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EXTENDED TO AUGUST 15, 2016
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 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) PO BOX 3610	Room/suite	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) \$ 10,473,208. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	581.	581.		STATEMENT 2
	4 Dividends and interest from securities	151,572.	151,572.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-25,108.			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,180,228.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	471.	471.		STATEMENT 4	
12 Total. Add lines 1 through 11	127,516.	152,624.			
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				
	c Other professional fees STMT 5	61,729.	61,729.		0.
	17 Interest				
	18 Taxes STMT 6	11,521.	3,237.		5,019.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	2,080.	428.		1,487.
	24 Total operating and administrative expenses. Add lines 13 through 23	136,910.	65,394.		68,086.
	25 Contributions, gifts, grants paid	986,025.			986,025.
	26 Total expenses and disbursements. Add lines 24 and 25	1,122,935.	65,394.		1,054,111.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-995,419.				
b Net investment income (if negative, enter -0-)		87,230.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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SCANNED AUG 24 2016

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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				
	2	Savings and temporary cash investments		5,950,645.	5,809,608.	5,809,608.
	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			12,775.	12,775.
	10a	Investments - U.S. and state government obligations STMT 8		986,436.	436,030.	400,389.
	b	Investments - corporate stock STMT 9		2,620,895.	2,365,230.	3,058,859.
	c	Investments - corporate bonds STMT 10		836,072.	504,322.	501,317.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		463,378.	734,042.	690,260.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		10,857,426.	9,862,007.	10,473,208.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds		10,857,426.	9,862,007.	
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		10,857,426.	9,862,007.		
31	Total liabilities and net assets/fund balances		10,857,426.	9,862,007.		

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	10,857,426.
2	Enter amount from Part I, line 27a	2	-995,419.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,862,007.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,862,007.

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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 1,167,345.		1,201,668.	-34,323.
b 12,883.			12,883.
c			
d			
e			

(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			-34,323.
b			12,883.
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	-21,440.
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))
2014	1,046,948.	12,145,899.	.086198
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

2 Total of line 1, column (d)	.300234
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	.060047
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	11,088,498.
5 Multiply line 4 by line 3	665,831.
6 Enter 1% of net investment income (1% of Part I, line 27b)	872.
7 Add lines 5 and 6	666,703.
8 Enter qualifying distributions from Part XII, line 4	1,054,111.

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.

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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 ☒ and enter 1% of Part I, line 27b		1	872.
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	872.
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	872.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	13,647.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,647.	
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	12,775.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax	11	12,775.	Refunded

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. $\blacktriangleright$ \$ 0. (2) On foundation managers. $\blacktriangleright$ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. $\blacktriangleright$ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) $\blacktriangleright$ 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? <i>If "No," attach explanation</i>	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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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? Website address ► WWW.LEFTTILTFUND.ORG	13	X	
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	
16 At any time during calendar year 2015, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16		X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A	
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____	2b		
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 2015 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 2015)	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 2015?	4b		X

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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**

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** ☒

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 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	5,733,803.
b	Average of monthly cash balances	1b	5,510,780.
c	Fair market value of all other assets	1c	12,775.
d	Total (add lines 1a, b, and c)	1d	11,257,358.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,257,358.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	168,860.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,088,498.
6	Minimum investment return. Enter 5% of line 5	6	554,425.

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	554,425.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	872.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	872.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	553,553.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	553,553.
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	553,553.

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	1,054,111.
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	1,054,111.
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	872.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,053,239.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				553,553.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014	192,632.			
f Total of lines 3a through e	192,632.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 1,054,111.				
a Applied to 2014, but not more than line 2a			0.	
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 2015 distributable amount				553,553.
e Remaining amount distributed out of corpus	500,558.			
5 Excess distributions carryover applied to 2015 (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:	693,190.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	693,190.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014	192,632.			
e Excess from 2015	500,558.			

LYNN HANDLEMAN CHARITABLE FOUNDATION

Form 990-PF (2015)

DBA THE LEFT TILT FUND

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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 2015, 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)

	Prior 3 years				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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 12

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:

LYNN HANDLEMAN CHARITABLE FOUNDATION

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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	986,025.
Total			3a	986,025.
b Approved for future payment				
NONE				
Total			3b	0.

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. | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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



Signature of officer or trustee

Date _____

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr. 2)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

MICHAEL HELMS, CPA

Michael Gehrm

JUL 20 2016

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** (2015)

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY-TRADED SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,167,345.	1,205,336.	0.	0.	-37,991.
CAPITAL GAINS DIVIDENDS FROM PART IV				12,883.
TOTAL TO FORM 990-PF, PART I, LINE 6A				-25,108.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LPL FINANCIAL #6554	581.	581.	
TOTAL TO PART I, LINE 3	581.	581.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LPL FINANCIAL #6554	162,150.	12,883.	149,267.	149,267.	
MARKET DISCOUNT ORDINARY INCOME	2,305.	0.	2,305.	2,305.	
TO PART I, LINE 4	164,455.	12,883.	151,572.	151,572.	

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
MISCELLANEOUS INCOME - PRIOR YEAR REIMBURSEMENTS	471.	471.		
TOTAL TO FORM 990-PF, PART I, LINE 11	471.	471.		

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	61,729.	61,729.		0.
TO FORM 990-PF, PG 1, LN 16C	61,729.	61,729.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	3,237.	3,237.		0.
EXCISE TAX	3,265.	0.		0.
PAYROLL TAXES	5,019.	0.		5,019.
TO FORM 990-PF, PG 1, LN 18	11,521.	3,237.		5,019.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	154.	0.		154.
POSTAGE & DELIVERY	368.	0.		368.
PAYROLL PROCESSING FEES	915.	0.		915.
ADR FEES	53.	53.		0.
BANKING FEES	10.	0.		10.
FILING FEES	580.	375.		40.
TO FORM 990-PF, PG 1, LN 23	2,080.	428.		1,487.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT AND AGENCY BONDS - SEE ATTACHED	X		436,030.	400,389.
STATE AND MUNICIPAL BONDS - SEE ATTACHED		X	0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			436,030.	400,389.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			436,030.	400,389.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS AND OPTIONS - SEE ATTACHED	2,365,230.	3,058,859.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,365,230.	3,058,859.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED	504,322.	501,317.
TOTAL TO FORM 990-PF, PART II, LINE 10C	504,322.	501,317.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHED	COST	734,042.	690,260.
TOTAL TO FORM 990-PF, PART II, LINE 13		734,042.	690,260.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

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

2015 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
ABOLITIONIST LAW CENTER PO Box 8654 Pittsburgh, PA 15221	N/A	PUBLIC CHARITY	GENERAL SUPPORT	\$ 5,000
BEND THE ARC PO Box 7870 Oakland, CA 94601	N/A	PUBLIC CHARITY	FOR HAND IN HAND	25,000
MUJERAS UNIDAS Y ACTIVAS 3543 18 th Street, Ste. 23 San Francisco, CA 94110	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
THE OAKLAND PARKS AND RECREATION FOUNDATION 666 Bellevue Oakland, CA 94610	N/A	PUBLIC CHARITY	FOR AFROCENTRIC OAKLAND/THE PAN AFRICAN FAMILY REUNION	5,000
ARIZONA BORDER RIGHTS FOUNDATION DBA COALICION DE DERECHOS HUMANOS 225 E. St. Tucson, AZ 85713	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
PEACE DEVELOPMENT FUND 3221 22 nd Street San Francisco, CA 94110	N/A	PUBLIC CHARITY	FOR ART FORCES	10,000
ASIAN IMMIGRANT WOMEN'S ADVOCATES 310 Street, Suite 301 Oakland, CA 94607	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
PEACE DEVELOPMENT FUND 3221 22 nd Street San Francisco, CA 94110	N/A	PUBLIC CHARITY	B.A.Y. - PEACE	10,000
CALIFORNIA COALITION FOR WOMEN PRISONERS 1540 Market Street, Suite 490 San Francisco, CA 94102	N/A	PUBLIC CHARITY	FOR NETWORK ON WOMEN IN PRISON	10,000
CAUSA JUSTA : JUST CAUSE PO Box 3596 Oakland, CA 94609	N/A	PUBLIC CHARITY	FOR BLACK PRIORITIES PROJECT	10,000
CENTER FOR WORKER JUSTICE OF EASTERN IOWA 940 S. Gilbert Ct. Iowa City, IA 52240	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500

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

2015 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
CITY SLICKER FARMS 1625 16 th Street Oakland, CA 94607	N/A	PUBLIC CHARITY	GENERAL SUPPORT	6,000
COALITION ON HOMELESSNESS 468 Turk Street San Francisco, CA 94102	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
COMMUNITY UNITED AGAINST VIOLENCE 427 South Van Ness Ave. San Francisco, CA 94103	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
COOPERATION TEXAS 1004 E 38 th ½ Street Austin, Texas 78751	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
CRITICAL RESISTANCE 1904 Franklin Street #504 Oakland, CA 94612	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
DOOR DOG MUSIC DBA SF WORLD MUSIC 1007 General Kennedy Ave., Ste. 215 San Francisco, CA 94129-0000	N/A	PUBLIC CHARITY	FOR THE IMMIGRANT MASTERS' INITIATIVE	5,000
DRUM – DESIS RISING UP & MOVING 72-18 Roosevelt Ave. Jackson Heights, NY 11372	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
EAST BAY ALLIANCE FOR A SUSTAINABLE ECONOMY 1814 Franklin Street, Suite 325 Oakland, CA 94612	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
FREEDOM ARCHIVES 522 Valencia Street San Francisco, CA 94110	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
GLOBAL EXCHANGE 2017 Mission St San Francisco, CA 94110	N/A	PUBLIC CHARITY	FOR END THE WAR CARAVAN	10,000
HILLTOP ARTISTS PO Box 6829 Tacoma, WA 98417	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
INSTITUTE FOR LOCAL SELF-RELIANCE 1710 Connecticut Avenue NW, 4 th Fl Washington DC 20009	N/A	PUBLIC CHARITY	FOR JUSTICE NOT JUNK PROGRAM	10,000

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

2015 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
INTERNATIONAL MEDIA PROJECT 1714 Franklin Street #100-251 Oakland, CA 94612	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
WESPAC FOUNDATION 255 Dr.Martin Luther King Jr Blvd #2 White Plains, NY 10601	N/A	PUBLIC CHARITY	INTERNATIONAL JEWISH ANTI- ZIONIST NETWORK	10,000
INTERFAITH COMMITTEE FOR WORKER JUSTICE OF SAN DIEGO COUNTY 3758 30 th Street San Diego, CA 92104	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
JEWISH VOICE FOR PEACE 1611 Telegraph Ave , Suite 550 Oakland, CA 94612	N/A	PUBLIC CHARITY	FOR STUDENT ORGANIZING PROGRAM	15,000
JOBS WITH JUSTICE, INC. 294 Winooski Avenue Burlington, VT 05401	N/A	PUBLIC CHARITY	FOR VERMONT WORKERS CENTER HEALTHCARE IS HUMAN RIGHTS	10,000
JEWS FOR RACIAL AND ECONOMIC JUSTICE 330 7th Ave #1901 New York, NY 10001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
KOAHNIC BROADCAST CORPORATION 3600 San Jeronimo Drive, Suite 480 Anchorage, Alaska 99508	N/A	PUBLIC CHARITY	FOR NATIVE AMERICA CALLING & NATIONAL NATIVE NEWS	5,000
LAMBI FUND OF HAITI 1050 Connecticut Ave., NW, 10 th Fl Washington, DC 20036	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
FRACTURED ATLAS 248 W. 35th Street, 10th Floor NY, NY 10001	N/A	PUBLIC CHARITY	FOR LIBERATION THEATER COMPANY	10,000
MIDDLE EAST CHILDREN'S ALLIANCE 1101 8 th Street Berkeley, CA 94710	N/A	PUBLIC CHARITY	GENERAL SUPPORT	45,000
FRACTURED ATLAS 248 W. 35th Street, 10th Floor NY, NY 10001	N/A	PUBLIC CHARITY	FOR MOVEMENT THEATER COMPANY	5,000

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
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2015 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
NETWORK ON WOMEN IN PRISON 1540 Market Street, Suite 490 San Francisco, CA 94102	N/A	PUBLIC CHARITY	FOR LEGAL SERVICES FOR PRISONERS WITH CHILDREN	10,000
CRENULATED CO. , LTD. 1512 Townsend Ave. Bronx, NY 10452	N/A	PUBLIC CHARITY	FOR NEW SETTLEMENT PARENT ACTION COMMITTEE	7,500
NATIONAL RELIGIOUS CAMPAIGN AGAINST TORTURE 382 Central Park West 2A New York, NY 10025	N/A	PUBLIC CHARITY	FOR NEW YORK CAMPAIGN FOR ALTERNATIVES TO ISOLATED CONFINEMENT	5,000
UNITARIAN UNIVERSALIST CHURCH OF TUCSON 4831 E 22nd St Tucson, AZ 85711	N/A	PUBLIC CHARITY	FOR NO MORE DEATHS	10,000
OAKTOWN JAZZ WORKSHOPS PO Box 3568 Oakland, CA 94609	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
PICTURE THE HOMELESS 104 East 126 th Street. #1B New York, New York 10035	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
REDWOOD JUSTICE FUND P.O. Box 411074 San Francisco, CA 94141	N/A	PUBLIC CHARITY	FOR PRISON RADIO	5,000
GIVE BACK YOGA FOUNDATION PO Box 415 Bollinas, CA 94924	N/A	PUBLIC CHARITY	FOR PRISON YOGA PROJECT	5,000
PROJECT AVARY 1623 5 th Avenue, Bldg. C San Rafael, CA 94901	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
RHODE ISLAND JOBS WITH JUSTICE EDUCATION PROJECT, INC. 3 Bell Street Providence, RI 02909	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
DANCERS GROUP 44 Gough Street SF CA 94103	N/A	PUBLIC CHARITY	FOR SINS INVALID	15,000

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
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2015 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
SOUTHERN MAINE WORKERS' CENTER 68 Washington Ave. Portland, Me 04101	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
STREETWISE AND SAFE 147 W. 24 th Street, 4 th Floor New York, NY 10011	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
SUSTAINABLE ECONOMIES LAW CENTER 2323 Broadway, Suite 203 Oakland, CA 94612	N/A	PUBLIC CHARITY	FOR WORKER COOP ACADEMY	10,000
SYLVIA RIVERA LAW PROJECT 147 W. 24 th , 5 th Floor New York, NY 10011	N/A	PUBLIC CHARITY	FOR PRISONER JUSTICE PROJECT	10,000
THEATRE OF THE OPPRESSED, NYC, INC. PO Box 24742 Brooklyn, NY 11202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
ALLIANCE FOR GLOBAL JUSTICE 1155 Connecticut Ave. NW, Suite 500 Washington DC 20036	N/A	PUBLIC CHARITY	FOR UNITED STUDENTS AGAINST SWEATSHOPS	10,000
UNITED WORKERS ASSOCIATION PO Box 41547 Baltimore, MD 21203	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
URBAN BUSH WOMEN 138 South Oxford Street #4B Brooklyn, NY 11217	N/A	PUBLIC CHARITY	FOR SUMMER LEADERSHIP INIATIVE	5,000
WECOUNT!, INC. 201 N. Krome Ave., Suites 230-260 Homestead, FL 33030	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
WORKERS DEFENSE PROJECT 5604 Manor Road Austin, TX 78723	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000

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

2015 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
WORKERS DIGNITY PROJECT 3013 Nolensville Pk Nashville, TN 37211	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
AMERICAN FRIENDS OF NEVE SHALOM/WAHAT AL-SALAM 229 North Central Avenue #401 Glendale, CA 91203	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
THE LABOR COMMUNITY STRATEGY CENTER 3780 Wilshire Blvd # 1200 Los Angeles, CA 90010	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
EAST BAY CENTER FOR THE PERFORMING ARTS 339 11th St Richmond, CA 94801	N/A	PUBLIC CHARITY	FOR THEATER FOR HUMANITY	10,025
NORTHERN PLAINS RESOURCE COUNCIL 220 S 27th St, Suite A Billings, Montana 59101	N/A	PUBLIC CHARITY	FOR OIL AND GAS CAMPAIGN	10,000
POWDER RIVER BASIN RESOURCE COUNCIL 934 N Main St Sheridan, WY 82801	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500
IDAHO ORGANIZATION OF RESOURCE COUNCILS 910 Main Street, Suite 244 Boise, ID 83702	N/A	PUBLIC CHARITY	FOR GRASSROOTS ORGANIZING FOR RESPONSIBLE OIL & GAS DEV IN RURAL IDAHO	5,000
DAKOTA RESOURCE COUNCIL 1200 Missouri Ave #201 Bismarck, ND 58504	N/A	PUBLIC CHARITY	FOR BUILD A BETTER BAKKEN	7,500
ARISE CHICAGO 1436 W. Randolph, Suite 202, Chicago, Illinois 60607	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
ASIAN AMERICANS ADVANCING JUSTICE 55 Columbus Ave. San Francisco, CA 94111	N/A	PUBLIC CHARITY	FOR WORKERS' RIGHTS PROGRAM	5,000
CORA FOUNDATION PO Box 6865 Syracuse, New York 13217	N/A	PUBLIC CHARITY	FOR ART RAGE	10,000

LYNN HANDLEMAN CHARITABLE FOUNDATION
DBA THE LEFT TILT FUND
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2015 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
CALIFORNIA PARTNERSHIP 1630 Woolsey Berkeley, CA 94703	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
CENTRO DE TRABAJADORES UNIDOS EN LA LUCHA 2511 E. Franklin Avenue Minneapolis, MN 55406	N/A	PUBLIC CHARITY	FOR CAMPAIGN FOR JUSTICE IN RETAIL CLEANING	5,000
CENTRO DE TRABAJADORES UNIDOS 3200 E 91st St Chicago, IL 60617	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
DIRECT ACTION FOR RIGHTS AND EQUALITY 340 Lockwood Street Providence, RI 02907	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
ENTREAMIGOS PO Box 3231 Lake Arrowhead, CA 92352	N/A	PUBLIC CHARITY	FOR YOUTH ENTREPRENEUR PROJECT	10,000
FRACTURED ATLAS 248 W. 35th Street, 10th Floor NY, NY 10001	N/A	PUBLIC CHARITY	FICTILUS	5,000
FILIPINO ADVOCATES FOR JUSTICE 310 8 th Street, Suite 309 Oakland, CA 94607	N/A	PUBLIC CHARITY	FOR LOW WAGE WORKER SUPPORT PROJECT	5,000
FOUNDATION CRISTOSAL 9641 Carousel Center Drive Syracuse, New York, 13290	N/A	PUBLIC CHARITY	FOR YOUTH LEADERSHIP DIPLOMA COURSE	5,000
FREEDOM ARCHIVES 522 Valencia Street San Francisco, CA 94110	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
GAIA 1958 University Ave. Berkeley, CA 94704	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
HESPERIAN HEALTH GUIDES 1919 Addison Street, Suite 304 Berkeley, CA 94704	N/A	PUBLIC CHARITY	FOR TRANSLATION OF WORKER'S GUIDE INTO SPANISH	10,000

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

2015 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
INTERFAITH WORKER JUSTICE OF CHICAGO 1020 Bryn Mawr Ave., 4th Floor Chicago, IL 60660	N/A	PUBLIC CHARITY	FOR PAYSTUBS FOR ALL	5,000
RIGHTS ACTION Box 50887 Washington DC, 20091-0887	N/A	PUBLIC CHARITY	FOR C.O.M.P.R.A.	10,000
EARTH ISLAND INSTITUTE 300 Broadway Street, Suite 28 San Francisco, CA 94133	N/A	PUBLIC CHARITY	FOR BAY AREA WILDERNESS TRAINING	5,000
JUST VISION 1616 P Street NW, Suite 340 Washington DC 20036	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
FRACTURED ATLAS 248 West 35th Street, 10th Floor New York, NY 10001	N/A	PUBLIC CHARITY	FOR LIKE ANY OTHER KID (FILM)	5,000
PAJARO COMMUNITY HEALTH TRUST 85 Nielson Street Watsonville, CA 95076	N/A	PUBLIC CHARITY	FOR MESA VERDE GARDENS	5,000
NEW YORK CITY COMMUNITY GARDEN COALITION 232 East 11th Street New York, NY 10003	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
RIGHT TO THE CITY ALLIANCE 388 Atlantic Ave. Brooklyn, NY 11217	N/A	PUBLIC CHARITY	FOR PEOPLE'S POWER CAMPAIGN	5,000
ONEDC 614 St. NW Washington DC 20001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
PUENTE PO Box 21837 Phoenix, AZ 85036	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
WARREN J, PLAUT CHARITABLE TRUST 42 Gothic St. Northampton, MA 01060	N/A	PUBLIC CHARITY	FOR PIONEER VALLEY WORKERS CENTER	5,000
PROJECT YANO PO Box 230157 Encinitas, CA 92032	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000

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

2015 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
ASSOCIATED STUDENTS, INC. OF SAN FRANCISCO STATE UNIVERSITY Cesar Chavez Student Center 1650 Holloway Avenue, T-161 San Francisco, CA 94132	N/A	PUBLIC CHARITY	FOR PROJECT REBOUND	10,000
QUEER CULTURAL CENTER 726 Fulton Street San Francisco, CA 94102	N/A	PUBLIC CHARITY	FOR PEACOCK REBELLION	5,000
RESTAURANT OPPORTUNITIES CENTER OF LOS ANGELES 1730 W Olympic Blvd. #300 Los Angeles, CA 90015	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
NEW ISRAEL FUND PO Box 96712 Washington, DC 20090-6712	N/A	PUBLIC CHARITY	FOR SADAKA REUT ARAB JEWISH YOUTH P'SHIP	5,000
SILK ROAD RISING 77 W Washington St., Lower Level Chicago, Illinois 60602	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
SISTERS OF THE ROAD 133 NW 6th Ave. Portland, OR 97209	N/A	PUBLIC CHARITY	FOR FOOD JUSTICE PROGRAM	5,000
RIGHT TO THE CITY ALLIANCE 388 Atlantic Ave. Brooklyn, NY 11217	N/A	PUBLIC CHARITY	FOR BANK TENANT ORGANIZING PROJECT	10,000
STUDENT ACTION WITH FARMWORKERS 1317 W. Pettigrew Street Durham, NC 27705	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
SURVIVAL INTERNATIONAL USA 466 Green Street, Suite 301 San Francisco, CA 94133	N/A	PUBLIC CHARITY	THE LAST OF THE KAWAHIVA	5,000
HOUSE OF MERCY, INC. 725 Hudson Ave. Rochester, NY 14621-0000	N/A	PUBLIC CHARITY	FOR TAKE BACK THE LAND ROCHESTER	5,000
YOUNG WORKERS UNITED PO Box 420963 San Francisco, CA 94142	N/A	PUBLIC CHARITY	FOR RETAIL WORKER BILL OF RIGHTS	5,000

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

2015 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Receptient	Relationship	Foundation Status	Purpose	Amount
GRASSROOTS LEADERSHIP PO Box 36006 Charlotte, NC 28236	N/A	PUBLIC CHARITY	FOR YOUTH RISE TEXAS	5,000
VIBE THEATER EXPERIENCE PO Box 359 Brooklyn, NY 11217	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
UNIVERSITY OF SAN FRANCISCO 2130 Fulton Street San Francisco, CA 94117	N/A	PUBLIC CHARITY	FOR WITNESS TO GUANTANAMO	10,000
WORKERS CENTER FOR RACIAL JUSTICE 500 East 61st Street, Unit B Chicago, IL 60637	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
WORKERS RIGHTS CONSORTIUM 5 Thomas Circle NW, Fifth Floor Washington DC 20005	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
				\$ 986,025

LYNN HANDLEMAN CHARITABLE FOUNDATION

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Account Holdings as of December 31, 2015

CASH AND CASH EQUIVALENTS

Description	Interest Paid in December ¹	Blended Interest Rate ¹	Current Balance
Money Market Funds			\$4,550,173.08
Insured Cash Account ²			
Atlantic Capital Bank			246,500.74
Banc of California NA			246,500.74
BofI Federal Bank			246,500.74
Bremer Bank NA			246,500.74
Goldman Sachs Bank USA			246,500.74
The Bank of East Asia Ltd			246,500.74
Citibank NA			21,000.06
Total Insured Cash Account	12.70	0.010%	1,500,004.50
TOTAL CASH AND CASH EQUIVALENTS			\$6,050,177.58

EQUITIES AND OPTIONS

Date Acquired	Description/Security/ID	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	\$116.85	\$17,527.50	\$51,565.2	\$7,734.78	\$9,792.72	\$402	2.29%
11/19/08		30		3,505.50	41,694.0	1,250.82	2,254.68	80	
12/10/08		25		2,921.25	48,285.2	1,207.13	1,714.12	67	

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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LYNN HANDLEMAN CHARITABLE FOUNDATION

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Account Holdings as of December 31, 2015

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	2,921.25		47,294.8	1,182.37	1,738.88	67	
Total		230		26,875.50	49,457.0	11,375.10	15,500.40	616	
01/06/14	AETNA INC NEW C AET	100	108.12	10,812.00	67,561.1	6,756.11	4,055.89	100	0.92%
11/01/12		100		10,812.00	44,323.4	4,432.34	6,379.66	100	
11/02/12		75		8,109.00	44,052.7	3,303.95	4,805.05	75	
11/07/12		75		8,109.00	43,058.7	3,229.40	4,879.60	75	
11/08/12		150		16,218.00	42,765.0	6,414.75	9,803.25	150	
11/09/12		25		2,703.00	42,797.2	1,069.93	1,633.07	25	
Total		525		56,763.00	48,012.3	25,206.48	31,556.52	525	
02/16/12	ALLIANZ SE SPONSORED C ADR REPTG 1/10 SH AZSEY	100	17.62	1,762.00	11,455.9	1,145.59	616.41	76	4.37%

EQUITIES AND OPTIONS continue on page 5

³ Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
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LYNN HANDLEMAN CHARITABLE FOUNDATION

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Account Holdings as of December 31, 2015

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Purchase Cost ³	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		8,810.00	9.5062	4,753.10	—	4,056.90	384	
11/22/11		100		1,762.00	9.5746	957.46	—	804.54	76	
Total		700		12,334.00	9.7945	6,856.15	—	5,477.85	536	
04/24/13	AMERICAN INTL GROUP INC C NEW AIG	200	61.97	12,394.00	41.4700	8,294.00	—	4,100.00	224	1.81%
04/23/13		250		15,492.50	40.6699	10,167.47	—	5,325.03	280	
Total		450		27,886.50	41.0255	18,461.47	—	9,425.03	504	
09/27/13	AMERICAN WATER WORKS C COMPANY INC NEW AWK	100	59.75	5,975.00	40.9626	4,096.26	—	1,878.74	136	2.28%
06/11/13		50		2,987.50	39.8028	1,990.14	—	997.36	68	
06/12/13		150		8,962.50	40.4890	6,073.35	—	2,889.15	204	
06/13/13		50		2,987.50	40.5466	2,027.33	—	960.17	68	

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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LYNN HANDLEMAN CHARITABLE FOUNDATION

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Account Holdings as of December 31, 2015

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		2,987 50	40 8804	2,044 02	943 48	68	
06/19/13		100		5,975 00	40 8300	4,083 00	1,892 00	136	
06/20/13		100		5,975 00	39 8020	3,980 20	1,994 80	136	
06/21/13		50		2,987 50	39 3748	1,968 74	1,018 76	68	
07/03/13		100		5,975 00	40 1698	4,016 98	1,958 02	136	
07/05/13		100		5,975 00	40 1949	4,019 49	1,955 51	136	
09/25/13		50		2,987 50	40 7358	2,036 79	950 71	68	
09/26/13		50		2,987 50	41 0666	2,053 33	934 17	68	
Total		950		56,762.50	40.4101	38,389.63	18,372.87	1,292	
09/16/13	APPLE INC C AAPL	245	105 26	25,788 70	64 7675	15,868 04	9,920 66	509	1 98%

EQUITIES AND OPTIONS continue on page 7

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

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Account Holdings as of December 31, 2015

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		36,841 00	72 1220	25,242 69	11,598 31	728	
Total		595		62,629.70	69.0937	41,110.73	21,518.97	1,237	
09/30/13	AVAGO TECHNOLOGIES C LIMITED AVGO	50	145 15	7,257 50	42 9332	2,146 66	5,110 84	88	1 21%
09/21/12		50		7,257 50	35 4472	1,772 36	5,485 14	88	
09/24/12		50		7,257 50	34 5732	1,728 66	5,528 84	88	
11/30/12		125		18,143 75	34 8426	4,355 32	13,788 43	220	
12/03/12		50		7,257 50	35 0140	1,750 70	5,506 80	88	
05/09/13		200		29,030 00	33 8589	6,771 78	22,258 22	352	
08/28/13		100		14,515 00	38 6887	3,868 87	10,646 13	176	
Total		625		90,718.75	35.8310	22,394.35	68,324.40	1,100	

EQUITIES AND OPTIONS continue on page 8

³ Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
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Account Holdings as of December 31, 2015

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	28 26	1,413 00	25 8172	1,290 86	122 14	41	2 92%
03/20/13		200		5,652 00	27 2489	5,449 77	202 23	165	
04/08/13		350		9,891 00	25 7862	9,025 18	865 82	289	
Total		600		16,956.00	26.2764	15,765.81	1,190.19	495	
09/18/13	BRIDGESTONE CORP ADR C LTD BRDCY	300	17 085	5,125 50	17 7999	5,339 97	-214 47	149	2 92%
07/03/13		300		5,125 50	18 0040	5,401 19	-275 69	149	
07/05/13		300		5,125 50	18 2011	5,460 32	-334 82	149	
09/17/13		400		6,834 00	17 5612	7,024 48	-190 48	199	
Total		1,300		22,210.50	17.8661	23,225.96	-1,015.46	646	
02/15/12	CENTURYLINK INC C CTL	100	25 16	2,516 00	37 9781	3,797 81	-1,281 81	216	8 59%

EQUITIES AND OPTIONS continue on page 9

- 3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
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Account Holdings as of December 31, 2015

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		6,290 00	37 2545	9,313 63	-3,023 63	540	
02/14/12		100		2,516 00	37 7703	3,777 03	-1,261 03	216	
Total		450		11,322.00	37.5299	16,888.47	-5,566.47	972	
08/30/12	CITIGROUP INC NEW C	200	51 75	10,350 00	29 6693	5,933 86	4,416 14	40	0 39%
08/20/12		250		12,937 50	29 8277	7,456 92	5,480 58	50	
Total		450		23,287.50	29.7573	13,390.78	9,896.72	90	
11/04/13	CUMMINS INC C	60	88 01	5,280 60	130 1150	7,806 90	-2,526 30	234	4 43%
11/01/13		30		2,640 30	128 7290	3,861 87	-1,221 57	117	
Total		90		7,920.90	129.6530	11,668.77	-3,747.87	351	
11/22/11	CVS HEALTH CORP C	50	97 77	4,888 50	37 8234	1,891 17	2,997 33	85	1 74%
	CVS								
EQUITIES AND OPTIONS continue on page 10									

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

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Account Holdings as of December 31, 2015

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	CVS HEALTH CORP (continued)	225		21,998.25	37,829.8	8,511.70	13,486.55	382	
Total		275		26,886.75	37,828.6	10,402.87	16,483.88	467	
12/27/12	DAIHATSU MOTOR COMPANY LTD ADR DHTMY	100	27.07	2,707.00	40,338.8	4,033.88	-1,326.88	68	2.53%
12/13/12		50		1,353.50	37,652.2	1,882.61	-529.11	34	
12/14/12		75		2,030.25	37,468.8	2,810.16	-779.91	51	
12/20/12		75		2,030.25	39,436.3	2,957.72	-927.47	51	
12/21/12		125		3,383.75	39,995.4	4,999.42	-1,615.67	85	
12/26/12		25		676.75	40,278.8	1,006.97	-330.22	17	
Total		450		12,181.50	39,312.8	17,690.76	-5,509.26	306	
02/11/14	DBS GROUP HLDGS LTD SPONS ADR DBSDY	75	46.695	3,502.13	51,786.4	3,883.98	-381.85	196	5.62%
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



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LYNN HANDLEMAN CHARITABLE FOUNDATION

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Account Holdings as of December 31, 2015

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 ^b
01/07/14	DBS GROUP HLDGS LTD (continued)	25	1,167.37	1,167.37	53,771.2	1,344.28	-176.91	65	
01/08/14		75	3,502.13	3,502.13	54,449.2	4,083.69	-581.56	196	
01/09/14		50	2,334.75	2,334.75	54,769.0	2,738.45	-403.70	131	
01/10/14		25	1,167.37	1,167.37	54,847.6	1,371.19	-203.82	65	
01/13/14		25	1,167.38	1,167.38	54,545.2	1,363.63	-196.25	65	
01/14/14		100	4,669.50	4,669.50	54,227.6	5,422.76	-753.26	262	
02/10/14		75	3,502.12	3,502.12	51,544.0	3,865.80	-363.68	196	
Total		450	21,012.75	21,012.75	53,497.3	24,073.78	-3,061.03	1,176	
01/04/13	DOLLAR GENERAL CORP NEW C DG	150	71.87	10,780.50	43,927.9	6,589.19	4,191.31	132	1.22%
12/11/12		250	17,967.50	17,967.50	43,544.1	10,886.03	7,081.47	220	

EQUITIES AND OPTIONS continue on page 12

- ³ Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
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Account Holdings as of December 31, 2015

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/Security/ID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost ³	Unrealized Gain or Loss	Estimated Annual Income ^a	Estimated 30-Day Yield ^b
12/12/12	DOLLAR GENERAL CORP NEW (continued)	200		14,374.00	43.1181	8,623.62	5,750.38	176	
Total		600		43,122.00	43.4981	26,098.84	17,023.16	528	
04/08/13	ENI SPA SPONSORED ADR C	150	29.80	4,470.00	46.0749	6,911.24	-2,441.24	318	7.13%
11/21/11		250		7,450.00	41.7248	10,431.20	-2,981.20	531	
11/22/11		25		745.00	40.6804	1,017.01	-272.01	53	
Total		425		12,665.00	43.1987	18,359.45	-5,694.45	902	
02/25/75	EXXON MOBIL CORP C	5	77.95	389.75	1.9480	9.74	380.01	14	3.75%
11/25/69	XOM	3,184		248,192.80	2.7178	8,653.43	239,539.37	9,297	
11/25/69		556		43,340.20	2.7177	1,511.04	41,829.16	1,623	
11/25/69		3,409		265,731.55	1.9401	6,613.77	259,117.78	9,954	
12/04/69		3,409		265,731.55	1.9440	6,627.11	259,104.44	9,954	

EQUITIES AND OPTIONS continue on page 13

- ³ Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
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LYNN HANDLEMAN CHARITABLE FOUNDATION

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Account Holdings as of December 31, 2015

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
12/05/69	EXXON MOBIL CORP (continued)	357		27,828 15	1 9250	687 22	27,140 93	1,042	
12/05/69		3,383		263,704 85	2 7178	9,194 28	254,510 57	9,878	
01/22/70		555		43,262 25	2 7256	1,512 71	41,749 54	1,620	
02/02/70		1,943		151,456 85	2 5615	4,976 96	146,479 89	5,673	
03/09/70		273		21,280 35	1 4063	383 91	20,896 44	797	
04/01/70		3,409		265,731 55	1 8111	6,173 87	259,557 68	9,954	
06/09/72		1,704		132,826 80	2 2472	3,829 24	128,997 56	4,975	
Total		22,187		1,729,476.65	2.2614	50,173.28 *	1,679,303.37	64,781	
01/08/14	HITACHI LTD ADR 10 COM C HTHIY	125	56 70	7,087 50	80 4700	10,058 75	-2,971 25	121	1 71%

EQUITIES AND OPTIONS continue on page 14

* Book Cost: \$1,278,104.97

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

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Account Holdings as of December 31, 2015

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	MarketValue	Unit Cost	Cost Basis/ Purchase Cost ³	Unrealized Gain or Loss	Estimated Annual Income ^a	Estimated 30-Day Yield ^b
01/07/14	HITACHI LTD ADR 10 COM (continued)	175		9,922 50	79 1209	13,846 16	-3,923 66	169	
Total		300		17,010.00	79.6830	23,904.91	-6,894.91	290	
03/21/13	ILLINOIS TOOL WORKS INC C ITW	50	92 68	4,634 00	62 9868	3,149 34	1,484 66	110	2 37%
03/19/13		75		6,951 00	62 1737	4,663 03	2,287 97	165	
03/20/13		75		6,951 00	63 1053	4,732 90	2,218 10	165	
Total		200		18,536.00	62.7264	12,545.27	5,990.73	440	
02/08/12	IMPERIAL TOBACCO GRP C PLC SPONS ADR ITYBY	75	105 75	7,931 25	76 3895	5,729 21	2,202 04	160	2 03%
11/21/11		100		10,575 00	70 5030	7,050 30	3,524 70	214	
11/22/11		50		5,287 50	70 6564	3,532 82	1,754 68	107	
11/23/11		60		6,345 00	70 1932	4,211 59	2,133 41	128	

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



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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
02/06/12	IMPERIAL TOBACCO GRP (continued)	50		5,287 50	76 0366	3,801 83	1,485 67	107	
02/07/12		100		10,575 00	76 8677	7,686 77	2,888 23	214	
Total		435		46,001.25	73.5920	32,012.52	13,988.73	930	
02/08/12	INTL BUSINESS MACHINES C CORP IBM	5	137 62	688 10	192 6700	963 35	-275 25	26	3 78%
11/21/11		65		8,945 30	180 9017	11,758 61	-2,813 31	338	
02/07/12		25		3,440 50	193 3152	4,832 88	-1,392 38	130	
Total		95		13,073.90	184.7878	17,554.84	-4,480.94	494	
11/07/13	ITOCHU CORP ADR C ITOCY	50	23 60	1,180 00	24 8416	1,242 08	-62 08	38	3 30%
11/21/11		125		2,950 00	19 4711	2,433 89	516 11	97	
11/22/11		150		3,540 00	19 5154	2,927 31	612 69	116	

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
11/25/11	ITOCHU CORP ADR (continued)	200		4,720 00	19 1070	3,821 40	898 60	155	
02/06/12		250		5,900 00	23 1618	5,790 45	109 55	194	
02/07/12		100		2,360 00	23 0669	2,306 69	53 31	77	
02/08/12		50		1,180 00	23 0486	1,152 43	27 57	38	
10/19/12		250		5,900 00	20 5635	5,140 87	759 13	194	
10/22/12		50		1,180 00	20 1870	1,009 35	170 65	38	
11/05/13		150		3,540 00	23 9289	3,589 33	-49 33	116	
11/06/13		150		3,540 00	24 7248	3,708 72	-168 72	116	
Total		1,525		35,990.00	21.7197	33,122.52	2,867.48	1,179	
06/18/13	J SAINSBURY PLC C SPONSORED ADR NEW JSAIY	350	15 145	5,300 75	23 4932	8,222 62	-2,921 87	263	4 97%

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
05/22/13	J SAINSBURY PLC (continued)	150	2,271.75	2,271.75	23.0751	3,461.26	-1,189.51	112	
05/23/13		150	2,271.75	2,271.75	23.1640	3,474.60	-1,202.85	112	
05/24/13		150	2,271.75	2,271.75	23.0435	3,456.53	-1,184.78	112	
05/28/13		100	1,514.50	1,514.50	23.2283	2,322.83	-808.33	75	
05/29/13		100	1,514.50	1,514.50	23.0595	2,305.95	-791.45	75	
05/31/13		100	1,514.50	1,514.50	22.8626	2,286.26	-771.76	75	
06/04/13		100	1,514.50	1,514.50	22.9165	2,291.65	-777.15	75	
06/06/13		150	2,271.75	2,271.75	22.7421	3,411.31	-1,139.56	112	
06/12/13		100	1,514.50	1,514.50	23.0376	2,303.76	-789.26	75	
Total		1,450	21,960.25	21,960.25	23.1288	33,536.77	-11,576.52	1,086	

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



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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
01/24/13	KDDI CORP C ADR KDDIY	1,000	12.945	12,945.00	8.6659	8,665.90	4,279.10	283	2.19%
01/23/13		750		9,708.75	8.6697	6,502.31	3,206.44	212	
N/A		875		11,326.87	N/A	N/A	N/A	248	
Total		2,625		33,980.62	N/A	15,168.21	7,485.54	743	
01/07/14	KEYCORP NEW C KEY	500	13.19	6,595.00	13.5982	6,799.10	-204.10	150	2.27%
10/22/13		400		5,276.00	12.6850	5,074.00	202.00	120	
10/23/13		350		4,616.50	12.6668	4,433.38	183.12	105	
10/24/13		150		1,978.50	12.6618	1,899.27	79.23	45	
01/06/14		750		9,892.50	13.5489	10,161.68	-269.18	225	
Total		2,150		28,358.50	13.1942	28,367.43	-8.93	645	
02/07/14	L BRANDS INC C LB	150	95.82	14,373.00	54.2425	8,136.38	6,236.62	300	2.09%

EQUITIES AND OPTIONS continue on page 19

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

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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 ^b
08/01/13	L BRANDS INC (continued)	75		7,186 50	57 2053	4,290 40	2,896 10	150	
08/02/13		100		9,582 00	58 3631	5,836 31	3,745 69	200	
08/05/13		50		4,791 00	57 8118	2,890 59	1,900 41	100	
08/06/13		125		11,977 50	56 7379	7,092 24	4,885 26	250	
08/07/13		50		4,791 00	56 7958	2,839 79	1,951 21	100	
Total		550		52,701.00	56.5195	31,085.71	21,615.29	1,100	
11/04/13	MORGAN STANLEY C MS	400	31 81	12,724 00	29 2761	11,710 44	1,013 56	240	1 89%
01/23/12	MUNICH RE GROUP ADR C MURGY	500	19 985	9,992 50	12 9131	6,456 55	3,535 95	418	4 19%
11/21/11		950		18,985 75	11 7750	11,186 25	7,799 50	795	
11/23/11		150		2,997 75	11 5410	1,731 15	1,266 60	125	
Total		1,600		31,976.00	12.1087	19,373.95	12,602.05	1,338	

EQUITIES AND OPTIONS continue on page 20

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

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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
02/15/13	NIELSEN HLDGS PLC C SHS EUR NLSN	150	46 60	6,990 00	32 5646	4,884 69 4,884 69	2,105 31	168	2 40%
01/30/13		100		4,660 00	32 6368	3,263 68 3,263 68	1,396 32	112	
02/01/13		75		3,495 00	32 6300	2,447 25 2,447 25	1,047 75	84	
02/04/13		50		2,330 00	32 1394	1,606 97 1,606 97	723 03	56	
Total		375		17,475.00	32.5402	12,202.59 12,202.59	5,272.41	420	
06/03/13	NIKON CORP ADR C NINYO	150	13 45	2,017 50	26 0621	3,909 31 —	-1,891 81	36	1 81%
12/12/12		150		2,017 50	27 4024	4,110 36 —	-2,092 86	36	
12/13/12		200		2,690 00	28 3886	5,677 72 —	-2,987 72	48	
12/14/12		150		2,017 50	28 4980	4,274 70 —	-2,257 20	36	
05/10/13		150		2,017 50	24 9855	3,747 83 —	-1,730 33	36	

EQUITIES AND OPTIONS continue on page 21

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

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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
05/30/13	NIKON CORP ADR (continued)	200		2,690.00	26.7029	5,340.58	-2,650.58	48	
Total		1,000		13,450.00	27.0605	27,060.50	-13,610.50	240	
06/12/13	PFIZER INC C PFE	100	32.28	3,228.00	28.6279	2,862.79	365.21	120	3.72%
04/23/13		200		6,456.00	31.1107	6,222.14	233.86	240	
04/24/13		500		16,140.00	30.7497	15,374.85	765.15	600	
05/09/13		100		3,228.00	28.6110	2,861.10	366.90	120	
06/11/13		400		12,912.00	28.5685	11,427.40	1,484.60	480	
Total		1,300		41,964.00	29.8064	38,748.28	3,215.72	1,560	
03/01/13	QUALCOMM INC C QCOM	100	49.985	4,998.50	66.3825	6,638.25	-1,639.75	192	3.84%
11/27/12		425		21,243.62	62.4031	26,521.32	-5,277.70	816	
Total		525		26,242.12	63.1611	33,159.57	-6,917.45	1,008	

EQUITIES AND OPTIONS continue on page 22

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

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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
06/12/15	REYNOLDS AMERICAN INC C RAI	202	46 15	9,322 30	36 0750	7,287 15 7,287 15	2,035 15	290	3 12%
09/27/13	RSA INSURANCE GROUP PLC C SPONSORED ADR RSNAY	250	6 205	1,551 25	10 0305	2,507 63 —	-956 38	21	1 38%
02/13/13		150		930 75	10 4186	1,562 79 —	-632 04	12	
02/15/13		150		930 75	10 3300	1,549 50 —	-618 75	12	
02/19/13		500		3,102 50	10 4651	5,232 55 —	-2,130 05	42	
02/20/13		550		3,412 75	9 1061	5,008 35 —	-1,595 60	47	
03/21/13		250		1,551 25	8 8927	2,223 17 —	-671 92	21	
03/22/13		250		1,551 25	8 9648	2,241 20 —	-689 95	21	
03/25/13		250		1,551 25	8 9370	2,234 25 —	-683 00	21	
03/26/13		250		1,551 25	8 8478	2,211 95 —	-660 70	21	

EQUITIES AND OPTIONS continue on page 23

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

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	MarketValue	Unit Cost	Cost Basis/ Purchase Cost ³	Unrealized Gain or Loss	Estimated Annual Income ^a	Estimated 30-Day Yield ^a
06/13/13	RSA INSURANCE GROUP PLC (continued)	250		1,551 25	9 0821	2,270 52	-719 27	21	
06/14/13		250		1,551 25	9 1324	2,283 10	-731 85	21	
06/17/13		250		1,551 25	9 2701	2,317 53	-766 28	21	
06/18/13		250		1,551 25	9 4458	2,361 45	-810 20	21	
09/25/13		250		1,551 25	9 9491	2,487 27	-936 02	21	
Total		3,850		23,889.25	9.4782	36,491.26	-12,602.01	323	
02/08/12	SANOFI SPON ADR C SNY	100	42 65	4,265 00	37 1391	3,713 91	551 09	160	3 77%
11/21/11		375		15,993 75	32 9511	12,356 66	3,637 09	603	
11/22/11		25		1,066 25	32 7520	818 80	247 45	40	

EQUITIES AND OPTIONS continue on page 24

³ Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
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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 ^b
02/06/12	SANOI SPON ADR (continued)	150		6,397 50	36 6864	5,502 96	894 54	241	
Total		650		27,722.50	34.4497	22,392.33	5,330.17	1,044	
11/15/13	SKANDINAVISKA ENSKILDA C BANKEN SPONSORED ADR REPSTG SHS SER A SKVKY	100	10 6042	1,060 42	11 8496	1,184 96 1,184 96	-124 54	44	4 15%
11/12/13		350		3,711 47	11 7781	4,122 34 4,122 34	-410 87	154	
11/13/13		300		3,181 26	11 5853	3,475 59 3,475 59	-294 33	132	
11/14/13		200		2,120 84	11 7457	2,349 14 2,349 14	-228 30	88	
Total		950		10,073.99	11.7179	11,132.03 11,132.03	-1,058.04	418	
10/28/13	SVENSKA CELLULOSA C AKTIEBOLAGET SCA SPONSORED ADR SVCBY	50	28 79	1,439 50	28 7818	1,439 09	0 41	30	2 11%
10/16/13		150		4,318 50	24 3888	3,658 32	660 18	91	
10/17/13		150		4,318 50	25 1722	3,775 83	542 67	91	

EQUITIES AND OPTIONS continue on page 25

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

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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
10/18/13	SVENSKA CELLULOZA (continued)	150		4,318 50	26 7627	4,014 41	304 09	91	
10/21/13		150		4,318 50	27 6377	4,145 65	172 85	91	
10/24/13		100		2,879 00	28 3072	2,830 72	48 28	60	
10/25/13		200		5,758 00	28 7106	5,742 12	15 88	121	
Total		950		27,350.50	26.9538	25,606.14	1,744.36	575	
09/19/13	SWATCH GROUP AG C SWGAY	50	17 32	866 00	32 7762	1,638 81	-772 81	19	2 30%
09/17/13		200		3,464 00	31 2292	6,245 84	-2,781 84	79	
09/18/13		250		4,330 00	31 6380	7,909 50	-3,579 50	99	
Total		500		8,660.00	31.5883	15,794.15	-7,134.15	197	
03/19/13	TARGET CORP C TGT	100	72 61	7,261 00	66 3514	6,635 14	625 86	224	3 08%
01/24/12		50		3,630 50	50 5752	2,528 76	1,101 74	112	

EQUITIES AND OPTIONS continue on page 26

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

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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
01/25/12	TARGET CORP (continued)	75		5,445 75	50 9224	3,819 18	1,626 57	168	
01/27/12		100		7,261 00	50 1782	5,017 82	2,243 18	224	
01/30/12		100		7,261 00	50 3117	5,031 17	2,229 83	224	
Total		425		30,859.25	54,1931	23,032.07	7,827.18	952	
10/25/13	TELE2 AB ADR C TLTZV	250	5 005	1,251 25	6 1687	1,542 17	-290 92	218	17 50%
11/21/11		500		2,502 50	9 4216	4,710 80	-2,208 30	437	
11/22/11		250		1,251 25	9 5941	2,398 53	-1,147 28	218	
11/23/11		200		1,001 00	9 4946	1,898 92	-897 92	175	
02/15/12		250		1,251 25	9 5192	2,379 80	-1,128 55	218	
02/16/12		250		1,251 25	9 4227	2,355 67	-1,104 42	218	

EQUITIES AND OPTIONS continue on page 27

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

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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
07/03/13	TELE2 AB ADR (continued)	750	3,753 75		5 8143	4,360 72	-606 97	656	
07/05/13		500	2,502 50		5 9045	2,952 25	-449 75	437	
07/08/13		250	1,251 25		5 9044	1,476 10	-224 85	218	
07/12/13		250	1,251 25		6 1436	1,535 90	-284 65	218	
10/16/13		250	1,251 25		6 3178	1,579 45	-328 20	218	
10/17/13		500	2,502 50		6 5289	3,264 45	-761 95	437	
10/18/13		250	1,251 25		6 5641	1,641 03	-389 78	218	
10/24/13		500	2,502 50		6 0326	3,016 30	-513 80	437	
Total		4,950	24,774.75		7.0934	35,112.09	-10,337.34	4,323	
08/31/12	THERMO FISHER C SCIENTIFIC INC TMO	25	141 85	3,546 25	57 3384	1,433 46	2,112 79	15	0 42%

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/Security ID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost ³	Unrealized Gain or Loss	Estimated Annual Income ^a	Estimated 30-Day Yield ^b
08/29/12	THERMO FISHER (continued)	75		10,638.75	57,2040	4,290.30	6,348.45	45	
08/30/12		100		14,185.00	56,8176	5,681.76	8,503.24	60	
Total		200		28,370.00	57,0276	11,405.52	16,964.48	120	
03/28/13	TIM PARTICIPACOE S A C SPONSORED ADR TSU	150	8.48	1,272.00	21,8231	3,273.46	-2,001.46	95	7.48%
01/26/12		100		848.00	27,8827	2,788.27	-1,940.27	63	
01/27/12		50		424.00	27,8078	1,390.39	-966.39	31	
02/03/12		50		424.00	27,9748	1,398.74	-974.74	31	
02/06/12		100		848.00	27,6628	2,766.28	-1,918.28	63	
03/21/13		150		1,272.00	20,7817	3,117.26	-1,845.26	95	

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



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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
03/25/13	TIM PARTICIPACOE S A (continued)	100		848 00	21 1280	2,112 80	-1,264 80	63	
Total		700		5,936.00	24.0674	16,847.20	-10,911.20	441	
05/14/13	TOKYO GAS COMPANY LTD C ADR TKGSY	100	18 745	1,874 50	23 9093	2,390 93	-516 43	32	1 74%
11/22/11		74 5		1,396 50	17 2173	1,282 69	113 81	24	
11/25/11		250		4,686 25	17 0288	4,257 21	429 04	81	
11/28/11		125		2,343 12	16 8796	2,109 95	233 17	40	
11/29/11		187 5		3,514 69	16 7492	3,140 47	374 22	61	
05/10/13		100		1,874 50	23 3622	2,336 22	-461 72	32	
05/13/13		100		1,874 50	23 6362	2,363 62	-489 12	32	
Total		937		17,564.06	19.0833	17,881.09	-317.03	302	

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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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	TOTAL S A C SPONSORED ADR TOT	100	44 95	4,495 00	53 7045	5,370 45	-875 45	235	5 23%
11/21/11		275		12,361 25	48 9320	13,456 30	-1,095 05	646	
11/22/11		25		1,123 75	48 6192	1,215 48	-91 73	58	
10/29/15		4		179 80	40 3900	161 56	18 24	9	
Total		404		18,159.80	50.0094	20,203.79	-2,043.99	948	
09/24/13	UNION PACIFIC CORP C UNP	200	78 20	15,640 00	79 5866	15,917 31	-277 31	440	2 81%
08/26/13		60		4,692 00	78 6822	4,720 93	-28 93	132	
08/27/13		130		10,166 00	77 3977	10,061 70	104 30	286	
Total		390		30,498.00	78.7178	30,699.94	-201.94	858	
01/07/14	VALERO ENERGY CORP C VLO	100	70 71	7,071 00	50 5114	5,051 14	2,019 86	200	2 83%

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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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	VALERO ENERGY CORP (continued)	150		10,606.50	49.9678	7,495.17	3,111.33	300	
Total		250		17,677.50	50.1852	12,546.31	5,131.19	500	
04/05/13	VIACOM INC CL B NEW C VIAB	125	41.16	5,145.00	62.7298	7,841.22	-2,696.22	200	3.89%
03/04/13	VOLKSWAGEN A G SPONSORED C ADR REPRESENTING PREF SH VLKPY	50	28.89	1,444.50	42.4470	2,122.35	-677.85	55	3.81%
07/06/12		250		7,222.50	32.7575	8,189.38	-966.88	275	
07/09/12		50		1,444.50	32.1698	1,608.49	-163.99	55	
03/01/13		150		4,333.50	42.6607	6,399.11	-2,065.61	165	
Total		500		14,445.00	36.6387	18,319.33	-3,874.33	550	
10/22/12	WALGREENS BOOTS ALLIANCE C INC WBA	200	85.155	17,031.00	36.0576	7,211.52	9,819.48	288	1.69%
12/11/12		100		8,515.50	36.7240	3,672.40	4,843.10	144	
Total		300		25,546.50	36.2797	10,883.92	14,662.58	432	

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

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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 ^b
01/13/14	WHARF HLDGS LTD ADR C WARFY	50	10 94	547 00	15 2832	764 16	-217 16	23	4 27%
11/21/11		200		2,188 00	9 5240	1,904 80	283 20	93	
11/23/11		150		1,641 00	9 5899	1,438 49	202 51	70	
11/25/11		250		2,735 00	9 4752	2,368 80	366 20	116	
12/07/11		50		547 00	9 7462	487 31	59 69	23	
01/06/14		150		1,641 00	14 6808	2,202 12	-561 12	70	
01/07/14		100		1,094 00	14 8160	1,481 60	-387 60	46	
01/08/14		100		1,094 00	15 0387	1,503 87	-409 87	46	
01/09/14		150		1,641 00	15 1518	2,272 77	-631 77	70	

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



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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
01/10/14	WHARF HLDGS LTD ADR (continued)	150		1,641 00	15 4211	2,313 16	-672 16	70	
Total		1,350		14,769.00	12.3978	16,737.08	-1,968.08	627	
02/26/14	WILMAR INTERNATIONAL LTD C ADR WLMW	25	20 50	512 50	27 4400	686 00	-173 50	14	2 89%
02/10/14		50		1,025 00	25 5042	1,275 21	-250 21	29	
02/12/14		50		1,025 00	25 5298	1,276 49	-251 49	29	
02/13/14		100		2,050 00	25 4826	2,548 26	-498 26	59	
02/14/14		100		2,050 00	25 3519	2,535 19	-485 19	59	
02/18/14		100		2,050 00	25 6706	2,567 06	-517 06	59	
02/20/14		75		1,537 50	26 4791	1,985 93	-448 43	44	

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



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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
02/25/14	WILMAR INTERNATIONAL LTD (continued)	100		2,050 00	27 4301	2,743 01	-693 01	59	
Total		600		12,300.00	26.0286	15,617.15	-3,317.15	352	
05/29/12	ZIMMER BIOMET HOLDINGS C INC ZBH	150	102 59	15,388 50	62 2104	9,331 56	6,056 94	132	0 86%
05/02/12		100		10,259 00	63 7173	6,371 73	3,887 27	88	
05/03/12		25		2,564 75	64 2192	1,605 48	959 27	22	
05/24/12		50		5,129 50	61 4800	3,074 00	2,055 50	44	
Total		325		33,341.75	62.7162	20,382.77	12,958.98	286	
TOTAL EQUITIES AND OPTIONS				\$3,058,859.29		\$1,137,298.73 *	\$1,910,233.69	\$101,975	
						\$30,621.77			

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 *	ALLIANZGI R GLOBAL WATER CL A AWTAX	5,732 972	\$12 67	\$72,636 75	\$13 14	\$75,338 84 75,000 00	-\$2,702 09	\$170	0 24%

MUTUAL FUNDS, ETFs AND CLOSED-END FUNDS 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

* Book Cost: \$2,365,230.42



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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*	ALLIANZGI R GLOBAL WATER CL P AWTPX	1,901 618	12 71	24,169 56	13 31	25,315 75 25,000 00	-1,146 19	175	0 73%
07/14/14*	FRANKLIN R UTILITIES ADVISOR CL FRUAX	8,147 141	15 52	126,443 62	16 62	135,372 72 125,000 00	-8,929 10	3,945	3 13%
11/05/14*	GREEN BALANCED R GCBX	8,603 719	22 89	196,939 12	24 75	212,901 12 200,000 00	-15,962 00	204	0 10%
11/05/14*	GREEN EQUITY R GCEQX	6,418 569	31 78	203,982 12	32 06	205,803 27 200,000 00	-1,821 15	1,220	0 60%
07/24/14*	HENNESSY R GAS UTILITY INDEX INVESTOR CL GASFX	2,718 576	24 31	66,088 58	29 17	79,310 65 75,000 00	-13,222 07	1,910	2 90%
TOTAL MUTUAL FUNDS, ETFs AND CLOSED-END FUNDS							-\$43,782.60	\$7,624	

* 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 MOODY'S RATING A2 S&P RATING A- 0258M0D0G1	40,000	\$100 1104	\$40,044 16	\$99 9770	\$39,990 80	\$53 36	\$520	\$219 56 1 30%

CORPORATE BONDS 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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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 MOODY'S RATING A2 S&P RATING A- 035242AD8	75,000	100 0004	75,000 30	99 9940	74,995 50	4 80	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 MOODY'S RATING AA1 S&P RATING AA+ 037833AG5	40,000	99 8852	39,954 08	99 7770	39,910 80	43 28	—	—
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 MOODY'S RATING A2 S&P RATING A- 05531FAK9	40,000	100 785	40,314 00	102 9090	41,163 60	-849 60	860	236 50 2 13%
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 MOODY'S RATING AA2 S&P RATING AA 084664BS9	40,000	100 4792	40,191 68	101 8390	40,735 60	-543 92	640	81 78 1 59%

CORPORATE BONDS continue on page 37



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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.
10/02/13	COCA COLA CO NOTE CPN 1 800% DUE 09/01/16 DTD 08/10/11 FC 03/01/12 MOODY'S RATING AA3 S&P RATING AA 191216AU4	40,000	100 6149	40,245 96	102 8020	41,120 80	-874 84	720	240 00 1 79%
02/28/12	KREDITANSTALT FUR WIEDERAUFBAU KFW SR NOTE CPN 1 250% DUE 02/15/17 DTD 02/15/12 FC 08/15/12 MOODY'S RATING AAA S&P RATING AAA 500769EY6	45,000	100 2595	45,116 77	99 6290	44,833 05	283 72	562	212 50 1 25%
11/17/11	STATOIL ASA GTD NOTE CPN 1 800% DUE 11/23/16 DTD 11/23/11 FC 05/23/12 MOODY'S RATING AA2 S&P RATING AA- 85771PAD4	50,000	100 3406	50,170 30	99 8190	49,909 50	260 80	900	96 17 1 79%
09/01/11	TEXAS INSTRUMENTS INC NOTE CPN 2 375% DUE 05/16/16 DTD 05/23/11 FC 11/15/11 MOODY'S RATING A1 S&P RATING A+ 882508AR5	50,000	100 5907	50,295 35	103 5070	51,753 50	-1,458 15	1,187	151 74 2 36%

CORPORATE BONDS continue on page 38



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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
09/25/13	TOYOTA MTR CR CORP MEDIUM TERM NOTE CPN 0.800% DUE 05/17/16 DTD 05/17/13 FC 11/17/13 MOODY'S RATING AA3 S&P RATING AA- 89236TAL9	80,000	99.9807	79,984.56	99.8860	79,908.80	75.76	640	78.22 0.80%
TOTAL CORPORATE BONDS				\$501,317.16		\$504,321.95	-\$3,004.79	\$6,629	\$1,593.14

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 MOODY'S RATING AAA S&P RATING AA+ 3130AOC65	30,000	\$99.8016	\$29,940.48	\$99.7440	\$29,923.20	\$17.28	\$187	\$1.50 0.63%
11/14/13		25,000		24,950.40	99.7140	24,928.50	21.90	156	1.37
Total		55,000		54,890.88	--	54,851.70	39.18	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 MOODY'S RATING AAA S&P RATING AA+ 3137EADT3	40,000	100.0013	40,000.52	100.1870	40,028.65	-28.13	350	125.42 0.87%

GOVERNMENT AND AGENCY BONDS continue on page 39



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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 MOODY'S RATING AAA S&P RATING NOT RATED 912810EM6	130,000	132.25	171,925.00	147.0354	191,145.97	-19,220.97	9,425	3,559.40 5.48%
03/18/13		101,000		133,572.50	147.0354	148,505.71	-14,933.21	7,322	2,766.42
Total		231,000		305,497.50	147.0350	339,651.68	-34,154.18	16,747	6,325.82
TOTAL GOVERNMENT AND AGENCY BONDS				\$400,388.90		\$434,532.03 *	-\$34,143.13	\$17,440	\$6,454.11
Value of Your LPL Financial Account									
				Market Value		Cost Basis/ Purchase Cost⁴	Unrealized Gain or Loss	Estimated Annual Income	
				\$10,701,002.68		\$8,860,372.64 *	\$1,829,303.17	\$133,668	
						\$6,780,799.35			

* Book Cost: \$436,029.50

** Total Book Cost: \$9,849,231.80

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



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