGH STREET SAN FRANCISCO, CA 94103	N/A	PC	GENERAL SUPPORT	50,000.
INTERNATIONAL MEDIA PROJECT 1714 FRANKLIN STREET #100-251 OAKLAND, CA 94612	N/A	PC	GENERAL SUPPORT	10,000.
GENDER JUSTICE LA 6815 WILLOUGHBY AVE. #203 LOS ANGELES, CA 90038	N/A	PC	GENERAL SUPPORT	10,000.
JEWISH VOICE FOR PEACE 1611 TELEGRAPH AVENUE OAKLAND, CA 94612	N/A	PC	GENERAL SUPPORT	15,000.
WESPAC FOUNDATION INC 52 NORTH BROADWAY WHITE PLAINS, NY 10603	N/A	PC	GENERAL SUPPORT	10,000.
CATALYST FOUNDATION FOR AIDS AWARENESS AND CARE 44758 ELM AVENUE LANCASTER, CA 93534	N/A	PC	GENERAL SUPPORT	10,000.
LEGAL SERVICES FOR PRISONERS WITH CHILDREN 1540 MARKET STREET #490 SAN FRANCISCO, CA 94102	N/A	PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NEW YORK STATE AND TENANTS AND NEIGHBORS INFORMATION SERVICE INC. 236 W 27TH STREET NEW YORK, NY 10001	N/A	PC	GENERAL SUPPORT	10,000.
ENTREAMIGOS PO BOX 3231 LAKE ARROWHEAD, CA 92352	N/A	PC	GENERAL SUPPORT	10,000.
INSTITUTE FOR THE ADVANCEMENT OF JOURNALISTIC CLARITY PO BOX 228 PETROLIA, CA 95558	N/A	PC	GENERAL SUPPORT	40,000.
UNITARIAN UNIVERSALIST CHURCH OF TUCSON - NO MORE DEATHS P.O. BOX 40782 TUCSON, AZ 85717	N/A	PC	GENERAL SUPPORT	500.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - A/C 9D4D65	DONATED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
451,043.	286,560.	0.	0.	164,483.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - A/C 9D7C16	PURCHASED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,579,987.	1,402,697.	0.	0.	177,290.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - A/C 9D7L25	PURCHASED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,838,378.	1,847,428.	0.	0.	<9,050.>

CAPITAL GAINS DIVIDENDS FROM PART IV	135,890.
TOTAL TO FORM 990-PF, PART I, LINE 6A	468,613.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST CO. A/C 9D4D65	1.	1.	
BESSEMER TRUST CO. A/C 9D7C16	5.	5.	
BESSEMER TRUST CO. A/C 9D7L25	5.	5.	
TOTAL TO PART I, LINE 3	11.	11.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST CO. A/C 9D4D65	63,388.	0.	63,388.	63,388.	
BESSEMER TRUST CO. A/C 9D7C16	284,191.	135,890.	148,301.	148,301.	
BESSEMER TRUST CO. A/C 9D7L25	48,962.	0.	48,962.	48,962.	
BESSEMER TRUST CO. A/C 9D7L25 - ACCRUED INTEREST	<2,358.>	0.	<2,358.>	<2,358.>	
TO PART I, LINE 4	394,183.	135,890.	258,293.	258,293.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	4,000.	0.		4,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	31,907.	26,088.		5,819.
TO FORM 990-PF, PG 1, LN 16C	31,907.	26,088.		5,819.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	3,825.	3,825.		0.
EXCISE TAX	4,282.	0.		0.
PAYROLL TAXES	4,956.	0.		4,956.
TO FORM 990-PF, PG 1, LN 18	13,063.	3,825.		4,956.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	1,911.	0.		1,911.
OTHER EXPENSES	2,285.	0.		2,285.
OFFICE EXPENSES	154.	0.		154.
PAYROLL PROCESSING FEE	1,883.	0.		1,883.
ADR FEES	104.	104.		0.
TO FORM 990-PF, PG 1, LN 23	6,337.	104.		6,233.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		1,031,616.	1,005,985.
SEE ATTACHED		X	110,983.	113,138.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,031,616.	1,005,985.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			110,983.	113,138.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,142,599.	1,119,123.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	2,654,917.	3,919,971.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,654,917.	3,919,971.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	965,939.	976,096.
TOTAL TO FORM 990-PF, PART II, LINE 10C	965,939.	976,096.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHED	COST	5,727,863.	6,804,546.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,727,863.	6,804,546.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PAID	0.	192.	192.
TO FORM 990-PF, PART II, LINE 15	0.	192.	192.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

A. FITZSIMONS
PO BOX 3610
OAKLAND, CA 94609

TELEPHONE NUMBER

415-216-7370

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

OCTOBER 25 OF EACH YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO RESTRICTIONS. CONTRIBUTIONS ARE MADE TO ALL CHARITABLE ORGANIZATIONS.

Trade date basis

Account Holdings

Cash and Short Term

Cash and Short Term	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE (9D4D65)			$131		$131	< 0 1%			
CASH AVAILABLE (9D7C16)			366		366	0 2			
SEI GOVT II FUND #33 (9D4D65) 0 010 %	35,300	1 00	35,300	1.000	35,300	21 7		3	0 01
SEI GOVT II FUND #33 (9D7C16) 0.010 %	127,000	1.00	127,000	1.000	127,000	78.0		11	0 01
Total cash and short term			**$162,797**		**$162,797**	**100.0%**		**$14**	

Fixed Income

Fixed Income - cash and short term

Fixed Income - cash and short term	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE (9D7L25)			$336		$336	< 0 1%	$0		
SEI GOVT II FUND #33 (9D7L25) 0 010 %	26,000	1 00	26,000	1 000	26,000	1 2	0	2	0 01
Total fixed income - cash and short term			**$26,336**		**$26,336**	**1.2%**	**$0**	**$2**	**0.01%**

US government bonds

US government bonds	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FEDERAL HOME LOAN BANK 2 750 % Due 12/12/2014	155,000	$100 43	$155,671	$102 420	$158,751	7 3%	$3,080	$4,262	2 69%
FEDERAL NATL MTG ASSN 5 000 % Due 04/15/2015	10,000	113.79	11,379	106.060	10,606	0 5	(773)	500	4 71
FED NATL MTG ASSOC 0.500 % Due 09/28/2015	50,000	100 06	50,032	100 177	50,088	2 3	56	250	0 50
US TREASURY NOTE 0.250 % Due 12/15/2015	380,000	99 48	378,010	99 777	379,152	17 3	1,142	950	0 25

SNDTNX 8177 G119841 0025 0116

Statement dated December 31, 2013 Page 6 of 20
INV3BF - LYNN HANDLEMAN CHAR FDN

Trade date basis

US government bonds - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FEDERAL HOME LOAN BANK 0.625 % Due 12/28/2016	55,000	99 73	54,851	99 581	54,769	2 5	(82)	343	0 63
FED NATL MTG ASSOC 1.250 % Due 01/30/2017	40,000	101.42	40,569	101.203	40,481	1 9	(88)	500	1 24
US TREASURY BONDS 7.250 % Due 08/15/2022	231,000	147.66	341,103	135 125	312,138	14.3	(28,965)	16,747	5.37
Total US government bonds			**$1,031,615**		**$1,005,985**	**46.0%**	**($25,630)**	**$23,552**	**2.34%**

Taxable municipal bonds

Taxable municipal bonds	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DULUTH MINN ISD NO 709 BAB-TAXABLE-SER A Not callable 3.500 % Due 02/01/2015 Aa2 /AA+	50,000	$101.97	$50,983	$101.840	$50,920	2.3%	($63)	$1,750	3 44%
MARYLAND ST COP TAXABLE SER A Not callable 2 919 % Due 09/01/2015 Aa1 /AA+	60,000	100 00	60,000	103 698	62,218	2 8	2,218	1,751	2 81
Total taxable municipal bonds			**$110,983**		**$113,138**	**5.2%**	**$2,155**	**$3,501**	**3.09%**

Corporate bonds

Corporate bonds	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
PNC FUNDING CORP 3 625 % Due 02/08/2015 A3 /A-	50,000	$100.05	$50,025	$103 443	$51,721	2 4%	$1,696	$1,812	3.50%
NOVARTIS CAPITAL CORP 2.900 % Due 04/24/2015 Aa3 /AA-	50,000	99.52	49,761	103.334	51,667	2.4	1,906	1,450	2 81
JPMORGAN CHASE & CO FRN 3ML+112.50 1 370 % Due 09/22/2015 A3 /A	74,000	101 82	75,344	101.238	74,916	3.4	(428)	1,014	1 35
CELGENE CORP 2 450 % Due 10/15/2015 Baa2 /BBB+	50,000	101.57	50,783	102.729	51,364	2.4	581	1,225	2.38
ANHEUSER-BUSCH INBEV FIN 0.800 % Due 01/15/2016 A3 /A	75,000	99.99	74,995	99 931	74,948	3 4	(47)	600	0 80

Trade date basis

Corporate bonds - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TEXAS INSTRUMENT INC TXN 2 375 16 2 375 % Due 05/16/2016 A1 /A+	50,000	103 51	51,753	103.654	51,827	2.4	74	1,187	2 29
TOYOTA MOTOR CREDIT CORP 0 800 % Due 05/17/2016 Aa3 /AA-	80,000	99.89	79,908	100 107	80,085	3 7	177	640	0 80
AMERICAN EXPRESS CREDIT 1 300 % Due 07/29/2016 A2 /A-	40,000	99.98	39,990	100.774	40,309	1 8	319	520	1 29
COCA-COLA CO 1.800 % Due 09/01/2016 Aa3 /AA-	40,000	102.80	41,120	102.402	40,960	1.9	(160)	720	1 76
CATERPILLAR FINANCIAL SE 1.000 % Due 11/25/2016 A2 /A	55,000	99.92	54,956	99.420	54,681	2.5	(275)	550	1 01
BB&T CORPORATION 2 150 % Due 03/22/2017 A2 /A-	40,000	102 91	41,163	101 105	40,442	1 9	(721)	860	2 13
GENERAL ELEC CAP CORP 2.300 % Due 04/27/2017 A1 /AA+	75,000	99.89	74,915	102.787	77,090	3.5	2,175	1,725	2 24
BERKSHIRE HATHAWAY FIN 1 600 % Due 05/15/2017 Aa2 /AA	40,000	101 84	40,735	100.964	40,385	1 9	(350)	640	1 58
APPLE INC FRN 3ML + 25 0 492 % Due 05/03/2018 Aa1 /AA+	40,000	99 78	39,910	99.831	39,932	1.8	22	196	0 49
Total corporate bonds			**$765,358**		**$770,327**	**35.2%**	**$4,969**	**$13,139**	**1.71%**

International bonds

International bonds	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CA ONTARIO (PROVINCE OF) 2,950 % Due 02/05/2015 Aa2 /AA-	50,000	$99.88	$49,942	$102 786	$51,393	2 4%	$1,451	$1,475	2 87%
DEUTSCHE BANK AG 3 450 % Due 03/30/2015 A2	50,000	99.83	49,913	103.203	51,601	2 4	1,688	1,725	3.34
TYCO INTERNATIONAL FINAN 3.375 % Due 10/15/2015 A3 /BBB+	6,000	99 67	5,980	103 755	6,225	0 3	245	202	3 25
STATOIL ASA 1.800 % Due 11/23/2016 Aa2 /AA-	50,000	99 82	49,909	102.230	51,115	2 3	1,206	900	1 76

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
KFW 1.250 % Due 02/15/2017 Aaa /AAA	45,000	99 63	44,833	100.967	45,435	2 1	602	562	1 24
Total international bonds			**$200,577**		**$205,769**	**9.4%**	**$5,192**	**$4,864**	**2.36%**

Funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW FIXED INCOME FUND BOOK COST 68,738	**5,881.918**	**$11.54**	**$67,867**	**$11.200**	**$65,877**	**3.0%**	**($1,990)**	**$1,364**	**2.07%**
Total fixed income			**$2,202,736**		**$2,187,432**	**100.0%**	**($15,304)**	**$46,422**	**2.12%**

* Subject to sinking fund and/or extraordinary calls

Large Cap Core - U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DOLLAR GENERAL CORP *(DG)*	600	$43 50	$26,098	$60 320	$36,192	4 2%	$10,094		
L BRANDS INC *(LB)*	400	57.37	22,949	61.850	24,740	2 9	1,791	480	1 94
MACY'S INC *(M)*	650	34.40	22,358	53.400	34,710	4 0	12,352	650	1 87
TARGET CORP *(TGT)*	425	54 19	23,032	63.270	26,889	3.1	3,857	731	2.72
VIACOM INC CL B NEW *(VIAB)*	225	62.94	14,161	87.340	19,651	2.3	5,490	270	1 37
Total consumer discretionary			**$108,598**		**$142,182**	**16.4%**	**$33,584**	**$2,131**	**1.50%**

Consumer staples

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CVS/CAREMARK CORP *(CVS)*	400	$37 83	$15,131	$71.570	$28,628	3 3%	$13,497	$440	1.54%
LORILLARD INC COM *(LO)*	350	44.77	15,668	50.680	17,738	2.0	2,070	770	4.34
WALGREEN CO *(WAG)*	300	36.28	10,883	57.440	17,232	2.0	6,349	378	2 19
Total consumer staples			**$41,682**		**$63,598**	**7.3%**	**$21,916**	**$1,588**	**2.50%**

INV3BF - LYNN HANDLEMAN CHAR FDN

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Energy									
CONOCOPHILLIPS *(COP)*	310	$53.80	$16,677	$70.650	$21,901	2.5%	$5,224	$855	3 91%
MARATHON OIL CORP *(MRO)*	450	26 94	12,122	35 300	15,885	1 8	3,763	342	2 15
Total energy			**$28,799**		**$37,786**	**4.4%**	**$8,987**	**$1,197**	**3.17%**
Financials									
ACE LIMITED	355	$50 28	$17,851	$103 530	$36,753	4 2%	$18,902	$894	2 43%
AMERICAN INTL GROUP INC *(AIG)*	450	41 02	18,461	51.050	22,972	2 7	4,511	180	0 78
CITIGROUP INC *(C)*	450	29.76	13,390	52.110	23,449	2.7	10,059	18	0 08
KEYCORP NEW *(KEY)*	900	12.67	11,406	13 420	12,078	1 4	672	198	1 64
MORGAN STANLEY GRP INC *(MS)*	400	29 28	11,710	31 360	12,544	1 4	834	80	0 64
Total financials			**$72,818**		**$107,796**	**12.4%**	**$34,978**	**$1,370**	**1.27%**
Health care									
AETNA INC NEW *(AET)*	425	$43.41	$18,450	$68 590	$29,150	3 4%	$10,700	$382	1 31%
MYLAN INC *(MYL)*	1,000	41.32	41,324	43.400	43,400	5.0	2,076		
PFIZER INC *(PFE)*	1,300	29.81	38,748	30.630	39,819	4 6	1,071	1,352	3 40
THERMO FISHER SCIENTIFIC *(TMO)*	350	57.64	20,173	111.350	38,972	4.5	18,799	210	0.54
ZIMMER HLDGS INC *(ZMH)*	525	63.34	33,252	93 190	48,924	5 6	15,672	420	0 86
Total health care			**$151,947**		**$200,265**	**23.1%**	**$48,318**	**$2,364**	**1.18%**
Industrials									
CUMMINS INC *(CMI)*	90	$129 64	$11,668	$140.970	$12,687	1 5%	$1,019	$225	1 77%
ILLINOIS TOOL WORKS INC *(ITW)*	350	68.13	23,845	84.080	29,428	3.4	5,583	588	2 00
NIELSEN HOLDINGS BV	375	32 54	12,202	45 890	17,208	2 0	5,006	300	1 74

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
UNION PACIFIC CORP (UNP)	195	157 43	30,699	168 000	32,760	3 8	2,061	616	1 88
Total industrials			$78,414		$92,083	10.6%	$13,669	$1,729	1.88%

Information technology

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACCENTURE PLC CL A	225	$55 22	$12,425	$82 220	$18,499	2 1%	$6,074	$418	2 26%
APPLE INC (AAPL)	85	483.65	41,110	561,020	47,686	5 5	6,576	1,037	2 17
AVAGO TECHNOLOGIES	625	35 83	22,394	52.879	33,049	3.8	10,655	625	1 89
INTERNATIONAL BUS MACHINES (IBM)	170	188.61	32,064	187.570	31,886	3.7	(178)	646	2 03
QUALCOMM INC (QCOM)	525	63.16	33,159	74 250	38,981	4 5	5,822	735	1 89
Total information technology			$141,152		$170,101	19.6%	$28,949	$3,461	2.03%

Telecom services

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CENTURYLINK INC (CTL)	450	$37.53	$16,888	$31.850	$14,332	1.7%	($2,556)	$972	6.78%

Utilities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AMERICAN WATER WORKS CO (AWK)	950	$40.41	$38,389	$42.260	$40,147	4.6%	$1,758	$1,064	2.65%
Total large cap core - u.s.			$678,687		$868,290	100.0%	$189,603	$15,876	1.83%

Large Cap Core - Non U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BRIDGESTONE CORP ADR	1,300	$17 87	$23,225	$18.933	$24,612	3 5%	$1,387	$235	0 96%
DAIHATSU MOTOR CO. LTD ADR	450	39.31	17,690	33.909	15,259	2.2	(2,431)	423	2.77
NIKON CORP PLC UNSPON-ADR	1,000	27.06	27,060	19.114	19,114	2 7	(7,946)	161	0 84

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INV3BF - LYNN HANDLEMAN CHAR FDN

Trade date basis

Consumer discretionary - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
SWATCH GROUP AG UNSPON ADR	500	31 59	15,794	33 142	16,571	2.4	777	104	0.63
VOLKSWAGEN AG ADR	500	36 64	18,319	56 261	28,130	4 0	9,811	340	1 21
Total consumer discretionary			**$102,088**		**$103,686**	**14.7%**	**$1,598**	**$1,263**	**1.22%**
Consumer staples									
IMPERIAL TOBACCO LT ADR	435	$73 59	$32,012	$77 447	$33,689	4 8%	$1,677	$1,600	4.75%
J SAINSBURY SPN ADR NEW	1,450	23.13	33,536	24.181	35,062	5 0	1,526	1,506	4 30
SVENSKA CL AKTIBLGT ADR	950	26.95	25,606	30 829	29,287	4 2	3,681	532	1 82
Total consumer staples			**$91,154**		**$98,038**	**13.9%**	**$6,884**	**$3,638**	**3.71%**
Energy									
ENI S P.A ADR	425	$43.20	$18,359	$48 490	$20,608	2 9%	$2,249	$982	4 77%
SINOPEC/CHINA PETE&CHM ADR	388	83 53	32,408	82.170	31,881	4 5	(527)	1,267	3 97
TOTAL SA ADR	600	51 49	30,895	61.270	36,762	5 2	5,867	1,575	4 29
Total energy			**$81,662**		**$89,251**	**12.7%**	**$7,589**	**$3,824**	**4.28%**
Financials									
ALLIANZ AKTIENGES ADR	700	$9 79	$6,856	$17.962	$12,573	1.8%	$5,717	$304	2 42%
BNP PARIBAS SPON ADR	900	26 60	23,940	39.030	35,127	5.0	11,187	611	1.74
CHINA CONSTRUCTION ADR	1,900	14 79	28,093	15 090	28,671	4.1	578	1,388	4 84
MUNICH RE GROUP ADR	1,600	12 11	19,373	22.068	35,308	5 0	15,935	992	2.81
RSA INS GRP INC SPON ADR	3,850	9 48	36,491	7 569	29,140	4 1	(7,351)	1,667	5 72
SKANDINAVISKA ENSKILD ADR	950	11.72	11,132	13 170	12,511	1 8	1,379		
WHARF HOLDINGS ADR	650	9 54	6,199	15 296	9,942	1 4	3,743	257	2.59
Total financials			**$132,084**		**$163,272**	**23.2%**	**$31,188**	**$5,219**	**3.20%**

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Statement dated December 31, 2013

INV3BF - LYNN HANDLEMAN CHAR FDN

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Health care									
SANOFI - ADR	650	$34.45	$22,392	$53.630	$34,859	4.9%	$12,467	$815	2.34%
Industrials									
ITOCHU CORP ADR	1,525	$21.72	$33,122	$24.718	$37,694	5.4%	$4,572	$1,018	2 70%
WEIR GROUP PLC ADR	1,600	17.76	28,419	17.656	28,249	4.0	(170)	456	1.61
Total industrials			$61,541		$65,943	9.4%	$4,402	$1,474	2.24%
Materials									
SUMITOMO METAL MIN CO LTD	1,900	$14.27	$27,104	$13.101	$24,891	3.5%	($2,213)	$260	1.05%
Telecom services									
CHINA TELECOM ADR	660	$56.80	$37,485	$50 570	$33,376	4 7%	($4,109)	$650	1.95%
KDDI CORP ADR	1,750	8.67	15,168	15.389	26,930	3.8	11,762	563	2 09
TELE2 AB ADR	4,950	7.09	35,112	5.671	28,071	4.0	(7,041)	1,970	7 02
TIM PARTICIPACOES SA ADR	700	24.07	16,847	26.240	18,368	2 6	1,521	466	2.54
Total telecom services			$104,612		$106,745	15.1%	$2,133	$3,649	3.42%
Utilities									
TOKYO GAS LTD ADR	937	$19.08	$17,881	$19.714	$18,472	2.6%	$591	$324	1.76%
Total large cap core - non u.s.			$640,518		$705,157	100.0%	$64,639	$20,466	2.90%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Large Cap Strategies									
Large cap strategies funds									
OW LARGE CAP STRATEGIES FD BOOK COST 2,030,032	201,420.495	$10.06	$2,025,298	$12 470	$2,511,713	100 0%	$486,415	$16,717	0 67%
Total large cap strategies			**$2,025,298**		**$2,511,713**	**100.0%**	**$486,415**	**$16,717**	**0.67%**
Large Cap - U.S.									
Energy									
EXXON MOBIL CORP *(XOM)*	23,187	$2 28	$52,891	$101 200	$2,346,524	100 0%	$2,293,633	$58,431	2 49%
Total large cap - u.s.			**$52,891**		**$2,346,524**	**100.0%**	**$2,293,633**	**$58,431**	**2.49%**
Global Small & Mid Cap									
Global small & mid cap funds									
OW GLOBAL SML & MID CAP FD BOOK COST 1,669,536	126,685.998	$13 17	$1,668,656	$17 180	$2,176,465	100 0%	$507,809	$16,849	0.77%
Total global small & mid cap			**$1,668,656**		**$2,176,465**	**100.0%**	**$507,809**	**$16,849**	**0.77%**

Trade date basis

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD BOOK COST 1,478,152	206,055.052	$7.12	$1,466,427	$7 900	$1,627,834	100.0%	$161,407	$55,428	3 41%
Total global opportunities			**$1,466,427**		**$1,627,834**	**100.0%**	**$161,407**	**$55,428**	**3.41%**

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW REAL RETURN FUND BOOK COST 504,115	50,800.200	$9.83	$499,615	$8.320	$422,657	100 0%	($76,958)	$1,168	0 28%
Total real return / commodities			**$499,615**		**$422,657**	**100.0%**	**($76,958)**	**$1,168**	**0.28%**
Total value of account			**$9,397,625**		**$13,008,869**		**$3,611,244**	**$231,371**	**1.78%**

	Market value
Total interest and dividends accrued	13,978
Total value of account including accruals	**$13,022,847**

Form **8868**
(Rev. January 2014)
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.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

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.

Enter filer's identifying number

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 65-6263327
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 3610	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. OAKLAND, CA 94609	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 ▶ A. FITZSIMONS
PO BOX 3610 - OAKLAND, CA 94609
Telephone No. ▶ 415-216-7370 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, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 10,000.
b	If this application is for Forms 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**	$ 4,000.
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**	$ 6,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) 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
65-6263327

Number, street, and room or suite no. If a P.O. box, see instructions.
PO BOX 3610

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
OAKLAND, CA 94609

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 ▶ A. FITZSIMONS
PO BOX 3610 - OAKLAND, CA 94609
Telephone No. ▶ 415-216-7370 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, 2014.

5 For calendar year 2013, 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
THIRD-PARTY INFORMATION NECESSARY TO COMPLETE THE RETURN IS STILL BEING COMPILED. ADDITIONAL TIME TO FILE IS RESPECTFULLY REQUESTED SO THAT ALL INFORMATION NECESSARY TO FILE AN ACCURATE RETURN MAY BE GATHERED.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 10,000.
b	If this application is for Forms 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	$ 10,000.
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 ▶ Michael Helen Title ▶ C.P.A Date ▶ 8/12/2014

CERTIFIED MAIL # 7014 0510 0002 3714 7145

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12-31-13