EXTENDED TO NOVEMBER 16, 2015

Form **990-PF** | **Return of Private Foundation** | OMB No 1545-0052
Department of the Treasury Internal Revenue Service

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*.

2014 Open to Public Inspection

For calendar year 2014 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 ☐ 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)* ▶$ 11,909,130.

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	3,314.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	614.	614.		STATEMENT 2
	4 Dividends and interest from securities	148,570.	148,570.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,170,279.			STATEMENT 1
	b Gross sales price for all assets on line 6a 7,577,282.				
	7 Capital gain net income (from Part IV, line 2)		1,225,182.		
	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	41.	41.		STATEMENT 4
	12 Total. Add lines 1 through 11	1,322,818.	1,374,407.		
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 5	6,300.	0.		6,300.
	c Other professional fees STMT 6	70,886.	70,886.		0.
	17 Interest				
	18 Taxes STMT 7	22,732.	3,745.		2,987.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	67.	0.		67.
	22 Printing and publications				
	23 Other expenses STMT 8	2,473.	0.		2,012.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	164,038.	74,631.		72,946.
	25 Contributions, gifts, grants paid	987,000.			987,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,151,038.	74,631.		1,059,946.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	171,780.			
	b **Net investment income** (if negative, enter -0-)		1,299,776.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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.		
	2 Savings and temporary cash investments	189,136.	5,950,645.	5,950,645.
	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 9	1,142,599.	986,436.	963,981.
	b Investments - corporate stock STMT 10	2,654,917.	2,620,895.	3,698,640.
	c Investments - corporate bonds STMT 11	965,939.	836,072.	836,472.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	5,727,863.	463,378.	459,392.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 13)	192.	0.	0.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,685,646.	10,857,426.	11,909,130.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	10,685,646.	10,857,426.	
	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**	10,685,646.	10,857,426.	
	31 **Total liabilities and net assets/fund balances**	10,685,646.	10,857,426.	

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	10,685,646.
2	Enter amount from Part I, line 27a	2	171,780.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,857,426.
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	10,857,426.

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			
b CAPITAL GAINS DIVIDENDS			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,566,765.		6,352,100.	1,214,665.
b	10,517.			10,517.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				1,214,665.
b				10,517.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,225,182.
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))
2013	647,583.	12,193,626.	.053108
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

2 **Total** of line 1, column (d)	2	.267160
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	.053432
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	12,145,899.
5 Multiply line 4 by line 3	5	648,980.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,998.
7 Add lines 5 and 6	7	661,978.
8 Enter qualifying distributions from Part XII, line 4	8	1,059,946.

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	12,998.
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	12,998.
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	12,998.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	10,605.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	13,605.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	607.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 607. **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 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, CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ 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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

			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)? 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 2014?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

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

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

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

(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 PO BOX 3610, 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
AXA ADVISORS LLC - 1290 AVENUE OF THE AMERICAS, NEW YORK, NY 10104-2702	INVESTMENT MANAGEMENT	65,135.

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.

Form **990-PF** (2014)

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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	5,456,962.
b	Average of monthly cash balances	1b	6,873,900.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	12,330,862.
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	12,330,862.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	184,963.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,145,899.
6	**Minimum investment return.** Enter 5% of line 5	6	607,295.

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	607,295.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	12,998.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	12,998.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	594,297.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	594,297.
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	594,297.

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	1,059,946.
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	1,059,946.
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	12,998.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,046,948.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				594,297.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			273,017.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 1,059,946.				
a Applied to 2013, but not more than line 2a			273,017.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				594,297.
e Remaining amount distributed out of corpus	192,632.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	192,632.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	192,632.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014 192,632.				

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 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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 14

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT ATTACHED	N/A	PC	SEE STATEMENT ATTACHED	987,000.
Total			▶ 3a	987,000.
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 (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	614.	
4 Dividends and interest from securities			14	148,570.	
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			14	41.	
8 Gain or (loss) from sales of assets other than inventory			18	1,170,279.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,319,504.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,319,504.

(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 11-10-15 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	NOV - 4 2015		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	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,566,765.	6,407,003.	0.	0.	1,159,762.

CAPITAL GAINS DIVIDENDS FROM PART IV	10,517.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,170,279.

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	2.	2.	
LPL FINANCIAL #6554	611.	611.	
TOTAL TO PART I, LINE 3	614.	614.	

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	14,607.	0.	14,607.	14,607.	
BESSEMER TRUST CO. A/C 9D7C16	4,690.	0.	4,690.	4,690.	
BESSEMER TRUST CO. A/C 9D7L25	12,038.	0.	12,038.	12,038.	
BESSEMER TRUST CO. A/C 9D7L25 - ACCRUED INTEREST	<204.>	0.	<204.>	<204.>	

LPL FINANCIAL #6554	127,956.	10,517.	117,439.	117,439.	
TO PART I, LINE 4	159,087.	10,517.	148,570.	148,570.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME - CUMULATIVE ROUNDING	41.	41.	
TOTAL TO FORM 990-PF, PART I, LINE 11	41.	41.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,300.	0.		6,300.
TO FORM 990-PF, PG 1, LN 16B	6,300.	0.		6,300.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	70,886.	70,886.		0.
TO FORM 990-PF, PG 1, LN 16C	70,886.	70,886.		0.

FORM 990-PF | TAXES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	3,745.	3,745.		0.
EXCISE TAX	16,000.	0.		0.
PAYROLL TAXES	2,987.	0.		2,987.
TO FORM 990-PF, PG 1, LN 18	22,732.	3,745.		2,987.

FORM 990-PF | OTHER EXPENSES | STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	461.	0.		0.
OTHER EXPENSES	169.	0.		169.
OFFICE EXPENSES	384.	0.		384.
PAYROLL PROCESSING FEES	1,459.	0.		1,459.
TO FORM 990-PF, PG 1, LN 23	2,473.	0.		2,012.

FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT AND AGENCY BONDS - SEE ATTACHED	X		875,453.	852,770.
STATE AND MUNICIPAL BONDS - SEE ATTACHED		X	110,983.	111,211.
TOTAL U.S. GOVERNMENT OBLIGATIONS			875,453.	852,770.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			110,983.	111,211.
TOTAL TO FORM 990-PF, PART II, LINE 10A			986,436.	963,981.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS AND OPTIONS - SEE ATTACHED	2,620,895.	3,698,640.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,620,895.	3,698,640.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED	836,072.	836,472.
TOTAL TO FORM 990-PF, PART II, LINE 10C	836,072.	836,472.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHED	COST	463,378.	459,392.
TOTAL TO FORM 990-PF, PART II, LINE 13		463,378.	459,392.

FORM 990-PF OTHER ASSETS STATEMENT 13

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

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
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.

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
FEIN: 65-6263327

2014 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
ALLIANCE FOR GLOBAL JUSTICE 1247 E. Street SE Washington, D.C. 20003	N/A	PUBLIC CHARITY	FOR UNITED STUDENTS AGAINST SWEATSHOPS	$10,000
ARISE FOR SOCIAL JUSTICE PO Box 5423 Springfield, MA 01101	N/A	PUBLIC CHARITY	FOR SPRINGFIELD NO ONE LEAVES/NADIE SE MUDE	10,000
ARIZONA INTERFAITH ALLIANCE 331 E. Willetta Street, Phoenix, AZ 85004	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
ASIAN AMERICANS ADV JUSTICE 55 Columbus Ave. SF, CA 94111	N/A	PUBLIC CHARITY	FOR WORKERS' RIGHTS PROGRAM	10,000
ASIAN HEALTH SERVICES 818 Webster Street, Oakland, CA 94607	N/A	PUBLIC CHARITY	FOR CALIFORNIA HEALTHY SALON COLLABORATIVE	10,000
ASSOCIATED STUDENTS INC OF SFSU 1650 Holloway Avenue, T-138 San Francisco, CA 94123-1722	N/A	PUBLIC CHARITY	FOR PROJECT REBOUND	10,000
BAY AREA VIDEO COALITION 2727 Mariposa Street, 2nd Floor San Francisco, CA 94110-1401	N/A	PUBLIC CHARITY	FOR LIVING CONDITION	10,000
BEND THE ARC PO Box 7870 Oakland, CA 94601	N/A	PUBLIC CHARITY	FOR HAND IN HAND	30,000
CAUSA JUSTA :: JUST CAUSE PO Box 3596 Oakland CA 94609	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500

LYNN HANDLEMAN CHARITABLE FOUNDATION
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2014 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
CENTER FOR THIRD WORLD ORGANIZING 1218 East 21st Street, Oakland, CA 94606 1312	N/A	PUBLIC CHARITY	FOR BLACK ORGANIZING PROJECT	10,000
CENTER ON POLICY INITIATIVES 3727 Camino del Rio South, Ste. 100 San Diego, CA 92108	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
CENTRO DE TRABAJADORES IMMIGRANT WORKERS PROJECT 3200 E. 91st Street Chicago, IL 60617	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
COALITION ON HOMELESSNESS 468 Turk Street San Francisco, CA 94102	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
COOPERATION TEXAS 5604 Manor Road Austin, TX 78723	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
CORA FOUNDATION PO Box 6865 Syracuse, New York 13217	N/A	PUBLIC CHARITY	FOR ARTRAGE GALLERY	10,000
CRITICAL RESISTANCE 1904 Franklin Street #504 Oakland, CA 94612	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
DANCERS GROUP 44 Gough Street San Francisco, CA 94103	N/A	PUBLIC CHARITY	FOR SINS INVALID	20,000
DIRECT ACTION FOR RIGHTS & EQUALITY 340 Lockwood St. Providence, RI 02907	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
FEIN: 65-6263327

2014 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
DRUM (DESIS RISING UP & MOVING) 72-18 Roosevelt Ave. Jackson Heights, NY 11372	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
EARTH ISLAND INSTITUTE 300 Broadway, Ste. 28 San Francisco, CA 94133	N/A	PUBLIC CHARITY	FOR BAY AREA WILDERNESS TRAINING	5,000
EAST BAY ALLIANCE FOR A SUSTAINABLE ECONOMY (EBASE) 1814 Franklin Street, Suite 325 Oakland, CA 94612	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
EAST BAY FOOD JUSTICE PROJECT 3124 Shattuck Ave. Berkeley, CA 94705	N/A	PUBLIC CHARITY	FOR OMNI OAKLAND COMMONS	5,000
EAST BAY SANCTUARY COVENANT 2362 Bancroft Way Berkeley, CA 94704	N/A	PUBLIC CHARITY	FOR HAITI EMERGENCY RELIEF	10,000
EDUCATION & TRAINING INSTITUTE 103 Bayard St., 2nd Floor New Brunswick, NJ 08901	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
ENTREAMIGOS P.O. Box 3231 Lake Arrowhead, CA 92352	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
FACTS EDUCATION FUND 1137 E. Redondo Blvd. Inglewood, CA 90302	N/A	PUBLIC CHARITY	FOR CA FAMILIES AGAINST SOLITARY CONFINEMENT	5,000
FACTS EDUCATION FUND 1137 E. Redondo Blvd. Inglewood, CA 90302	N/A	PUBLIC CHARITY	FOR FAIR CHANCE PROJECT	10,000

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
FEIN: 65-6263327

2014 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
FILIPINO ADVOCATES FOR JUSTICE 310 8th Street, Ste. 308 Oakland, CA 94607	N/A	PUBLIC CHARITY	FOR LOW-WAGE WORKER SUPPORT PROJECT	10,000
FILIPINO AMERICAN DEVELOPMENT FOUNDATION 1010 Mission Street SF, CA 94103	N/A	PUBLIC CHARITY	SOUTH OF MARKET COMMUNITY ACTION CENTER	5,000
FILM FORUM 209 W. Houston Street NY, NY 10014	N/A	PUBLIC CHARITY	FOR SWEET NINJA FILMS; UNITED SKATES	5,000
FRACTURED ATLAS 248 W. 35th Street, 10th Floor New York, NY 10001	N/A	PUBLIC CHARITY	FOR HARLEM 9	10,000
FRACTURED ATLAS 248 W. 35th Street, 10th Floor New York, NY 10001	N/A	PUBLIC CHARITY	FOR LIBERATION THEATER CO.	10,000
FRACTURED ATLAS 248 W. 35th Street, 10th Floor New York, NY 10001	N/A	PUBLIC CHARITY	FOR POETIC PEOPLE POWER	5,000
FRACTURED ATLAS 248 W. 35th Street, 10th Floor New York, NY 10001	N/A	PUBLIC CHARITY	FOR SR SOCIALLY RELEVANT FILM FESTIVAL	2,000
FTM ALLIANCE 1730 West Olympic Blvd., Suite 300 Los Angeles, CA 90015	N/A	PUBLIC CHARITY	FOR GENDER JUSTIC LA	10,000
FUERZA LABORAL PO Box Central Falls, RI 02863	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
FEIN: 65-6263327

2014 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
FUND FOR THE CITY OF NEW YORK 121 Avenue of the Americas, 6th Floor NY, NY 10013	N/A	PUBLIC CHARITY	FOR IMMIGRANT DEFENSE PROJECT	10,000
GLOBAL EXCHANGE 2017 Mission Street, 2nd Floor San Francisco, CA 94110	N/A	PUBLIC CHARITY	MEXICAN PROGRAM	10,000
HESPERIAN HEALTH GUIDES 1919 Addison Street, Ste. 304 Berkeley, CA 94704	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
HILLTOP ARTISTS IN RESIDENCE 602 N Sprague Ave. Tacoma WA 98403	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
INSTITUTE FOR LOCAL SELF-RELIANCE 1710 Connecticut Ave. NW 4th 4th Floor Washington, DC 20009	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
INTERFAITH COMMITTEE FOR WORKER JUSTICE OF SAN DIEGO COUNTY 3727 Camino Del Rio N San Diego, CA 92108	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
INTERNATIONAL MEDIA PROJECT 1714 Franklin Street, #100-251 Oakland, CA 94612	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
JEWISH VOICE FOR PEACE 1611 Telegraph Avenue Oakland, CA 94612	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
JEWS FOR RACIAL & ECONOMIC JUSTICE 330 Seventh Ave., Ste. 1901 NY, NY 10001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000

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FEIN: 65-6263327

2014 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
KOREATOWN IMMIGRANT WORKERS ALLIANCE 1053 S. New Hampshire Ave. Los Angeles, CA 90006	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
LABOR COMMUNITY STRATEGY CENTER 3780 Wilshire Blvd, #1200 Los Angeles, CA 90010	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
LABOR'S TRAINING AND COMMUNITY DEVELOPMENT ALLIANCE 4265 Fairmont Avenue, #210 San Diego, CA 92105	N/A	PUBLIC CHARITY	FOR UNITED TAXI WORKERS OF SAN DIEGO	20,000
MECCS EI 1507 E. 53rd Street Chicago, IL 60615	N/A	PUBLIC CHARITY	FOR ELECTRONIC INTIFADA	15,000
MIDDLE EAST CHILDREN'S ALLIANCE (MECA For Peace) 1101 8th Street, #100 Berkeley, CA 94710	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000
MIZNA 2446 University Ave. W Suite 115 St. Paul, MINN 55114	N/A	PUBLIC CHARITY	FOR 10TH ARAB FILM FESTIVAL	5,000
MOVEMENT STRATEGY CENTER 436 14th Street, 5th Floor Oakland, CA 94612	N/A	PUBLIC CHARITY	FOR MOVEMENT GENERATION'S CLIMATE STRATEGY CENTER	10,000
MUJERES UNIDAS Y ACTIVAS 3543 18th Street, Ste. 23 San Francisco, CA 94110	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
FEIN: 65-6263327

2014 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
NATIVE SEEDS SEARCH 3584 E. River Road Tucson, AZ 85718	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
NEIGHBORHOOD RESOURCE CENTER 1312 3rd Ave. North Nashville, TENN 37208	N/A	PUBLIC CHARITY	FOR CAYCE UNITED	10,000
NETWORK ON WOMEN IN PRISON 1540 Market Street, Suite 490 San Francisco, CA 94102	N/A	PUBLIC CHARITY	FOR CALIFORNIA COALITION FOR WOMEN IN PRISON	10,000
NETWORK ON WOMEN IN PRISON 1540 Market Street, Suite 490 San Francisco, CA 94102	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
NORTHWEST ARK WORKERS JUSTICE CENTER 210 S. Thompson St. Ste. 4A Springdale, ARK 72764	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
OAKTOWN JAZZ WORKSHOPS PO BOX 3568 Oakland, CA 94609	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
ONE DC 614 S Street NW Wash DC 20001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
PAN LEFT PRODUCTIONS 225 E. 26th Street, #3 Tucson, AZ 85713	N/A	PUBLIC CHARITY	FOR PUENTE	10,000
PEACE DEVELOPMENT FUND PO Box 40250 San Francisco, CA 94140	N/A	PUBLIC CHARITY	FOR BAY PEACE	10,000

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
FEIN: 65-6263327

2014 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
PEACE DEVELOPMENT FUND PO Box 40250 San Francisco, CA 94140	N/A	PUBLIC CHARITY	FOR ARTFORCES	15,000
POWER 2145 Keith Street San Francisco, CA 94124	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500
PROJECT ON YOUTH AND NON-MILITARY OPPORTUNITIES (Project YANO) P.O. Box 230157 Encinitas, CA 92023	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
QUEER CULTURAL CENTER 762 Fulton Street San Francisco, CA 94102	N/A	PUBLIC CHARITY	FOR PEACOCK REBELLION	5,000
QUEER WOMEN OF COLOR MEDIA ART 59 Cook Street San Francisco, CA 94118	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
RED UMBRELLA PROJECT 101 W. 23rd Street, Ste. 351 NY, NY 10011	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
RESTAURANT OPPORTUNITIES CENTER – LOS ANGELES 1730 West Olympic, #300, Room K Los Angeles, CA 90015	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
RIGHTS ACTION Box 50887 Washington DC, 20091	N/A	PUBLIC CHARITY	FOR COMPPA	10,000
SACRAMENTO REGIONAL COALITION TO END HOMELESSNESS 1331 Garden Highway, Ste. 100 Sacramento, CA 95833	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
FEIN: 65-6263327

2014 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
SOUTHERN CALIFORNIA LIBRARY FOR SOCIAL STUDIES & RESEARCH 6120 S. Vermont Ave Los Angeles, CA 90044	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
SOUTHERN MAINE WORKERS CENTER 68 Washington Ave. Portland, ME 04101	N/A	PUBLIC CHARITY	GENERL SUPPORT	5,000
SOUTHERN SUDANESE COMMUNITY CENTER 4077 Fairmount Ave. San Diego, CA 92105	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
ST VINCENT DE PAUL 820 B Street San Rafael, CA 94901	N/A	PUBLIC CHARITY	FOR WILLIAM GUNDRY MEMORIAL FUND	5,000
STREETWISE AND SAFE 147 W. 24th St., 4th Floor NY, NY 10011	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
STUDENT ACTION WITH FARMWORKERS 1317 W Pettigrew Street Durham, NC 27705	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
TEACHERS UNITE 90 John St., Suite 308 NY, NY 10038	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
THE FREEDOM ARCHIVES 522 Valencia SF, CA 94110	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
THE LAMBI FUND OF HAITI 1050 Connecticut Ave., NW, 10th Floor Washington DC 20036	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
FEIN: 65-6263327

2014 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
THE WORKING WORLD INC 228 Park Ave. South, Ste. 27395 NY, NY 10003	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
THEATRE OF THE OPRESSED NYC PO 24742 Brooklyn, NY 11202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
TIDES CENTER PO Box 29907 San Francisco, CA 94129	N/A	PUBLIC CHARITY	FOR ARAB RESOURCE ORGANIZING CENTER	10,000
UNITARIAN UNIVERSALIST CHURCH OF TUCSON 4831 East 22nd Street Tucson, AZ 85711	N/A	PUBLIC CHARITY	FOR NO MORE DEATHS	10,000
UNITED WORKERS ASSOCIATION PO Box 41547 Baltimore, MD 21203	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
UNIVERSITY OF SAN FRANCISCO SCHOOL OF LAW 2130 Fulton Street San Francisco, CA 94117	N/A	PUBLIC CHARITY	FOR WITNESS TO GUANTANAMO	10,000
VERMONT WORKERS CENTER 294 Winooski Ave. Burlington, VT 05401	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
VIBE THEATER EXPERIENCE 30 Third Avenue, Ste. 203 Brooklyn, NY 11217	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
WARREN J PLANT CHARITABLE TRUST 640 Page Boulevard Springfield, MA 01104	N/A	PUBLIC CHARITY	FOR PIONEER VALLEY WORKERS CENTER	10,000

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
FEIN: 65-6263327

2014 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
WESPAC 52 North Broadway White Plains, NY 10603	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
WESTERN COLORADO CONGRESS PO Box 1931 Grand Junction, CO 81502	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
WESTERN NORTH CAROLINA WORKERS PO Box 3025 Marion, NC 28752	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
WORKERS DEFENSE PROJECT 5604 Manor Road Austin, TX 78723	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
WORKERS DIGNITY PROJECT 3013 Nolensville Pike Nashville, TN 37211	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
TOTAL CONTRIBUTIONS				**$987,000**

LYNN HANDLEMAN CHARITABLE FOUNDATION - 2014 65-6263327

Account Holdings as of December 31, 2014

CASH AND CASH EQUIVALENTS

Description	Interest Paid in December[1]	Blended Interest Rate[1]	Current Balance
Cash			$218 75
Money Market Funds			4,470,413 56
Insured Cash Account[2]			
Banc of California NA			246,502 09
Boston Private Bank			246,502 09
Cadence Bank N A			246,502 09
Discover Bank			246,502 09
Goldman Sachs Bank USA			246,502 09
Morgan Stanley Bank NA			246,502 09
Citibank NA			21,000 16
Total Insured Cash Account	12 70	0 010%	1,500,012 70
TOTAL CASH AND CASH EQUIVALENTS			**$5,970,645.01**

EQUITIES AND OPTIONS

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
06/14/10	ACE LTD C ACE	150	$114 88	$17,232 00	$51 5652	$7,734 78 —	$9,497 22	$390	2 26%
11/19/08		30		3,446 40	41 6940	1,250 82 —	2,195 58	78	
12/10/08		25		2,872 00	48 2852	1,207 13 —	1,664 87	65	

EQUITIES AND OPTIONS continue on page 4

1 Interest is paid on daily balances at a blended rate reflecting the weighted average rate during the statement month
2 Insured Cash Accounts are FDIC insured, are not obligations of LPL Financial or SIPC, and are not available for margin purposes
3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
04/29/09	ACE LTD (continued)	25		2,872 00	47 2948	1,182 37 —	1,689 63	65	
Total		**230**		**26,422.40**	**49.4570**	**11,375.10** —	**15,047.30**	**598**	
01/06/14	AETNA INC NEW C AET	100	88 83	8,883 00	67 5611	6,756 11 —	2,126 89	100	1 13%
11/01/12		100		8,883 00	44 3234	4,432 34 —	4,450 66	100	
11/02/12		75		6,662 25	44 0527	3,303 95 —	3,358 30	75	
11/07/12		75		6,662 25	43 0587	3,229 40 —	3,432 85	75	
11/08/12		150		13,324 50	42 7650	6,414 75 —	6,909 75	150	
11/09/12		25		2,220 75	42 7972	1,069 93 —	1,150 82	25	
Total		**525**		**46,635.75**	**48.0123**	**25,206.48** —	**21,429.27**	**525**	
02/16/12	ALLIANZ SE SPONSORED C ADR REPSTG 1/10 SH AZSEY	100	16 57	1,657 00	11 4559	1,145 59 —	511 41	73	4 42%

EQUITIES AND OPTIONS continue on page 5

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest.
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
11/21/11	ALLIANZ SE SPONSORED (continued)	500		8,285 00	9 5062	4,753 10 —	3,531 90	366	
11/22/11		100		1,657 00	9 5746	957 46 —	699 54	73	
Total		**700**		**11,599.00**	**9.7945**	**6,856.15** —	**4,742.85**	**512**	
04/24/13	AMERICAN INTL GROUP INC [C] NEW AIG	200	56 01	11,202 00	41 4700	8,294 00 —	2,908 00	100	0 89%
04/23/13		250		14,002 50	40 6699	10,167 47 —	3,835 03	125	
Total		**450**		**25,204.50**	**41.0255**	**18,461.47** —	**6,743.03**	**225**	
09/27/13	AMERICAN WATER WORKS [C] COMPANY INC NEW AWK	100	53 30	5,330 00	40 9626	4,096 26 —	1,233 74	124	2 33%
06/11/13		50		2,665 00	39 8028	1,990 14 —	674 86	62	
06/12/13		150		7,995 00	40 4890	6,073 35 —	1,921 65	186	
06/13/13		50		2,665 00	40 5466	2,027 33 —	637 67	62	

EQUITIES AND OPTIONS continue on page 6

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
06/14/13	AMERICAN WATER WORKS (continued)	50		2,665 00	40 8804	2,044 02 —	620 98	62	
06/19/13		100		5,330 00	40 8300	4,083 00 —	1,247 00	124	
06/20/13		100		5,330 00	39 8020	3,980 20 —	1,349 80	124	
06/21/13		50		2,665 00	39 3748	1,968 74 —	696 26	62	
07/03/13		100		5,330 00	40 1698	4,016 98 —	1,313 02	124	
07/05/13		100		5,330 00	40 1949	4,019 49 —	1,310 51	124	
09/25/13		50		2,665 00	40 7358	2,036 79 —	628 21	62	
09/26/13		50		2,665 00	41 0666	2,053 33 —	611 67	62	
Total		**950**		**50,635.00**	**40.4101**	**38,389.63 —**	**12,245.37**	**1,178**	
09/16/13	APPLE INC C AAPL	245	110 38	27,043 10	64 7675	15,868 04 —	11,175 06	460	1 70%

EQUITIES AND OPTIONS continue on page 7

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest.
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for informationon how this figure is calculated

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
08/26/13	APPLE INC (continued)	350		38,633 00	72 1220	25,242 69 —	13,390 31	658	
Total		**595**		**65,676.10**	**69.0937**	**41,110.73** —	**24,565.37**	**1,118**	
09/30/13	AVAGO TECHNOLOGIES C LIMITED AVGO	50	100 59	5,029 50	42 9332	2,146 66 —	2,882 84	64	1 27%
09/21/12		50		5,029 50	35 4472	1,772 36 —	3,257 14	64	
09/24/12		50		5,029 50	34 5732	1,728 66 —	3,300 84	64	
11/30/12		125		12,573 75	34 8426	4,355 32 —	8,218 43	160	
12/03/12		50		5,029 50	35 0140	1,750 70 —	3,278 80	64	
05/09/13		200		20,118 00	33 8589	6,771 78 —	13,346 22	256	
08/28/13		100		10,059 00	38 6887	3,868 87 —	6,190 13	128	
Total		**625**		**62,868.75**	**35.8310**	**22,394.35** —	**40,474.40**	**800**	

EQUITIES AND OPTIONS continue on page 8

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for informationon how this figure is calculated.

AXA ADVISORS

Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
04/09/13	BNP PARIBAS SPONS ADR C REPGSTG 1/2 SH BNPQY	50	29 38	1,469 00	25 8172	1,290 86 —	178 14	51	3 48%
03/20/13		200		5,876 00	27 2489	5,449 77 —	426 23	204	
04/08/13		350		10,283 00	25 7862	9,025 18 —	1,257 82	357	
Total		**600**		**17,628.00**	**26.2764**	**15,765.81** —	**1,862.19**	**612**	
09/18/13	BRIDGESTONE CORP ADR C LTD BRDCY	300	17 41	5,223 00	17 7999	5,339 97 —	-116 97	100	1 93%
07/03/13		300		5,223 00	18 0040	5,401 19 —	-178 19	100	
07/05/13		300		5,223 00	18 2011	5,460 32 —	-237 32	100	
09/17/13		400		6,964 00	17 5612	7,024 48 —	-60 48	134	
Total		**1,300**		**22,633.00**	**17.8661**	**23,225.96** —	**-592.96**	**434**	
02/15/12	CENTURYLINK INC C CTL	100	39 58	3,958 00	37 9781	3,797 81 —	160 19	216	5 46%

EQUITIES AND OPTIONS continue on page 9

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
11/21/11	CENTURYLINK INC (continued)	250		9,895 00	37 2545	9,313 63 —	581 37	540	
02/14/12		100		3,958 00	37 7703	3,777 03 —	180 97	216	
Total		**450**		**17,811.00**	**37.5299**	**16,888.47** —	**922.53**	**972**	
02/19/13	CHINA CONSTRUCTION C BANK CORP ADR CICHY	100	16 45	1,645 00	16 7025	1,670 25 —	-25 25	97	5 93%
11/22/11		350		5,757 50	13 7535	4,813 73 —	943 77	341	
11/23/11		300		4,935 00	13 2947	3,988 41 —	946 59	292	
12/01/11		450		7,402 50	14 3269	6,447 10 —	955 40	438	
12/02/11		150		2,467 50	14 3244	2,148 66 —	318 84	146	
12/05/11		·50		822 50	14 5670	728 35 —	94 15	48	
02/07/12		250		4,112 50	16 3423	4,085 58 —	26 92	243	

EQUITIES AND OPTIONS continue on page 10

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for informationon how this figure is calculated

Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
02/15/13	CHINA CONSTRUCTION (continued)	250		4,112 50	16 8470	4,211 75 —	-99 25	243	
Total		**1,900**		**31,255.00**	**14.7862**	**28,093.83** —	**3,161.17**	**1,848**	
08/26/13	CHINA PETROLEUM & CHEM C CORP SPONSORED ADR REPRESENTING H SHARES SNP	50	81 01	4,050 50	75 3722	3,768 61 —	281 89	211	5 23%
11/21/11		32 5		2,632 83	78 5428	2,552 64 —	80 19	137	
11/22/11		65		5,265 65	80 5135	5,233 38 —	32 27	275	
11/23/11		65		5,265 65	79 1618	5,145 52 —	120 13	275	
11/25/11		13		1,053 13	80 0000	1,040 00 —	13 13	55	
02/16/12		65		5,265 65	91 0875	5,920 69 —	-655 04	275	
02/21/12		97 5		7,898 47	89 7237	8,748 06 —	-849 59	413	
Total		**388**		**31,431.88**	**83.5281**	**32,408.90** —	**-977.02**	**1,641**	

EQUITIES AND OPTIONS continue on page 11

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

AXA ADVISORS

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
04/10/13	CHINA TELECOM CORP LTD C SPONS ADR REPSTG H SHS CHA	50	58 71	2,935 50	49 4076	2,470 38 —	465 12	61	2 09%
11/21/11		25		1,467 75	60 4372	1,510 93 —	-43 18	30	
11/22/11		25		1,467 75	60 6320	1,515 80 —	-48 05	30	
11/23/11		25		1,467 75	59 6160	1,490 40 —	-22 65	30	
11/25/11		50		2,935 50	59 8780	2,993 90 —	-58 40	61	
11/28/11		95		5,577 45	59 3245	5,635 83 —	-58 38	116	
12/02/11		75		4,403 25	59 6812	4,476 09 —	-72 84	91	
12/06/11		25		1,467 75	59 6684	1,491 71 —	-23 96	30	
12/07/11		50		2,935 50	60 3202	3,016 01 —	-80 51	61	
12/08/11		90		5,283 90	60 0509	5,404 58 —	-120 68	110	

EQUITIES AND OPTIONS continue on page 12

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
04/09/13	CHINA TELECOM CORP LTD (continued)	150		8,806 50	49 8645	7,479 67 —	1,326 83	183	
Total		**660**		**38,748.60**	**56.7959**	**37,485.30** —	**1,263.30**	**803**	
08/30/12	CITIGROUP INC NEW [C] C	200	54 11	10,822 00	29 6693	5,933 86 —	4,888 14	8	0 07%
08/20/12		250		13,527 50	29 8277	7,456 92 —	6,070 58	10	
Total		**450**		**24,349.50**	**29.7573**	**13,390.78** —	**10,958.72**	**18**	
02/14/12	CONOCOPHILLIPS [C] COP	75	69 06	5,179 50	55 7549	4,181 62 —	997 88	219	4 23%
11/21/11		85		5,870 10	51 9818	4,418 45 —	1,451 65	248	
02/03/12		50		3,453 00	53 6318	2,681 59 —	771 41	146	
02/06/12		100		6,906 00	53 9594	5,395 94 —	1,510 06	292	
Total		**310**		**21,408.60**	**53.7987**	**16,677.60** —	**4,731.00**	**905**	
11/04/13	CUMMINS INC [C] CMI	60	144 17	8,650 20	130 1150	7,806 90 —	843 30	187	2 16%

EQUITIES AND OPTIONS continue on page 13

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for informationon how this figure is calculated

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
11/01/13	CUMMINS INC (continued)	30		4,325 10	128 7290	3,861 87 —	463 23	93	
Total		**90**		**12,975.30**	**129.6530**	**11,668.77** —	**1,306.53**	**280**	
11/22/11	CVS HEALTH CORP C CVS	50	96 31	4,815 50	37 8234	1,891 17 —	2,924 33	70	1 45%
11/21/11		225		21,669 75	37 8298	8,511 70 —	13,158 05	315	
Total		**275**		**26,485.25**	**37.8286**	**10,402.87** —	**16,082.38**	**385**	
12/27/12	DAIHATSU MOTOR COMPANY C LTD ADR DHTMY	100	26 21	2,621 00	40 3388	4,033 88 —	-1,412 88	147	5 62%
12/13/12		50		1,310 50	37 6522	1,882 61 —	-572 11	73	
12/14/12		75		1,965 75	37 4688	2,810 16 —	-844 41	110	
12/20/12		75		1,965 75	39 4363	2,957 72 —	-991 97	110	
12/21/12		125		3,276 25	39 9954	4,999 42 —	-1,723 17	183	

EQUITIES AND OPTIONS continue on page 14

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
12/26/12	DAIHATSU MOTOR COMPANY (continued)	25		655 25	40 2788	1,006 97 —	-351 72	36	
Total		**450**		**11,794.50**	**39.3128**	**17,690.76** —	**-5,896.26**	**659**	
02/11/14	DBS GROUP HLDGS LTD C SPONS ADR DBSDY	75	62 23	4,667 25	51 7864	3,883 98 —	783 27	203	4 36%
01/07/14		25		1,555 75	53 7712	1,344 28 —	211 47	67	
01/08/14		75		4,667 25	54 4492	4,083 69 —	583 56	203	
01/09/14		50		3,111 50	54 7690	2,738 45 —	373 05	135	
01/10/14		25		1,555 75	54 8476	1,371 19 —	184 56	67	
01/13/14		25		1,555 75	54 5452	1,363 63 —	192 12	67	
01/14/14		100		6,223 00	54 2276	5,422 76 —	800 24	271	

EQUITIES AND OPTIONS continue on page 15

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated.

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
02/10/14	DBS GROUP HLDGS LTD (continued)	75		4,667 25	51 5440	3,865 80 —	801 45	203	
Total		**450**		**28,003.50**	**53.4973**	**24,073.78** —	**3,929.72**	**1,216**	
01/04/13	DOLLAR GENERAL CORP NEW C DG	150	70 70	10,605 00	43 9279	6,589 19 —	4,015 81	—	—
12/11/12		250		17,675 00	43 5441	10,886 03 —	6,788 97	—	
12/12/12		200		14,140 00	43 1181	8,623 62 —	5,516 38	—	
Total		**600**		**42,420.00**	**43.4981**	**26,098.84** —	**16,321.16**	**—**	
04/08/13	E N I SPA SPONSORED ADR C E	150	34 91	5,236 50	46 0749	6,911 24 —	-1,674 74	436	8 33%
11/21/11		250		8,727 50	41 7248	10,431 20 —	-1,703 70	726	
11/22/11		25		872 75	40 6804	1,017 01 —	-144 26	72	
Total		**425**		**14,836.75**	**43.1987**	**18,359.45** —	**-3,522.70**	**1,234**	
02/25/75	EXXON MOBIL CORP C XOM	5	92 45	462 25	1 9480	9 74 —	452 51	13	2 99%

EQUITIES AND OPTIONS continue on page 16

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
11/25/69	EXXON MOBIL CORP (continued)	3,184		294,360 80	2 7178	8,653 43 —	285,707 37	8,787	
11/25/69		556		51,402 20	2 7177	1,511 04 —	49,891 16	1,534	
11/25/69		3,409		315,162 05	1 9401	6,613 77 —	308,548 28	9,408	
12/04/69		3,409		315,162 05	1 9440	6,627 11 —	308,534 94	9,408	
12/05/69		357		33,004 65	1 9250	687 22 —	32,317 43	985	
12/05/69		3,383		312,758 35	2 7178	9,194 28 —	303,564 07	9,337	
01/22/70		555		51,309 75	2 7256	1,512 71 —	49,797 04	1,531	
02/02/70		1,943		179,630 35	2 5615	4,976 96 —	174,653 39	5,362	
03/09/70		273		25,238 85	1 4063	383 91 —	24,854 94	753	
04/01/70		3,409		315,162 05	1 8111	6,173 87 —	308,988 18	9,408	

EQUITIES AND OPTIONS continue on page 17

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
06/09/72	EXXON MOBIL CORP (continued)	1,704		157,534 80	2 2472	3,829 24 —	153,705 56	4,703	
Total		**22,187**		**2,051,188.15**	**2.2614**	**50,173.28** * —	**2,001,014.87**	**61,229**	
01/08/14	HITACHI LTD ADR 10 COM C HTHIY	125	74 56	9,320 00	80 4700	10,058 75 —	-738 75	130	1 40%
01/07/14		175		13,048 00	79 1209	13,846 16 —	-798 16	182	
Total		**300**		**22,368.00**	**79.6830**	**23,904.91** —	**-1,536.91**	**312**	
03/21/13	ILLINOIS TOOL WORKS INC C ITW	50	94 70	4,735 00	62 9868	3,149 34 —	1,585 66	97	2 05%
03/19/13		75		7,102 50	62 1737	4,663 03 —	2,439 47	145	
03/20/13		75		7,102 50	63 1053	4,732 90 —	2,369 60	145	
Total		**200**		**18,940.00**	**62.7264**	**12,545.27** —	**6,394.73**	**387**	
02/08/12	IMPERIAL TOBACCO GRP C PLC SPONS ADR ITYBY	75	87 50	6,562 50	76 3895	5,729 21 —	833 29	311	4 74%
11/21/11		100		8,750 00	70 5030	7,050 30 —	1,699 70	414	

EQUITIES AND OPTIONS continue on page 18

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

*Book Cost: $1,278,104.97

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Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
11/22/11	IMPERIAL TOBACCO GRP (continued)	50		4,375 00	70 6564	3,532 82 —	842 18	207	
11/23/11		60		5,250 00	70 1932	4,211 59 —	1,038 41	248	
02/06/12		50		4,375 00	76 0366	3,801 83 —	573 17	207	
02/07/12		100		8,750 00	76 8677	7,686 77 —	1,063 23	414	
Total		**435**		**38,062.50**	**73.5920**	**32,012.52** —	**6,049.98**	**1,801**	
02/08/12	INTL BUSINESS MACHINES C CORP IBM	5	160 44	802 20	192 6700	963 35 —	-161 15	22	2 74%
11/21/11		65		10,428 60	180 9017	11,758 61 —	-1,330 01	286	
02/07/12		25		4,011 00	193 3152	4,832 88 —	-821 88	110	
Total		**95**		**15,241.80**	**184.7878**	**17,554.84** —	**-2,313.04**	**418**	
11/07/13	ITOCHU CORP ADR C ITOCY	50	21 40	1,070 00	24 8416	1,242 08 —	-172 08	43	4 09%

EQUITIES AND OPTIONS continue on page 19

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for informationon how this figure is calculated

AXA ADVISORS

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
11/21/11	ITOCHU CORP ADR (continued)	125		2,675 00	19 4711	2,433 89 —	241 11	109	
11/22/11		150		3,210 00	19 5154	2,927 31 —	282 69	131	
11/25/11		200		4,280 00	19 1070	3,821 40 —	458 60	175	
02/06/12		250		5,350 00	23 1618	5,790 45 —	-440 45	218	
02/07/12		100		2,140 00	23 0669	2,306 69 —	-166 69	87	
02/08/12		50		1,070 00	23 0486	1,152 43 —	-82 43	43	
10/19/12		250		5,350 00	20 5635	5,140 87 —	209 13	218	
10/22/12		50		1,070 00	20 1870	1,009 35 —	60 65	43	
11/05/13		150		3,210 00	23 9289	3,589 33 —	-379 33	131	

EQUITIES AND OPTIONS continue on page 20

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
11/06/13	ITOCHU CORP ADR (continued)	150		3,210 00	24 7248	3,708 72	-498 72	131	
Total		**1,525**		**32,635.00**	**21.7197**	**33,122.52**	**-487.52**	**1,329**	
06/18/13	J SAINSBURY PLC C SPONSORED ADR NEW JSAIY	350	15 10	5,285 00	23 4932	8,222 62	-2,937 62	405	7 67%
05/22/13		150		2,265 00	23 0751	3,461 26	-1,196 26	173	
05/23/13		150		2,265 00	23 1640	3,474 60	-1,209 60	173	
05/24/13		150		2,265 00	23 0435	3,456 53	-1,191 53	173	
05/28/13		100		1,510 00	23 2283	2,322 83	-812 83	115	
05/29/13		100		1,510 00	23 0595	2,305 95	-795 95	115	
05/31/13		100		1,510 00	22 8626	2,286 26	-776 26	115	
06/04/13		100		1,510 00	22 9165	2,291 65	-781 65	115	

EQUITIES AND OPTIONS continue on page 21

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
06/06/13	J SAINSBURY PLC (continued)	150		2,265 00	22 7421	3,411 31 —	-1,146 31	173	
06/12/13		100		1,510 00	23 0376	2,303 76 —	-793 76	115	
Total		**1,450**		**21,895.00**	**23.1288**	**33,536.77 —**	**-11,641.77**	**1,672**	
01/24/13	KDDI CORP C ADR KDDIY	1,000	15 80	15,800 00	8 6659	8,665 90 —	7,134 10	334	2 12%
01/23/13		750		11,850 00	8 6697	6,502 31 —	5,347 69	251	
Total		**1,750**		**27,650.00**	**8.6675**	**15,168.21 —**	**12,481.79**	**585**	
01/07/14	KEYCORP NEW C KEY	500	13 90	6,950 00	13 5982	6,799 10 —	150 90	130	1 87%
10/22/13		400		5,560 00	12 6850	5,074 00 —	486 00	104	
10/23/13		350		4,865 00	12 6668	4,433 38 —	431 62	91	
10/24/13		150		2,085 00	12 6618	1,899 27 —	185 73	39	

EQUITIES AND OPTIONS continue on page 22

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
01/06/14	KEYCORP NEW (continued)	750		10,425 00	13 5489	10,161 68 —	263 32	195	
Total		**2,150**		**29,885.00**	**13.1942**	**28,367.43 —**	**1,517.57**	**559**	
02/07/14	L BRANDS INC C LB	150	86 55	12,982 50	54 2425	8,136 38 —	4,846 12	204	1 57%
08/01/13		75		6,491 25	57 2053	4,290 40 —	2,200 85	102	
08/02/13		100		8,655 00	58 3631	5,836 31 —	2,818 69	136	
08/05/13		50		4,327 50	57 8118	2,890 59 —	1,436 91	68	
08/06/13		125		10,818 75	56 7379	7,092 24 —	3,726 51	170	
08/07/13		50		4,327 50	56 7958	2,839 79 —	1,487 71	68	
Total		**550**		**47,602.50**	**56.5195**	**31,085.71 —**	**16,516.79**	**748**	
09/25/13	LORILLARD INC C LO	100	62 94	6,294 00	44 6018	4,460 18 —	1,833 82	246	3 91%
09/23/13		25		1,573 50	44 8620	1,121 55 —	451 95	61	

EQUITIES AND OPTIONS continue on page 23

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
09/24/13	LORILLARD INC (continued)	225		14,161 50	44 8279	10,086 28 —	4,075 22	553	
Total		**350**		**22,029.00**	**44.7657**	**15,668.01 —**	**6,360.99**	**860**	
02/15/12	MACYS INC C M	200	65 75	13,150 00	35 1515	7,030 30 —	6,119 70	250	1 90%
11/21/11		150		9,862 50	30 3176	4,547 64 —	5,314 86	187	
02/06/12		75		4,931 25	35 8525	2,688 94 —	2,242 31	93	
02/07/12		25		1,643 75	35 8576	896 44 —	747 31	31	
Total		**450**		**29,587.50**	**33.6963**	**15,163.32 —**	**14,424.18**	**561**	
02/03/12	MARATHON OIL CORP C MRO	50	28 29	1,414 50	32 3224	1,616 12 —	-201 62	42	2 97%
11/22/11		400		11,316 00	26 2669	10,506 76 —	809 24	336	
Total		**450**		**12,730.50**	**26.9397**	**12,122.88 —**	**607.62**	**378**	
11/04/13	MORGAN STANLEY C MS	400	38 80	15,520 00	29 2761	11,710 44 —	3,809 56	160	1 03%

EQUITIES AND OPTIONS continue on page 24

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for informationon how this figure is calculated

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
01/23/12	MUNICH RE GROUP ADR C MURGY	500	19 84	9,920 00	12 9131	6,456 55 —	3,463 45	501	5 05%
11/21/11		950		18,848 00	11 7750	11,186 25 —	7,661 75	951	
11/23/11		150		2,976 00	11 5410	1,731 15 —	1,244 85	150	
Total		**1,600**		**31,744.00**	**12.1087**	**19,373.95** —	**12,370.05**	**1,602**	
11/19/13	MYLAN INC C MYL	50	56 37	2,818 50	41 9434	2,097 17 —	721 33	—	—
11/08/13		150		8,455 50	40 1948	6,029 22 —	2,426 28	—	
11/11/13		150		8,455 50	40 7773	6,116 59 —	2,338 91	—	
11/12/13		150		8,455 50	41 3022	6,195 33 —	2,260 17	—	
11/13/13		150		8,455 50	41 2223	6,183 34 —	2,272 16	—	
11/14/13		150		8,455 50	41 9102	6,286 53 —	2,168 97	—	

EQUITIES AND OPTIONS continue on page 25

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
11/15/13	MYLAN INC (continued)	100		5,637 00	42 3019	4,230 19 —	1,406 81	—	
11/18/13		100		5,637 00	41 8658	4,186 58 —	1,450 42	—	
Total		**1,000**		**56,370.00**	**41.3250**	**41,324.95** —	**15,045.05**	—	
02/15/13	NIELSEN N V [C] NLSN	150	44 73	6,709 50	32 5646	4,884 69 —	1,824 81	150	2 24%
01/30/13		100		4,473 00	32 6368	3,263 68 —	1,209 32	100	
02/01/13		75		3,354 75	32 6300	2,447 25 —	907 50	75	
02/04/13		50		2,236 50	32 1394	1,606 97 —	629 53	50	
Total		**375**		**16,773.75**	**32.5402**	**12,202.59** —	**4,571.16**	**375**	
06/03/13	NIKON CORP ADR [C] NINOY	150	13 27	1,990 50	26 0621	3,909 31 —	-1,918 81	59	3 00%
12/12/12		150		1,990 50	27 4024	4,110 36 —	-2,119 86	59	
12/13/12		200		2,654 00	28 3886	5,677 72 —	-3,023 72	79	

EQUITIES AND OPTIONS continue on page 26

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
12/14/12	NIKON CORP ADR (continued)	150		1,990 50	28 4980	4,274 70 —	-2,284 20	59	
05/10/13		150		1,990 50	24 9855	3,747 83 —	-1,757 33	59	
05/30/13		200		2,654 00	26 7029	5,340 58 —	-2,686 58	79	
Total		**1,000**		**13,270.00**	**27.0605**	**27,060.50** —	**-13,790.50**	**394**	
06/12/13	PFIZER INC C PFE	100	31 15	3,115 00	28 6279	2,862 79 —	252 21	112	3 60%
04/23/13		200		6,230 00	31 1107	6,222 14 —	7 86	224	
04/24/13		500		15,575 00	30 7497	15,374 85 —	200 15	560	
05/09/13		100		3,115 00	28 6110	2,861 10 —	253 90	112	
06/11/13		400		12,460 00	28 5685	11,427 40 —	1,032 60	448	
Total		**1,300**		**40,495.00**	**29.8064**	**38,748.28** —	**1,746.72**	**1,456**	
03/01/13	QUALCOMM INC C QCOM	100	74 33	7,433 00	66 3825	6,638 25 —	794 75	168	2 26%

EQUITIES AND OPTIONS continue on page 27

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
11/27/12	QUALCOMM INC (continued)	425		31,590 25	62 4031	26,521 32 —	5,068 93	714	
Total		**525**		**39,023.25**	**63.1611**	**33,159.57** —	**5,863.68**	**882**	
09/27/13	RSA INSURANCE GROUP PLC C SPONSORED ADR RSNAY	250	6 70	1,675 00	10 0305	2,507 63 —	-832 63	41	2 49%
02/13/13		150		1,005 00	10 4186	1,562 79 —	-557 79	25	
02/15/13		150		1,005 00	10 3300	1,549 50 —	-544 50	25	
02/19/13		500		3,350 00	10 4651	5,232 55 —	-1,882 55	83	
02/20/13		550		3,685 00	9 1061	5,008 35 —	-1,323 35	91	
03/21/13		250		1,675 00	8 8927	2,223 17 —	-548 17	41	
03/22/13		250		1,675 00	8 9648	2,241 20 —	-566 20	41	
03/25/13		250		1,675 00	8 9370	2,234 25 —	-559 25	41	

EQUITIES AND OPTIONS continue on page 28

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
03/26/13	RSA INSURANCE GROUP PLC (continued)	250		1,675 00	8 8478	2,211 95	-536 95	41	
06/13/13		250		1,675 00	9 0821	2,270 52	-595 52	41	
06/14/13		250		1,675 00	9 1324	2,283 10	-608 10	41	
06/17/13		250		1,675 00	9 2701	2,317 53	-642 53	41	
06/18/13		250		1,675 00	9 4458	2,361 45	-686 45	41	
09/25/13		250		1,675 00	9 9491	2,487 27	-812 27	41	
Total		**3,850**		**25,795.00**	**9.4782**	**36,491.26**	**-10,696.26**	**634**	
02/08/12	SANOFI SPON ADR C SNY	100	45 61	4,561 00	37 1391	3,713 91	847 09	190	4 19%
11/21/11		375		17,103 75	32 9511	12,356 66	4,747 09	716	
11/22/11		25		1,140 25	32 7520	818 80	321 45	47	

EQUITIES AND OPTIONS continue on page 29

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
02/06/12	SANOFI SPON ADR (continued)	150		6,841 50	36 6864	5,502 96 —	1,338 54	286	
Total		**650**		**29,646.50**	**34.4497**	**22,392.33** **—**	**7,254.17**	**1,239**	
11/15/13	SKANDINAVISKA ENSKILDA C BANKEN SPONSORED ADR REPSTG SHS SER A SKVKY	100	12 84	1,284 00	11 8496	1,184 96 1,184 96	99 04	46	3 65%
11/12/13		350		4,494 00	11 7781	4,122 34 4,122 34	371 66	164	
11/13/13		300		3,852 00	11 5853	3,475 59 3,475 59	376 41	140	
11/14/13		200		2,568 00	11 7457	2,349 14 2,349 14	218 86	93	
Total		**950**		**12,198.00**	**11.7179**	**11,132.03** **11,132.03**	**1,065.97**	**443**	
10/02/13	SUMITOMO METAL MINING C COMPANY LTD ADR SMMYY	400	14 92	5,968 00	14 0439	5,617 56 —	350 44	158	2 65%
08/15/13		250		3,730 00	14 6482	3,662 05 —	67 95	98	
08/16/13		500		7,460 00	14 2522	7,126 10 —	333 90	197	

EQUITIES AND OPTIONS continue on page 30

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
08/19/13	SUMITOMO METAL MINING (continued)	250		3,730 00	14 1946	3,548 65 —	181 35	98	
08/20/13		50		746 00	14 0136	700 68 —	45 32	19	
09/18/13		150		2,238 00	13 6126	2,041 89 —	196 11	59	
09/19/13		300		4,476 00	14 6908	4,407 24 —	68 76	118	
Total		**1,900**		**28,348.00**	**14.2654**	**27,104.17** —	**1,243.83**	**747**	
10/28/13	SVENSKA CELLULOSA C AKTIEBOLAGET SCA SPONSORED ADR SVCBY	50	21 49	1,074 50	28 7818	1,439 09 —	-364 59	36	3 38%
10/16/13		150		3,223 50	24 3888	3,658 32 —	-434 82	108	
10/17/13		150		3,223 50	25 1722	3,775 83 —	-552 33	108	
10/18/13		150		3,223 50	26 7627	4,014 41 —	-790 91	108	
10/21/13		150		3,223 50	27 6377	4,145 65 —	-922 15	108	

EQUITIES AND OPTIONS continue on page 31

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest.

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
10/24/13	SVENSKA CELLULOSA (continued)	100		2,149 00	28 3072	2,830 72 —	-681 72	72	
10/25/13		200		4,298 00	28 7106	5,742 12 —	-1,444 12	145	
Total		**950**		**20,415.50**	**26.9538**	**25,606.14** —	**-5,190.64**	**685**	
09/19/13	SWATCH GROUP AG C SWGAY	50	22 125	1,106 25	32 7762	1,638 81 —	-532 56	20	1 89%
09/17/13		200		4,425 00	31 2292	6,245 84 —	-1,820 84	83	
09/18/13		250		5,531 25	31 6380	7,909 50 —	-2,378 25	104	
Total		**500**		**11,062.50**	**31.5883**	**15,794.15** —	**-4,731.65**	**207**	
03/19/13	TARGET CORP C TGT	100	75 91	7,591 00	66 3514	6,635 14 —	955 86	208	2 74%
01/24/12		50		3,795 50	50 5752	2,528 76 —	1,266 74	104	
01/25/12		75		5,693 25	50 9224	3,819 18 —	1,874 07	156	
01/27/12		100		7,591 00	50 1782	5,017 82 —	2,573 18	208	

EQUITIES AND OPTIONS continue on page 32

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
01/30/12	TARGET CORP (continued)	100		7,591 00	50 3117	5,031 17 —	2,559 83	208	
Total		**425**		**32,261.75**	**54.1931**	**23,032.07** —	**9,229.68**	**884**	
10/25/13	TELE2 AB ADR [C] TLTZY	250	6 01	1,502 50	6 1687	1,542 17 —	-39 67	83	5 54%
11/21/11		500		3,005 00	9 4216	4,710 80 —	-1,705 80	166	
11/22/11		250		1,502 50	9 5941	2,398 53 —	-896 03	83	
11/23/11		200		1,202 00	9 4946	1,898 92 —	-696 92	66	
02/15/12		250		1,502 50	9 5192	2,379 80 —	-877 30	83	
02/16/12		250		1,502 50	9 4227	2,355 67 —	-853 17	83	
07/03/13		750		4,507 50	5 8143	4,360 72 —	146 78	249	
07/05/13		500		3,005 00	5 9045	2,952 25 —	52 75	166	

EQUITIES AND OPTIONS continue on page 33

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated.

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
07/08/13	TELE2 AB ADR (continued)	250		1,502 50	5 9044	1,476 10 —	26 40	83	
07/12/13		250		1,502 50	6 1436	1,535 90 —	-33 40	83	
10/16/13		250		1,502 50	6 3178	1,579 45 —	-76 95	83	
10/17/13		500		3,005 00	6 5289	3,264 45 —	-259 45	166	
10/18/13		250		1,502 50	6 5641	1,641 03 —	-138 53	83	
10/24/13		500		3,005 00	6 0326	3,016 30 —	-11 30	166	
Total		**4,950**		**29,749.50**	**7.0934**	**35,112.09** —	**-5,362.59**	**1,643**	
08/31/12	THERMO FISHER C SCIENTIFIC INC TMO	25	125 29	3,132 25	57 3384	1,433 46 —	1,698 79	15	0 48%
08/29/12		75		9,396 75	57 2040	4,290 30 —	5,106 45	45	

EQUITIES AND OPTIONS continue on page 34

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
08/30/12	THERMO FISHER (continued)	100		12,529 00	56 8176	5,681 76 —	6,847 24	60	
Total		**200**		**25,058.00**	**57.0276**	**11,405.52** —	**13,652.48**	**120**	
03/28/13	TIM PARTICIPACOES S A C SPONSORED ADR TSU	150	22 21	3,331 50	21 8231	3,273 46 —	58 04	163	4 92%
01/26/12		100		2,221 00	27 8827	2,788 27 —	-567 27	109	
01/27/12		50		1,110 50	27 8078	1,390 39 —	-279 89	54	
02/03/12		50		1,110 50	27 9748	1,398 74 —	-288 24	54	
02/06/12		100		2,221 00	27 6628	2,766 28 —	-545 28	109	
03/21/13		150		3,331 50	20 7817	3,117 26 —	214 24	163	
03/25/13		100		2,221 00	21 1280	2,112 80 —	108 20	109	
Total		**700**		**15,547.00**	**24.0674**	**16,847.20** —	**-1,300.20**	**761**	

EQUITIES AND OPTIONS continue on page 35

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated.

Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
05/14/13	TOKYO GAS COMPANY LTD C ADR TKGSY	100	21 68	2,168 00	23 9093	2,390 93 —	-222 93	36	1 69%
11/22/11		74 5		1,615 16	17 2173	1,282 69 —	332 47	27	
11/25/11		250		5,420 00	17 0288	4,257 21 —	1,162 79	91	
11/28/11		125		2,710 00	16 8796	2,109 95 —	600 05	45	
11/29/11		187 5		4,065 00	16 7492	3,140 47 —	924 53	68	
05/10/13		100		2,168 00	23 3622	2,336 22 —	-168 22	36	
05/13/13		100		2,168 00	23 6362	2,363 62 —	-195 62	36	
Total		**937**	.	**20,314.16**	**19.0833**	**17,881.09** —	**2,433.07**	**339**	
02/06/12	TOTAL S A C SPONSORED ADR TOT	100	51 20	5,120 00	53 7045	5,370 45 —	-250 45	267	5 22%
11/21/11		275		14,080 00	48 9320	13,456 30 —	623 70	735	

EQUITIES AND OPTIONS continue on page 36

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest.
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
11/22/11	TOTAL S A (continued)	25		1,280 00	48 6192	1,215 48 —	64 52	66	
Total		**400**		**20,480.00**	**50.1056**	**20,042.23** —	**437.77**	**1,068**	
09/24/13	UNION PACIFIC CORP C UNP	200	119 13	23,826 00	79 5866	15,917 31 —	7,908 69	400	1 68%
08/26/13		60		7,147 80	78 6822	4,720 93 —	2,426 87	120	
08/27/13		130		15,486 90	77 3977	10,061 70 —	5,425 20	260	
Total		**390**		**46,460.70**	**78.7178**	**30,699.94** —	**15,760.76**	**780**	
01/07/14	VALERO ENERGY CORP C VLO	100	49 50	4,950 00	50 5114	5,051 14 —	-101 14	110	2 22%
01/06/14		150		7,425 00	49 9678	7,495 17 —	-70 17	165	
Total		**250**		**12,375.00**	**50.1852**	**12,546.31** —	**-171.31**	**275**	
04/05/13	VIACOM INC CL B NEW C VIAB	125	75 25	9,406 25	62 7298	7,841 22 —	1,565 03	165	1 75%
03/04/13	VOLKSWAGEN A G SPONSORED C ADR REPRESENTING PREF SH VLKPY	50	44 02	2,201 00	42 4470	2,122 35 —	78 65	55	2 53%

EQUITIES AND OPTIONS continue on page 37

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
07/06/12	VOLKSWAGEN A G SPONSORED (continued)	250		11,005 00	32 7575	8,189 38 —	2,815 62	278	
07/09/12		50		2,201 00	32 1698	1,608 49 —	592 51	55	
03/01/13		150		6,603 00	42 6607	6,399 11 —	203 89	166	
Total		**500**		**22,010.00**	**36.6387**	**18,319.33** —	**3,690.67**	**554**	
10/22/12	WALGREENS BOOTS ALLIANCE C INC WBA	200	76 20	15,240 00	36 0576	7,211 52 —	8,028 48	270	1 77%
12/11/12		100		7,620 00	36 7240	3,672 40 —	3,947 60	135	
Total		**300**		**22,860.00**	**36.2797**	**10,883.92** —	**11,976.08**	**405**	
01/07/14	WEIR GROUP PLC ADR C WEIGY	250	14 25	3,562 50	17 2658	4,316 45 —	-753 95	98	2 78%
07/30/13		300		4,275 00	16 4777	4,943 31 —	-668 31	118	
07/31/13		100		1,425 00	16 4164	1,641 64 —	-216 64	39	

EQUITIES AND OPTIONS continue on page 38

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
08/01/13	WEIR GROUP PLC ADR (continued)	100		1,425 00	16 5420	1,654 20 —	-229 20	39	
08/02/13		150		2,137 50	17 1891	2,578 36 —	-440 86	59	
08/05/13		100		1,425 00	17 0826	1,708 26 —	-283 26	39	
08/06/13		100		1,425 00	17 0661	1,706 61 —	-281 61	39	
08/07/13		50		712 50	17 0482	852 41 —	-139 91	19	
09/16/13		50		712 50	18 7676	938 38 —	-225 88	19	
09/18/13		250		3,562 50	18 8080	4,702 00 —	-1,139 50	98	
09/20/13		200		2,850 00	19 2676	3,853 52 —	-1,003 52	79	
09/23/13		150		2,137 50	19 2428	2,886 42 —	-748 92	59	
09/24/13		50		712 50	19 0946	954 73 —	-242 23	19	

EQUITIES AND OPTIONS continue on page 39

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
01/06/14	WEIR GROUP PLC ADR (continued)	250		3,562 50	17 3123	4,328 08	-765 58	98	
Total		**2,100**		**29,925.00**	**17.6497**	**37,064.37**	**-7,139.37**	**822**	
01/13/14	WHARF HLDGS LTD ADR C WARFY	50	14 36	718 00	15 2832	764 16	-46 16	22	3 14%
11/21/11		200		2,872 00	9 5240	1,904 80	967 20	90	
11/23/11		150		2,154 00	9 5899	1,438 49	715 51	67	
11/25/11		250		3,590 00	9 4752	2,368 80	1,221 20	112	
12/07/11		50		718 00	9 7462	487 31	230 69	22	
01/06/14		150		2,154 00	14 6808	2,202 12	-48 12	67	
01/07/14		100		1,436 00	14 8160	1,481 60	-45 60	45	
01/08/14		100		1,436 00	15 0387	1,503 87	-67 87	45	

EQUITIES AND OPTIONS continue on page 40

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
01/09/14	WHARF HLDGS LTD ADR (continued)	150		2,154 00	15 1518	2,272 77 —	-118 77	67	
01/10/14		150		2,154 00	15 4211	2,313 16 —	-159 16	67	
Total		**1,350**		**19,386.00**	**12.3978**	**16,737.08** —	**2,648.92**	**604**	
02/26/14	WILMAR INTERNATIONAL LTD C ADR WLMIY	25	24 41	610 25	27 4400	686 00 —	-75 75	14	2 45%
02/10/14		50		1,220 50	25 5042	1,275 21 —	-54 71	29	
02/12/14		50		1,220 50	25 5298	1,276 49 —	-55 99	29	
02/13/14		100		2,441 00	25 4826	2,548 26 —	-107 26	59	
02/14/14		100		2,441 00	25 3519	2,535 19 —	-94 19	59	
02/18/14		100		2,441 00	25 6706	2,567 06 —	-126 06	59	
02/20/14		75		1,830 75	26 4791	1,985 93 —	-155 18	44	

EQUITIES AND OPTIONS continue on page 41

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

Account Holdings as of December 31, 2014

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
02/25/14	WILMAR INTERNATIONAL LTD (continued)	100		2,441 00	27 4301	2,743 01 —	-302 01	59	
Total		**600**		**14,646.00**	**26.0286**	**15,617.15** —	**-971.15**	**352**	
05/29/12	ZIMMER HOLDINGS INC C ZMH	150	113 42	17,013 00	62 2104	9,331 56 —	7,681 44	132	0 78%
05/02/12		100		11,342 00	63 7173	6,371 73 —	4,970 27	88	
05/03/12		25		2,835 50	64 2192	1,605 48 —	1,230 02	22	
05/24/12		50		5,671 00	61 4800	3,074 00 —	2,597 00	44	
Total		**325**		**36,861.50**	**62.7162**	**20,382.77** —	**16,478.73**	**286**	
TOTAL EQUITIES AND OPTIONS				**$3,698,639.69**		**$1,392,963.35*** **$11,132.03**	**$2,305,676.34**	**$104,684**	

C Dividends and/or capital gains distributed by this security will be distributed as cash.

MUTUAL FUNDS, ETFs AND CLOSED-END FUNDS

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
07/14/14* Purchases	ALLIANZGI R GLOBAL WATER CL D AWTDX	1,897 277	$12 63	$23,962 60	$13 21	$25,060 45 25,000 00	-$1,097 85	$58	0 25%

MUTUAL FUNDS, ETFs AND CLOSED-END FUNDS continue on page 42

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest.
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

*Book Cost: $2,620,895.04

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MUTUAL FUNDS, ETFs AND CLOSED-END FUNDS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
07/24/14* Purchases	ALLIANZGI [R] GLOBAL WATER CL P AWTPX	1,890 555	12 71	24,028 95	13 32	25,174 40 25,000 00	-1,145 45	173	0 72%
07/14/14* Purchases	FRANKLIN [R] UTILITIES ADVISOR CL FRUAX	4,577 736	17 87	81,804 14	17 04	77,993 30 75,000 00	3,810 84	2,217	2 71%
11/05/14* Purchases	GREEN BALANCED [R] GCBLX	6,351 032	23 89	151,726 15	24 75	157,211 07 150,000 00	-5,484 92	575	0 38%
11/05/14* Purchases	GREEN EQUITY [R] GCEQX	4,752 11	32 07	152,400 16	32 00	152,051 81 150,000 00	348 35	816	0 54%
07/24/14* Purchases	HENNESSY [R] GAS UTILITY INDEX INVESTOR CL GASFX	834 795	30 51	25,469 59	31 01	25,886 45 25,000 00	-416 86	495	1 95%
TOTAL MUTUAL FUNDS, ETFs AND CLOSED-END FUNDS				**$459,391.59**		**$463,377.48** **$450,000.00**	**-$3,985.89**	**$4,334**	

* Date of Earliest Acquisition

R Dividends and/or capital gains distributed by this security will be reinvested.

CORPORATE BONDS

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain or Loss	Estimated Annual Income	Accrued Int./ Est. 30-Day Yld.
07/24/13	AMERICAN EXPR CR CORP MEDIUM TERM NOTE CPN 1 300% DUE 07/29/16 DTD 07/29/13 FC 01/29/14 MOODYS RATING A2 S&P RATING A- 0258M0DG1	40,000	$100 4612	$40,184 48	$99 9770	$39,990 80	$193 68	$520	$219 56 1 29%

CORPORATE BONDS continue on page 43

3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest.

a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated

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Account Holdings as of December 31, 2014

CORPORATE BONDS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain or Loss	Estimated Annual Income	Accrued Int./ Est. 30-Day Yld.
01/14/13	ANHUESER BUSCH INBEV FIN INC NOTE CPN 0 800% DUE 01/15/16 DTD 01/17/13 FC 07/15/13 MOODYS RATING A2 S&P RATING A 035242AD8	75,000	100 1709	75,128 17	99 9940	74,995 50	132 67	600	276 67 0 80%
11/04/13	APPLE INC NOTE VAR CPN 0 000% DUE 05/03/18 DTD 05/03/13 FC 08/03/13 MOODYS RATING· AA1 S&P RATING AA+ 037833AG5	40,000	100 0983	40,039 32	99 7770	39,910 80	128 52	—	—
07/16/12	BB&T CORP MEDIUM TERM SR NOTE CPN 2 150% DUE 03/22/17 DTD 03/22/12 FC 09/22/12 CALL 02/22/17 @ 100 000 MOODYS RATING A2 S&P RATING A- 05531FAK9	40,000	101 5529	40,621 16	102 9090	41,163 60	-542 44	860	236 50 2 12%
09/05/12	BERKSHIRE HATHAWAY FIN CORP GTD SR NOTE CPN 1 600% DUE 05/15/17 DTD 05/15/12 FC 11/15/12 MOODYS RATING AA2 S&P RATING AA 084664BS9	40,000	100 8487	40,339 48	101 8390	40,735 60	-396 12	640	81 78 1 59%

CORPORATE BONDS continue on page 44

Account Holdings as of December 31, 2014

CORPORATE BONDS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain or Loss	Estimated Annual Income	Accrued Int./ Est. 30-Day Yld.
09/01/11	CELGENE CORP SR NOTE CPN 2 450% DUE 10/15/15 DTD 10/07/10 FC 04/15/11 MOODYS RATING BAA2 S&P RATING BBB+ 151020AD6	50,000	101 0388	50,519 40	101 5660	50,783 00	-263 60	1,225	258 61 2 42%
10/02/13	COCA COLA CO NOTE CPN 1 800% DUE 09/01/16 DTD 08/10/11 FC 03/01/12 MOODYS RATING AA3 S&P RATING· AA 191216AU4	40,000	101 6674	40,666 96	102 8020	41,120 80	-453 84	720	240 00 1 77%
03/23/10	DEUTSCHE BANK AG GLBL MEDIUM TERM NOTE CPN 3 450% DUE 03/30/15 DTD 03/30/10 FC 09/30/10 MOODYS RATING· A3 S&P RATING A 2515A0U76	50,000	100 6871	50,343 55	99 8270	49,913 50	430 05	1,725	436 04 3 43%
03/08/13	JPMORGAN CHASE & CO MEDIUM TERM SR NOTE VAR CPN 0 000% DUE 09/22/15 DTD 09/22/10 FC 12/22/10 MOODYS RATING A3 S&P RATING A 46623EJB6	74,000	100 5901	74,436 67	101 8170	75,344 58	-907 91	—	—

CORPORATE BONDS continue on page 45

CORPORATE BONDS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain or Loss	Estimated Annual Income	Accrued Int./ Est. 30-Day Yld.
02/28/12	KREDITANSTALT FUR WIEDERAUFBAU KFW SR NOTE CPN 1 250% DUE 02/15/17 DTD 02/15/12 FC 08/15/12 MOODYS RATING AAA S&P RATING· AAA 500769EY6	45,000	100 9272	45,417 24	99 6290	44,833 05	584 19	562	212 50 1 24%
03/09/10	NOVARTIS CAP CORP GTD NOTE CPN 2 900% DUE 04/24/15 DTD 03/16/10 FC 10/24/10 MOODYS RATING AA3 S&P RATING AA- 66989HAC2	50,000	100 7843	50,392 15	99 5220	49,761 00	631 15	1,450	269 86 2 88%
01/29/10	ONTARIO PROVINCE CANADA BOND CPN 2 950% DUE 02/05/15 DTD 02/05/10 FC 08/05/10 MOODYS RATING AA2 S&P RATING AA- 6832348H4	50,000	100 1935	50,096 75	99 8850	49,942 50	154 25	1,475	598 19 2 94%
02/04/10	PNC FDG CORP SUB NOTE CPN 3 625% DUE 02/08/15 DTD 02/08/10 FC 08/08/10 MOODYS RATING A3 S&P RATING A- 693476BH5	50,000	100 2922	50,146 10	100 0512	50,025 61	120 49	1,812	719 97 3 61%

CORPORATE BONDS continue on page 46

Account Holdings as of December 31, 2014

CORPORATE BONDS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain or Loss	Estimated Annual Income	Accrued Int./ Est. 30-Day Yld.
11/17/11	STATOIL ASA GTD NOTE CPN 1 800% DUE 11/23/16 DTD 11/23/11 FC 05/23/12 MOODYS RATING AA2 S&P RATING AA- 85771PAD4	50,000	101 4767	50,738 35	99 8190	49,909 50	828 85	900	96 17 1 77%
09/01/11	TEXAS INSTRUMENTS INC NOTE CPN 2 375% DUE 05/16/16 DTD 05/23/11 FC 11/15/11 MOODYS RATING A1 S&P RATING A+ 882508AR5	50,000	102 3574	51,178 70	103 5070	51,753 50	-574 80	1,187	151 74 2 32%
09/25/13	TOYOTA MTR CR CORP MEDIUM TERM NOTE CPN 0 800% DUE 05/17/16 DTD 05/17/13 FC 11/17/13 MOODYS RATING AA3 S&P RATING AA- 89236TAL9	80,000	100 1192	80,095 36	99 8860	79,908 80	186 56	640	78 22 0 80%
04/28/10	TYCO INTL FIN SA GTD NOTE CPN 3 375% DUE 10/15/15 DTD 05/05/10 FC 10/15/10 MOODYS RATING A3 S&P RATING BBB+ 902118BN7	6,000	102 1425	6,128 55	99 6760	5,980 56	147 99	202	42 75 3 30%
TOTAL CORPORATE BONDS				**$836,472.39**		**$836,072.70**	**$399.69**	**$14,518**	**$3,918.56**

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GOVERNMENT AND AGENCY BONDS

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain or Loss	Estimated Annual Income	Accrued Int./ Est. 30-Day Yld.
11/14/13	FEDL HOME LOAN BANK BOND CPN 0 625% DUE 12/28/16 DTD 11/15/13 FC 12/28/13 MOODYS RATING· AAA S&P RATING AA+ 3130A0C65	30,000	$99 8473	$29,954 10	$99 7440	$29,923 20	$30 90	$187	$1 50 0 63%
11/14/13		25,000		24,961 91	99 7140	24,928 50	33 41	156	1 37
Total		**55,000**		**54,916.01**	**—**	**54,851.70**	**64.31**	**343**	**2.87**
01/31/14	FEDL HOME LOAN MTG CORP MEDIUM TERM NOTE CPN 0 875% DUE 02/22/17 DTD 01/21/14 FC 08/22/14 MOODYS RATING AAA S&P RATING AA+ 3137EADT3	40,000	100 1746	40,069 84	100 1870	40,053 53	16 31	350	125 42 0 87%
09/16/13	FEDL NATL MTG ASSN NOTE CPN 0 500% DUE 09/28/15 DTD 08/17/12 FC 09/28/12 MOODYS RATING AAA S&P RATING AA+ 3135G0NV1	50,000	100 1852	50,092 60	100 0650	50,032 50	60 10	250	64 58 0 50%
02/24/12	FEDL NATL MTG ASSN BENCHMARK NOTE CPN 5 000% DUE 04/15/15 DTD 03/30/05 FC 04/15/05 MOODYS RATING AAA S&P RATING AA+ 31359MA45	10,000	101 3908	10,139 08	113 7980	11,379 80	-1,240 72	500	105 56 4 93%

GOVERNMENT AND AGENCY BONDS continue on page 48

Account Holdings as of December 31, 2014

GOVERNMENT AND AGENCY BONDS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain or Loss	Estimated Annual Income	Accrued Int./ Est. 30-Day Yld.
03/18/13	U S TREASURY BOND CPN 7 250% DUE 08/15/22 DTD 08/15/92 FC 02/15/93 MOODYS RATING AAA S&P RATING NOT RATED 912810EM6	130,000	137 4687	178,708 40	147 0354	191,145 97	-12,437 57	9,425	3,559 40 5 27%
03/18/13		101,000		138,844 29	147 0354	148,505 71	-9,661 42	7,322	2,766 42
Total		**231,000**		**317,552.69**	**147.0350**	**339,651.68**	**-22,098.99**	**16,747**	**6,325.82**
08/15/13	U S TREASURY NOTE CPN 0 250% DUE 12/15/15 DTD 12/15/12 FC 06/15/13 MOODYS RATING AAA 912828UC2	380,000	100 00	380,000 00	99 4766	378,010 94	1,989 06	950	44 37 0 25%
TOTAL GOVERNMENT AND AGENCY BONDS				**$852,770.22**		**$873,980.15** *	**-$21,209.93**	**$19,140**	**$6,668.62**

MUNICIPAL BONDS

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain or Loss	Estimated Annual Income	Accrued Int./ Est. 30-Day Yld.
05/04/10	DULUTH MN INDPT SCH DIST 709 COP RV A BABS DIRECT CR ENHANCEMENT B/E TXBL CPN 3 500% DUE 02/01/15 DTD 10/01/09 FC 02/01/10 MOODYS RATING AA2 S&P RATING AA+ 264474CJ4	50,000	$100 221	$50,110 50	$101 9280	$50,964 00	-$853 50	$1,750	$729 17 3 49%

MUNICIPAL BONDS continue on page 49

*Book Cost: $875,452.74

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MUNICIPAL BONDS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain or Loss	Estimated Annual Income	Accrued Int./ Est. 30-Day Yld.
01/12/11	MARYLAND ST CTF PARTN TXBL SER A REV B/E CPN 2 919% DUE 09/01/15 DTD 01/20/11 FC 09/01/11 MOODYS RATING AA1 S&P RATING· AA+ 574195PF4	60,000	101 834	61,100 40	100 0000	60,000 00	1,100 40	1,751	583 80 2 87%
TOTAL MUNICIPAL BONDS				**$111,210.90**		**$110,964.00** *	**$246.90**	**$3,501**	**$1,312.97**

*Book Cost: $110,983.00

4 Purchase Cost equals Cost Basis less any reinvested dividends, interest, Fixed Income and Alternative Investments