EXTENDED TO NOVEMBER 15, 2017

Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052 **2016** Open to Public Inspection

For calendar year 2016 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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 10,032,542.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	603.	603.		STATEMENT 2
	4 Dividends and interest from securities	142,855.	139,959.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,326.			STATEMENT 1
	b Gross sales price for all assets on line 6a 518,773.				
	7 Capital gain net income (from Part IV, line 2)		12,200.		
	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	39.	39.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	152,823.	152,801.		
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 STMT 5	8,250.	0.		8,250.
	b Accounting fees STMT 6	21,535.	0.		21,535.
	c Other professional fees STMT 7	57,465.	57,465.		0.
	17 Interest				
	18 Taxes STMT 8	8,854.	2,986.		4,949.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	9,166.	461.		8,705.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	166,850.	60,912.		105,019.
	25 Contributions, gifts, grants paid	778,000.			778,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	944,850.	60,912.		883,019.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-792,027.			
	b **Net investment income** (if negative, enter -0-)		91,889.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12490709 744414 HANDLEMAN 2016.03050 LYNN HANDLEMAN CHARITABLE F HANDLE01

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,809,608.	3,900,565.	3,900,565.
	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.	11,856.	11,856.
	10a Investments - U.S. and state government obligations STMT 10	436,030.	381,178.	334,617.
	b Investments - corporate stock STMT 11	2,365,230.	2,248,652.	3,289,213.
	c Investments - corporate bonds STMT 12	504,322.	166,643.	165,230.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	734,042.	2,361,577.	2,331,061.
	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)	9,862,007.	9,070,471.	10,032,542.
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 ▶ STATEMENT 14)	0.	491.	
	23 **Total liabilities** (add lines 17 through 22)	0.	491.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	9,862,007.	9,069,980.	
	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**	9,862,007.	9,069,980.	
	31 **Total liabilities and net assets/fund balances**	9,862,007.	9,070,471.	

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	9,862,007.
2	Enter amount from Part I, line 27a	2	-792,027.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,069,980.
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	9,069,980.

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	P		
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	506,811.		506,573.	238.
b	11,962.			11,962.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				238.
b				11,962.
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** 12,200.

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))
2015	1,053,239.	11,088,498.	.094985
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

2 **Total** of line 1, column (d)	2	.340671
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.068134
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	10,330,648.
5 Multiply line 4 by line 3	5	703,868.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	919.
7 Add lines 5 and 6	7	704,787.
8 Enter qualifying distributions from Part XII, line 4	8	883,019.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	919.
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	919.
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	919.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	12,775.		
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	12,775.
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	11,856.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	11,856.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL,CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ WWW.LEFTTILTFUND.ORG

14 The books are in care of ▶ V. SCHWARTZ Telephone no. ▶ 415-216-7370

Located at ▶ PO BOX 3610, OAKLAND, CA ZIP+4 ▶ 94609

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

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCOTT HANDLEMAN PO BOX 3610 OAKLAND, CA 94609	TRUSTEE 5.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANGELA M. FITZSIMONS PO BOX 3610, OAKLAND, CA 94609	NONE 40.00	0.	0.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
AXA ADVISORS LLC - 1290 AVENUE OF THE AMERICAS, NEW YORK, NY 10104-2702	INVESTMENT MANAGEMENT	57,465.
Total number of others receiving over $50,000 for professional services	▶	0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	4,947,130.
b	Average of monthly cash balances		1b	5,528,982.
c	Fair market value of all other assets		1c	11,856.
d	**Total** (add lines 1a, b, and c)		1d	10,487,968.
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	10,487,968.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	157,320.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	10,330,648.
6	**Minimum investment return.** Enter 5% of line 5		6	516,532.

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	516,532.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 919.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	919.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	515,613.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	515,613.
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	515,613.

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	883,019.
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	883,019.
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	919.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	882,100.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				515,613.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014 192,632.				
e From 2015 500,558.				
f Total of lines 3a through e	693,190.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 883,019.				
a Applied to 2015, 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 2016 distributable amount				515,613.
e Remaining amount distributed out of corpus	367,406.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,060,596.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,060,596.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014 192,632.				
d Excess from 2015 500,558.				
e Excess from 2016 367,406.				

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 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT ATTACHED PO BOX 8654 PITTSBURGH, PA 15221	N/A	PC	SEE STATEMENT ATTACHED	778,000.
Total			▶ 3a	778,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	603.	
4 Dividends and interest from securities			14	142,855.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	39.	
8 Gain or (loss) from sales of assets other than inventory			18	9,326.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		152,823.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 152,823.

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

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

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

623621 11-23-16

Form **990-PF** (2016)

12490709 744414 HANDLEMAN 2016.03050 LYNN HANDLEMAN CHARITABLE F HANDLE01

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Scott Handleman 9-11-17 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL HELMS, CPA	Michael Helms	JUL 11 2017		P00946706
Firm's name ▶ HELMS & ASSOCIATES, CPAS LLP			Firm's EIN ▶ 27-4329620	
Firm's address ▶ 111 PINE STREET, SUITE 1800 SAN FRANCISCO, CA 94111			Phone no. (415) 433-1041	

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

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
506,811.	509,447.	0.	0.	-2,636.

CAPITAL GAINS DIVIDENDS FROM PART IV	11,962.
TOTAL TO FORM 990-PF, PART I, LINE 6A	9,326.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LPL FINANCIAL #6554	603.	603.	
TOTAL TO PART I, LINE 3	603.	603.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LPL FINANCIAL #6554	154,817.	11,962.	142,855.	139,959.	
TO PART I, LINE 4	154,817.	11,962.	142,855.	139,959.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	39.	39.	
TOTAL TO FORM 990-PF, PART I, LINE 11	39.	39.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,250.	0.		8,250.
TO FM 990-PF, PG 1, LN 16A	8,250.	0.		8,250.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,535.	0.		21,535.
TO FORM 990-PF, PG 1, LN 16B	21,535.	0.		21,535.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	57,465.	57,465.		0.
TO FORM 990-PF, PG 1, LN 16C	57,465.	57,465.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	2,986.	2,986.		0.
EXCISE TAX	919.	0.		0.
PAYROLL TAXES	4,949.	0.		4,949.
TO FORM 990-PF, PG 1, LN 18	8,854.	2,986.		4,949.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	7,720.	0.		7,720.
PAYROLL PROCESSING FEES	915.	0.		915.
FILING FEES	210.	200.		10.
BANK FEES	60.	0.		60.
ADR FEES	261.	261.		0.
TO FORM 990-PF, PG 1, LN 23	9,166.	461.		8,705.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT AND AGENCY BONDS - SEE ATTACHED	X		381,178.	334,617.
TOTAL U.S. GOVERNMENT OBLIGATIONS			381,178.	334,617.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			381,178.	334,617.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS AND OPTIONS - SEE ATTACHED	2,248,652.	3,289,213.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,248,652.	3,289,213.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED	166,643.	165,230.
TOTAL TO FORM 990-PF, PART II, LINE 10C	166,643.	165,230.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHED	COST	2,361,577.	2,331,061.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,361,577.	2,331,061.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FOREIGN TAX WITHHOLDING PAYABLE	0.	491.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	491.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

V. SCHWARTZ
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 CHARITABLE ORGANIZATIONS.

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

2016 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
AVENUE 50 STUDIO INC. 131 N Avenue 50 Los Angeles, CA 90042	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
RED SALMON ARTS 4926 E. Cesar Chavez St., Unit C1 Austin, TX 78702	N/A	PUBLIC CHARITY	EQUILIBRIO WOMEN'S CENTER	10,000
BEND THE ARC PO Box 7870 Oakland, CA 94601	N/A	PUBLIC CHARITY	FOR HAND IN HAND: THE DOMESTIC EMPLOYERS' NETWORK	20,000
BREAD & ROSES MISSOURI 2725 Clifton Avenue Saint Louis, MO 63139	N/A	PUBLIC CHARITY	YOUTH ARTS INITIATIVE	5,000
CENTER FOR PARTICIPATORY CHANGE 610 Haywood Road Asheville, NC 28806	N/A	PUBLIC CHARITY	NUESTRAS ESCUELAS CAMP	5,000
COMMUNITY ACTION FUND FOR WOMEN IN AFRICA 801 Cold Springs Road Santa Barbara, CA 93108	N/A	PUBLIC CHARITY	FUNCTIONAL ADULT LITERACY PROGRAM	5,000
CRITICAL RESISTANCE 1904 Franklin Street #504 Oakland, CA 94612	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
DAKOTA RURAL ACTION Box 549 Brookings, SD 57006	N/A	PUBLIC CHARITY	SOUTH DAKOTA PIPELINE PROGRAM	7,500
EMPOWERMENT WORKS 1793 Northwood CT Oakland, CA 94611	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
FACTS EDUCATION FUND 1137 East Redondo Beach Blvd. Inglewood, CA 90302	N/A	PUBLIC CHARITY	FAIR CHANCE PROJECT	10,000
FAMILIES FOR JUSTICE AS HEALING INC. 42 Seaverns Avenue Jamaica Plain, MA 02130	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000

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

2016 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
FORT COLLINS COMMUNITY ACTION NETWORK PO Box 400 Fort Collins,	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
FUND FOR THE CITY OF NEW YORK, INC. 121 Avenue of the Americas, 6th Floc New York, NY 10013-1590	N/A	PUBLIC CHARITY	IMMIGRANT DEFENSE PROJECT: VIDEO SERIES	10,000
GEORGIA LATINO ALLIANCE FOR HUMAN RIGHTS 7 Dunwoody Park, Suite 110 Atlanta, GA 30338	N/A	PUBLIC CHARITY	EDUCATION NOT SEGREGATION, ADVANCE HUMAN RIGHTS FOR UNDOCUMENTED STUDENTS	5,000
JUSTICE COMMITTEE, INC. 666 Broadway New York, NY 10012	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
LABORATORY TO COMBAT HUMAN TRAFFICKING 1031 33rd Street Denver, CO 80205	N/A	PUBLIC CHARITY	ANTI-TRAFFICKING YOUTH RESIDENT LEADERSHIP PROGRAM	5,000
LABOR'S TRAINING & COMMUNITY DEVELOPMENT ALLIANCE 4265 Fairmont Avenue San Diego, CA 92105	N/A	PUBLIC CHARITY	UNITED TAXI WORKERS OF SAN DIEGO	20,000
LATINO UNION OF CHICAGO 3416 W. Bryn Mawr Chicago, IL 60659	N/A	PUBLIC CHARITY	CHICAGO COALITION OF HOUSEHOLD WORKERS PROGRAM	10,000
MASS VOTE 41 West Street Suite 700 Boston, MA 02111	N/A	PUBLIC CHARITY	NEW START PROJECT	5,000
MECA INC. 2005 West 8th Street, #103 Erie, PA 16505	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
MIAMI WORKERS CENTER 8330 Biscayne Blvd., Suite 1 Miami, FL 33138	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
MINNESOTA PRISION WRITING WORKS 1425 Grantham Street Saint Paul, MN 55108	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
MIZNA 2446 University Ave W, Suite 115 Saint Paul, MN 55114	N/A	PUBLIC CHARITY	11TH TWIN CITIES ARAB FILM FEST	5,000

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

2016 FORM 990-PF - PART XV - *Grants and Contributions Paid During the Year*

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
MN 350 2104 Stevens Avenue Minneapolis, MN 55404	N/A	PUBLIC CHARITY	EXTREME OIL CAMPAIGN	5,000
MUJERAS UNIDAS Y ACTIVAS 3543 18th Street, Ste. 23 San Francisco, CA 94110	N/A	PUBLIC CHARITY	DOMESTIC WORKERS PROJECT	20,000
RESTAURANT OPPORTUNITIES CENTER UNITED 275 Seventh Avenue New York, NY 10001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
SAFE (STANDING AGAINST FORECLOSURE AND EVICTION) 5623 Rainier Avenue S Seattle, WA 98118		PUBLIC CHARITY	GENERAL SUPPORT	5,000
NEW ISRAEL FUND 2100 M Street NW #619 Washington, DC 20037	N/A	PUBLIC CHARITY	SEDAKA-REUT/ARAB JEWISH PARTNERSHIP	10,000
SOUTHERN SUDANESE COMMUNITY CENTER 4077 Fairmount Avenue San Diego, CA 92105	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
SOUTHSIDE PRESBYTERIAN CHURCH 317 W 23rd Street Tucson, AZ 85713	N/A	PUBLIC CHARITY	SOUTHSIDE WORKER CENTER	5,000
SUGAR LAW CENTER 4605 Cass Avenue Detroit, MI 48201	N/A	PUBLIC CHARITY	UNITED HISPANIC WORKERS OF DETROIT	5,000
TEXAS TENANTS' UNIION 8035 East RL Thornton Fwy Dallas, TX 75228	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500
TIDES CENTER PO Box 29907 San Francisco, CA 94129-0000	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
WHEELOCK MOUNTAIN FARM, INC. 91 West Wheelock Road Greensboro Bend, VT 05842	N/A	PUBLIC CHARITY	IMMIGRANT JUSTICE: MILK WITH DIGNITY PROGRAM	10,000
YOUTH SENTENCING & REENTRY PROJECT 123 South Broad Street, 24th Floor Philadelphia, PA 19109	N/A	PUBLIC CHARITY	GENERAL SUPPORT	6,000

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

2016 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
PEACE DEVELOPMENT FUND 3221 22nd Street San Francisco, CA 94110	N/A	PUBLIC CHARITY	FOR ART FORCES; BAY PEACE	20,000
CAUSA JUSTA : JUST CAUSE PO Box 3596 Oakland, CA 94609	N/A	PUBLIC CHARITY	FAMILY STABILITY & RESILIANCE PROGRAM	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
COALITION ON HOMELESSNESS 468 Turk Street San Francisco, CA 94102	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
DOOR DOG MUSIC PRODUCTIONS, INC. DBA SF WORLD MUSIC 1007 General Kennedy Ave., Ste. 215 San Francisco, CA 94129-0000	N/A	PUBLIC CHARITY	FOR THE IMMIGRANT MASTERS' INITIATIVE	10,000
EAST BAY ALLIANCE FOR A SUSTAINABLE ECONOMY 1814 Franklin Street, Suite 325 Oakland, CA 94612	N/A	PUBLIC CHARITY	COMMUNICATION SUPPORT	20,000
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, 4th Fl Washington DC 20009	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
INTERNATIONAL MEDIA PROJECT 1714 Franklin Street #100-251 Oakland, CA 94612	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
JEWISH VOICE FOR PEACE 1611 Telegraph Ave., Suite 550 Oakland, CA 94612	N/A	PUBLIC CHARITY	CAMPUS ORGANIZING PROJECT	20,000
JEWS FOR RACIAL AND ECONOMIC JUSTICE 330 7th Ave #1901 New York, NY 10001	N/A	PUBLIC CHARITY	CARING MAJORITY PROGRAM	10,000
KOAHNIC BROADCAST CORPORATION 3600 San Jeronimo Drive, Suite 480 Anchorage, Alaska 99508	N/A	PUBLIC CHARITY	TOXIC EXPOSURE, WATER, AIR & HEALTH SERIES	10,000

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

2016 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
FRACTURED ATLAS 248 W. 35th Street, 10th Floor NY, NY 10001	N/A	PUBLIC CHARITY	SUPPORT FOR SPECIFIED INDEPENDENT PRODUCTIONS; EVENTS	27,000
NETWORK ON WOMEN IN PRISON 1540 Market Street, Suite 490 San Francisco, CA 94102	N/A	PUBLIC CHARITY	LSPC; CALIFORNIA COALITION FOR PRISONERS	20,000
UNITARIAN UNIVERSALIST CHURCH OF TUCSON 4831 E 22nd St Tucson, AZ 85711	N/A	PUBLIC CHARITY	FOR NO MORE DEATHS	10,000
OAKTOWN JAZZ WORKSHOP PO Box 3568 Oakland, CA 94609	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
PICTURE THE HOMELESS 104 East 126th 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	PRISON RADIO	5,000
PROJECT AVARY INC. 1623 5th Avenue, Bldg. C San Rafael, CA 94901	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
DANCERS GROUP 44 Gough Street SF CA 94103	N/A	PUBLIC CHARITY	FOR SINS INVALID	20,000
SOUTHERN MAINE WORKERS' CENTER 68 Washington Ave. Portland, Me 04101	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
THE SYLVIA RIVERA LAW PROJECT 147 W. 24th, 5th 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	HOMELESS TROUPE PROJECT OF FALL 2016	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

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

2016 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
UNITED WORKERS ASSOCIATION PO Box 41547 Baltimore, MD 21203	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
WECOUNT!, INC. PO Box 344116 Florida City, FL 33034	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500
WESTERN COLORADO CONGRESS PO Box 1931 Grand Junction, CO 81502	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
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 INC. 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
NORTHERN PLAINS RESOURCE COUNCIL 220 S 27th St, Suite A Billings, Montana 59101	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
POWDER RIVER BASIN RESOURCE COUNCIL 934 N Main St Sheridan, WY 82801	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500
THE IDAHO ORGANIZATION OF RESOURCE COUNCILS 910 Main Street, Suite 244 Boise, ID 83702	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
FILIPINO ADVOCATES FOR JUSTICE 310 8th Street, Suite 309 Oakland, CA 94607	N/A	PUBLIC CHARITY	WORKER SUPPORT PROJECT	10,000
EARTH ISLAND INSTITUTE 300 Broadway Street, Suite 28 San Francisco, CA 94133	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
WARREN J, PLAUT CHARITABLE TRUST 42 Gothic St. Northampton, MA 01060	N/A	PUBLIC CHARITY	FOR PIONEER VALLEY WORKER CENTER	7,500

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

2016 FORM 990-PF - PART XV - Grants and Contributions Paid During the Year

Name of Recipient	Relationship	Foundation Status	Purpose	Amount
PROJECT ON YOUTH & NON-MILITARY OPPORTUNITIES PO Box 230157 Encinitas, CA 92032	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
STUDENT ACTION WITH FARMWORKERS 1317 W. Pettigrew Street Durham, NC 27705	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
WORKERS RIGHTS CONSORTIUM 5 Thomas Circle NW, Fifth Floor Washington DC 20005	N/A	PUBLIC CHARITY	PROJECT ON YOUTH NON- GENERAL SUPPORT	10,000
				$ 778,000

Account Holdings as of December 31, 2016

CASH AND CASH EQUIVALENTS

Description	Interest Paid in December[1]	Blended Interest Rate[1]	Current Balance
Cash			$637 50
Money Market Funds			2,498,415 61
Insured Cash Account[2]			
Goldman Sachs Bank USA			246,502 03
Century Bank & Trust Company			246,502 02
Citibank NA			246,502 02
US Bank National Association			246,502 02
Wells Fargo Bank NA			246,502 02
Barclays Bank Delaware			246,502 01
Banc of California NA			20,999 30
Total Insured Cash Account	12 65	0 010%	1,500,011 42
TOTAL CASH AND CASH EQUIVALENTS			**$3,999,064.53**

EQUITIES AND OPTIONS

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
01/06/14	AETNA INC NEW C AET	100.	$124 01	$12,401 00	$67 5611	$6,756 11 —	$5,644 89	$100	0 81%
11/01/12		100		12,401 00	44 3234	4,432 34 —	7,968 66	100	
11/02/12		75		9,300 75	44 0527	3,303 95 —	5,996 80	75	

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 Bank Deposit Sweep Accounts are FDIC insured, are not obligations of LPL Financial or SIPC, and are not available for margin purposes See message section for further information.
3 Purchase Cost equals Cost Basis of Equities and Mutual Funds less any reinvested dividends and interest
a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated.

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
11/07/12	AETNA INC NEW (continued)	75		9,300 75	43 0587	3,229 40 —	6,071 35	75	
11/08/12		150		18,601 50	42 7650	6,414 75 —	12,186 75	150	
11/09/12		25		3,100 25	42 7972	1,069 93 —	2,030 32	25	
Total		**525**		**65,105.25**	**48.0123**	**25,206.48** —	**39,898.77**	**525**	
02/16/12	ALLIANZ SE SPONSORED C ADR REPSTG 1/10 SH AZSEY	100	16 48	1,648 00	11 4559	1,145 59 —	502 41	83	5 04%
11/21/11		500		8,240 00	9 5062	4,753 10 —	3,486 90	415	
11/22/11		100		1,648 00	9 5746	957 46 —	690 54	83	
Total		**700**		**11,536.00**	**9.7945**	**6,856.15** —	**4,679.85**	**581**	
04/24/13	AMERICAN INTL GROUP INC C NEW AIG	200	65 31	13,062 00	41 4700	8,294 00 —	4,768 00	256	1 96%

EQUITIES AND OPTIONS continue on page 5

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

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]
04/23/13	AMERICAN INTL GROUP INC (continued)	250		16,327 50	40 6699	10,167 47 —	6,160 03	320	
Total		**450**		**29,389.50**	**41.0255**	**18,461.47** —	**10,928.03**	**576**	
09/27/13	AMERICAN WATER WORKS C COMPANY INC NEW AWK	100	72 36	7,236 00	40 9626	4,096 26 —	3,139 74	150	2 07%
06/11/13		50		3,618 00	39 8028	1,990 14 —	1,627 86	75	
06/12/13		150		10,854 00	40 4890	6,073 35 —	4,780 65	225	
06/13/13		50		3,618 00	40 5466	2,027 33 —	1,590 67	75	
06/14/13		50		3,618 00	40 8804	2,044 02 —	1,573 98	75	
06/19/13		100		7,236 00	40 8300	4,083 00 —	3,153 00	150	
06/20/13		100		7,236 00	39 8020	3,980 20 —	3,255 80	150	
06/21/13		50		3,618 00	39 3748	1,968 74 —	1,649 26	75	

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 informationon how this figure is calculated.

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
07/03/13	AMERICAN WATER WORKS (continued)	100		7,236 00	40 1698	4,016 98 —	3,219 02	150	
07/05/13		100		7,236 00	40 1949	4,019 49 —	3,216 51	150	
09/25/13		50		3,618 00	40 7358	2,036 79 —	1,581 21	75	
09/26/13		50		3,618 00	41 0666	2,053 33 —	1,564 67	75	
Total		**950**		**68,742.00**	**40.4101**	**38,389.63** —	**30,352.37**	**1,425**	
09/16/13	APPLE INC C AAPL	245	115 82	28,375 90	64 7675	15,868 04 —	12,507 86	558	1 97%
08/26/13		350		40,537 00	72 1220	25,242 69 —	15,294 31	798	
Total		**595**		**68,912.90**	**69.0937**	**41,110.73** —	**27,802.17**	**1,356**	
09/18/13	BRIDGESTONE CORP ADR C LTD BRDCY	300	18 05	5,415 00	17 7999	5,339 97 —	75 03	194	3 59%
07/03/13		300		5,415 00	18 0040	5,401 19 —	13 81	194	

EQUITIES AND OPTIONS continue on page 7

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

Account Holdings as of December 31, 2016

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]
07/05/13	BRIDGESTONE CORP ADR (continued)	300		5,415 00	18 2011	5,460 32 —	-45 32	194	
09/17/13		400		7,220 00	17 5612	7,024 48 —	195 52	258	
Total		**1,300**		**23,465.00**	**17.8661**	**23,225.96** —	**239.04**	**840**	
09/30/13	BROADCOM LTD C AVGO	50	176 77	8,838 50	42 9332	2,146 66 2,146 66	6,691 84	204	2 31%
09/21/12		50		8,838 50	35 4472	1,772 36 1,772 36	7,066 14	204	
09/24/12		50		8,838 50	34 5732	1,728 66 1,728.66	7,109 84	204	
11/30/12		125		22,096 25	34 8426	4,355 32 4,355 32	17,740 93	510	
12/03/12		50		8,838 50	35 0140	1,750 70 1,750 70	7,087 80	204	
05/09/13		200		35,354 00	33 8589	6,771 78 6,771 78	28,582 22	816	

EQUITIES AND OPTIONS continue on page 8

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

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
08/28/13	BROADCOM LTD (continued)	100		17,677 00	38 6887	3,868 87 3,868 87	13,808 13	408	
Total		**625**		**110,481.25**	**35.8310**	**22,394.35** **22,394.35**	**88,086.90**	**2,550**	
02/15/12	CENTURYLINK INC C CTL	100	23 78	2,378 00	37 9781	3,797 81 —	-1,419 81	216	9 08%
11/21/11		250		5,945 00	37 2545	9,313 63 —	-3,368 63	540	
02/14/12		100		2,378 00	37 7703	3,777 03 —	-1,399 03	216	
Total		**450**		**10,701.00**	**37.5299**	**16,888.47** —	**-6,187.47**	**972**	
06/14/10	CHUBB LTD C CB	150	132 12	19,818 00	51 5652	7,734 78 7,734 78	12,083 22	414	2 09%
11/19/08		30		3,963 60	41 6940	1,250 82 1,250 82	2,712 78	82	
12/10/08		25		3,303 00	48 2852	1,207 13 1,207 13	2,095 87	69	
04/29/09		25		3,303 00	47 2948	1,182 37 1,182 37	2,120 63	69	
Total		**230**		**30,387.60**	**49.4570**	**11,375.10** **11,375.10**	**19,012.50**	**634**	

EQUITIES AND OPTIONS continue on page 9

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

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

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
08/30/12	CITIGROUP INC NEW [C] C	200	59 43	11,886 00	29 6693	5,933 86 —	5,952 14	128	1 08%
08/20/12		250		14,857 50	29 8277	7,456 92 —	7,400 58	160	
Total		**450**		**26,743.50**	**29.7573**	**13,390.78** —	**13,352.72**	**288**	
11/04/13	CUMMINS INC [C] CMI	60	136 67	8,200 20	130 1150	7,806 90 —	393 30	246	3 00%
11/01/13		30		4,100 10	128 7290	3,861 87 —	238 23	123	
Total		**90**		**12,300.30**	**129.6530**	**11,668.77** —	**631.53**	**369**	
11/22/11	CVS HEALTH CORP [C] CVS	50	78 91	3,945 50	37 8234	1,891 17 —	2,054 33	100	2 53%
11/21/11		225		17,754 75	37 8298	8,511 70 —	9,243 05	450	
Total		**275**		**21,700.25**	**37.8286**	**10,402.87** —	**11,297.38**	**550**	
02/11/14	DBS GROUP HLDGS LTD [C] SPONS ADR DBSDY	75	47 745	3,580 88	51 7864	3,883 98 —	-303 10	132	3 71%
01/07/14		25		1,193 62	53 7712	1,344 28 —	-150 66	44	

EQUITIES AND OPTIONS continue on page 10

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

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]
01/08/14	DBS GROUP HLDGS LTD (continued)	75		3,580 88	54 4492	4,083 69 —	-502 81	132	
01/09/14		50		2,387 25	54 7690	2,738 45 —	-351 20	88	
01/10/14		25		1,193 62	54 8476	1,371.19 —	-177 57	44	
01/13/14		25		1,193 63	54 5452	1,363 63 —	-170 00	44	
01/14/14		100		4,774 50	54 2276	5,422 76 —	-648 26	177	
02/10/14		75		3,580 87	51 5440	3,865 80 —	-284 93	132	
Total		**450**		**21,485.25**	**53.4973**	**24,073.78** —	**-2,588.53**	**793**	
01/04/13	DOLLAR GENERAL CORP NEW C DG	150	74 07	11,110 50	43 9279	6,589 19 —	4,521 31	150	1 35%
12/11/12		250		18,517 50	43 5441	10,886 03 —	7,631 47	250	

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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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]
12/12/12	DOLLAR GENERAL CORP NEW (continued)	200		14,814 00	43 1181	8,623 62 —	6,190 38	200	
Total		**600**		**44,442.00**	**43.4981**	**26,098.84** —	**18,343.16**	**600**	
02/25/75	EXXON MOBIL CORP C XOM	5	90 26	451.30	1 9480	9 74 —	441 56	15	3 32%
11/25/69		3,184		287,387 84	2 7178	8,653 43 —	278,734 41	9,552	
11/25/69		556		50,184 56	2 7177	1,511 04 —	48,673 52	1,668	
11/25/69		3,409		307,696 34	1 9401	6,613 77 —	301,082 57	10,227	
12/04/69		3,409		307,696 34	1 9440	6,627 11 —	301,069 23	10,227	
12/05/69		357		32,222 82	1 9250	687.22 —	31,535 60	1,071	
12/05/69		3,383		305,349 58	2 7178	9,194 28 —	296,155 30	10,149	
01/22/70		555		50,094 30	2 7256	1,512 71 —	48,581 59	1,665	

EQUITIES AND OPTIONS continue on page 12

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

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

COPY

Account Holdings as of December 31, 2016

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]
02/02/70	EXXON MOBIL CORP (continued)	1,943		175,375 18	2 5615	4,976 96 —	170,398 22	5,829	
03/09/70		273		24,640 98	1 4063	383 91 —	24,257 07	819	
04/01/70		3,409		307,696 34	1 8111	6,173 87 —	301,522 47	10,227	
06/09/72		1,704		153,803 04	2 2472	3,829 24 —	149,973 80	5,112	
Total		**22,187**		**2,002,598.62**	**2.2614**	**50,173.28** * —	**1,952,425.34**	**66,561**	
01/08/14	HITACHI LTD ADR 10 COM C HTHIY	125	54 00	6,750 00	80 4700	10,058 75 —	-3,308 75	134	1 99%
01/07/14		175		9,450 00	79 1209	13,846 16 —	-4,396 16	188	
Total		**300**		**16,200.00**	**79.6830**	**23,904.91** —	**-7,704.91**	**322**	
03/21/13	ILLINOIS TOOL WORKS INC C ITW	50	122 46	6,123 00	62.9868	3,149 34 —	2,973 66	130	2 12%
03/19/13		75		9,184 50	62 1737	4,663 03 —	4,521 47	195	

EQUITIES AND OPTIONS continue on page 13

* Book Cost: $1,278,104.97

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

AXA ADVISORS

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
03/20/13	ILLINOIS TOOL WORKS INC (continued)	75		9,184 50	63 1053	4,732 90 —	4,451 60	195	
Total		**200**		**24,492.00**	**62.7264**	**12,545.27** —	**11,946.73**	**520**	
02/08/12	INTL BUSINESS MACHINES C CORP IBM	5	165 99	829 95	192 6700	963 35 —	-133 40	28	3 37%
11/21/11		65		10,789 35	180 9017	11,758 61 —	-969 26	364	
02/07/12		25		4,149 75	193 3152	4,832 88 —	-683 13	140	
Total		**95**		**15,769.05**	**184.7878**	**17,554.84** —	**-1,785.79**	**532**	
11/07/13	ITOCHU CORP ADR C ITOCY	50	26 40	1,320 00	24 8416	1,242 08 —	77 92	48	3 68%
11/21/11		125		3,300 00	19 4711	2,433 89 —	866 11	121	
11/22/11		150		3,960 00	19 5154	2,927 31 —	1,032 69	145	
11/25/11		200		5,280 00	19 1070	3,821 40 —	1,458 60	194	

EQUITIES AND OPTIONS continue on page 14

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

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
02/06/12	ITOCHU CORP ADR (continued)	250		6,600 00	23 1618	5,790 45 —	809 55	243	
02/07/12		100		2,640 00	23 0669	2,306 69 —	333 31	97	
02/08/12		50		1,320 00	23 0486	1,152 43 —	167 57	48	
10/19/12		250		6,600 00	20 5635	5,140 87 —	1,459 13	243	
10/22/12		50		1,320 00	20 1870	1,009 35 —	310 65	48	
11/05/13		150		3,960 00	23 9289	3,589 33 —	370 67	145	
11/06/13		150		3,960 00	24 7248	3,708.72 —	251 28	145	
Total		**1,525**		**40,260.00**	**21.7197**	**33,122.52 —**	**7,137.48**	**1,477**	
06/18/13	J SAINSBURY PLC C SPONSORED ADR NEW JSAIY	350	12 212	4,274 20	23 4932	8,222 62 —	-3,948 42	209	4 90%
05/22/13		150		1,831 80	23 0751	3,461 26 —	-1,629 46	89	

EQUITIES AND OPTIONS continue on page 15

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

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
05/23/13	J SAINSBURY PLC (continued)	150		1,831 80	23 1640	3,474 60 —	-1,642 80	89	
05/24/13		150		1,831 80	23 0435	3,456 53 —	-1,624 73	89	
05/28/13		100		1,221 20	23 2283	2,322 83 —	-1,101 63	59	
05/29/13		100		1,221 20	23 0595	2,305 95 —	-1,084 75	59	
05/31/13		100		1,221 20	22 8626	2,286 26 —	-1,065 06	59	
06/04/13		100		1,221 20	22 9165	2,291 65 —	-1,070 45	59	
06/06/13		150		1,831 80	22 7421	3,411 31 —	-1,579 51	89	
06/12/13		100		1,221 20	23 0376	2,303 76 —	-1,082 56	59	
Total		**1,450**		**17,707.40**	**23.1288**	**33,536.77** —	**-15,829.37**	**860**	
01/24/13	KDDI CORP C ADR KDDIY	1,500	12.65	18,975 00	5 7773	8,665 90 —	10,309 10	526	2 78%

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 informationon how this figure is calculated.

EQUITIES AND OPTIONS *(continued)*

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
01/23/13	KDDI CORP (continued)	1,125		14,231 25	5 7798	6,502 31 —	7,728 94	394	
Total		**2,625**		**33,206.25**	**5.7784**	**15,168.21 —**	**18,038.04**	**920**	
01/07/14	KEYCORP NEW C KEY	500	18 27	9,135 00	13 5982	6,799 10 —	2,335 90	170	1 86%
10/22/13		400		7,308 00	12 6850	5,074 00 —	2,234 00	136	
10/23/13		350		6,394 50	12 6668	4,433 38 —	1,961 12	119	
10/24/13		150		2,740 50	12 6618	1,899 27 —	841 23	51	
01/06/14		750		13,702 50	13 5489	10,161 68 —	3,540 82	255	
Total		**2,150**		**39,280.50**	**13.1942**	**28,367.43 —**	**10,913.07**	**731**	
02/07/14	L BRANDS INC C LB	150	65 84	9,876 00	54 2425	8,136 38 —	1,739 62	360	3 65%
08/01/13		75		4,938 00	57 2053	4,290 40 —	647 60	180	
08/02/13		100		6,584 00	58 3631	5,836.31 —	747 69	240	

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.

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]
08/05/13	L BRANDS INC (continued)	50		3,292 00	57 8118	2,890 59 —	401 41	120	
08/06/13		125		8,230 00	56 7379	7,092 24 —	1,137 76	300	
08/07/13		50		3,292 00	56 7958	2,839 79 —	452 21	120	
Total		**550**		**36,212.00**	**56.5195**	**31,085.71** —	**5,126.29**	**1,320**	
11/04/13	MORGAN STANLEY C MS	400	42 25	16,900 00	29 2761	11,710 44 —	5,189 56	320	1 89%
01/23/12	MUNICH RE GROUP ADR C MURGY	500	18 83	9,415 00	12 9131	6,456 55 —	2,958 45	466	4 95%
11/21/11		950		17,888 50	11 7750	11,186 25 —	6,702 25	886	
11/23/11		150		2,824 50	11 5410	1,731 15 —	1,093 35	139	
Total		**1,600**		**30,128.00**	**12.1087**	**19,373.95** —	**10,754.05**	**1,491**	
02/15/13	NIELSEN HLDGS PLC C SHS EUR NLSN	150	41 95	6,292 50	32 5646	4,884 69 4,884 69	1,407 81	186	2 96%
01/30/13		100		4,195.00	32 6368	3,263.68 3,263 68	931 32	124	

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 informationon how this figure is calculated

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
02/01/13	NIELSEN HLDGS PLC (continued)	75		3,146 25	32.6300	2,447 25 2,447 25	699 00	93	
02/04/13		50		2,097 50	32.1394	1,606 97 1,606 97	490 53	62	
Total		**375**		**15,731.25**	**32.5402**	**12,202.59** **12,202.59**	**3,528.66**	**465**	
06/03/13	NIKON CORP ADR C NINOY	150	15 51	2,326 50	26 0621	3,909 31 —	-1,582 81	30	1 30%
12/12/12		150		2,326 50	27 4024	4,110 36 —	-1,783 86	30	
12/13/12		200		3,102 00	28 3886	5,677 72 —	-2,575 72	40	
12/14/12		150		2,326 50	28 4980	4,274 70 —	-1,948 20	30	
05/10/13		150		2,326 50	24 9855	3,747 83 —	-1,421 33	30	
05/30/13		200		3,102 00	26 7029	5,340 58 —	-2,238.58	40	
Total		**1,000**		**15,510.00**	**27.0605**	**27,060.50** —	**-11,550.50**	**200**	
06/12/13	PFIZER INC C PFE	100	32 48	3,248 00	28 6279	2,862 79 —	385 21	128	3 94%

EQUITIES AND OPTIONS continue on page 19

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

Account Holdings as of December 31, 2016

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]
04/23/13	PFIZER INC (continued)	200		6,496 00	31 1107	6,222 14 —	273 86	256	
04/24/13		500		16,240 00	30 7497	15,374 85 —	865 15	640	
05/09/13		100		3,248 00	28 6110	2,861 10 —	386 90	128	
06/11/13		400		12,992 00	28 5685	11,427 40 —	1,564 60	512	
Total		**1,300**		**42,224.00**	**29.8064**	**38,748.28** —	**3,475.72**	**1,664**	
03/01/13	QUALCOMM INC C QCOM	100	65 20	6,520 00	66 3825	6,638 25 —	-118 25	212	3 25%
11/27/12		425		27,710 00	62 4031	26,521 32 —	1,188 68	901	
Total		**525**		**34,230.00**	**63.1611**	**33,159.57** —	**1,070.43**	**1,113**	
06/12/15	REYNOLDS AMERICAN INC C RAI	202	56 04	11,320 08	36 0750	7,287 15 7,287 15	4,032 93	371	3 28%
09/27/13	RSA INSURANCE GROUP PLC C SPONSORED ADR RSNAY	250	7 32	1,830 00	10 0305	2,507 63 —	-677 63	40	2 20%
02/13/13		150		1,098 00	10.4186	1,562 79 —	-464 79	24	

EQUITIES AND OPTIONS continue on page 20

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

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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	RSA INSURANCE GROUP PLC (continued)	150		1,098 00	10 3300	1,549 50 —	-451 50	24	
02/19/13		500		3,660 00	10 4651	5,232 55 —	-1,572 55	80	
02/20/13		550		4,026 00	9 1061	5,008 35 —	-982 35	88	
03/21/13		250		1,830 00	8 8927	2,223 17 —	-393 17	40	
03/22/13		250		1,830 00	8 9648	2,241 20 —	-411 20	40	
03/25/13		250		1,830 00	8 9370	2,234 25 —	-404 25	40	
03/26/13		250		1,830 00	8 8478	2,211 95 —	-381 95	40	
06/13/13		250		1,830 00	9 0821	2,270 52 —	-440 52	40	
06/14/13		250		1,830 00	9 1324	2,283.10 —	-453 10	40	
06/17/13		250		1,830 00	9 2701	2,317 53 —	-487 53	40	

EQUITIES AND OPTIONS continue on page 21

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

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EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
06/18/13	RSA INSURANCE GROUP PLC (continued)	250		1,830 00	9 4458	2,361 45 —	-531 45	40	
09/25/13		250		1,830 00	9 9491	2,487 27 —	-657 27	40	
Total		**3,850**		**28,182.00**	**9.4782**	**36,491.26** —	**-8,309.26**	**616**	
02/08/12	SANOFI SPON ADR [C] SNY	100	40 44	4,044 00	37 1391	3,713 91 —	330 09	112	2 78%
11/21/11		375		15,165 00	32 9511	12,356 66 —	2,808 34	421	
11/22/11		25		1,011 00	32 7520	818 80 —	192 20	28	
02/06/12		150		6,066 00	36 6864	5,502 96 —	563 04	168	
Total		**650**		**26,286.00**	**34.4497**	**22,392.33** —	**3,893.67**	**729**	
11/15/13	SKANDINAVISKA ENSKILDA [C] BANKEN SPONSORED ADR REPSTG SHS SER A SKVKY	100	10.46	1,046 00	11 8496	1,184 96 1,184 96	-138 96	64	6 15%
11/12/13		350		3,661 00	11 7781	4,122 34 4,122 34	-461 34	225	

EQUITIES AND OPTIONS continue on page 22

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

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

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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]
11/13/13	SKANDINAVISKA ENSKILDA (continued)	300		3,138 00	11 5853	3,475 59 3,475 59	-337 59	192	
11/14/13		200		2,092 00	11 7457	2,349 14 2,349 14	-257 14	128	
Total		**950**		**9,937.00**	**11.7179**	**11,132.03** **11,132.03**	**-1,195.03**	**609**	
10/28/13	SVENSKA CELLULOSA C AKTIEBOLAGET SCA SPONSORED ADR SVCBY	50	28 155	1,407 75	28 7818	1,439 09 —	-31 34	35	2 51%
10/16/13		150		4,223 25	24 3888	3,658 32 —	564 93	106	
10/17/13		150		4,223 25	25 1722	3,775 83 —	447 42	106	
10/18/13		150		4,223 25	26 7627	4,014 41 —	208 84	106	
10/21/13		150		4,223 25	27 6377	4,145 65 —	77 60	106	
10/24/13		100		2,815 50	28 3072	2,830 72 —	-15 22	70	

EQUITIES AND OPTIONS continue on page 23

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

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]
10/25/13	SVENSKA CELLULOSA (continued)	200		5,631 00	28 7106	5,742 12 —	-111 12	141	
Total		**950**		**26,747.25**	**26.9538**	**25,606.14** —	**1,141.11**	**670**	
09/19/13	SWATCH GROUP AG C SWGAY	50	15 485	774 25	32 7762	1,638 81 —	-864 56	19	2 46%
09/17/13		200		3,097 00	31 2292	6,245 84 —	-3,148 84	76	
09/18/13		250		3,871 25	31 6380	7,909 50 —	-4,038 25	95	
Total		**500**		**7,742.50**	**31.5883**	**15,794.15** —	**-8,051.65**	**190**	
03/19/13	TARGET CORP C TGT	100	72 23	7,223 00	66 3514	6,635 14 —	587 86	240	3 32%
01/24/12		50		3,611 50	50 5752	2,528 76 —	1,082 74	120	
01/25/12		75		5,417 25	50 9224	3,819 18 —	1,598 07	180	
01/27/12		100		7,223 00	50 1782	5,017 82 —	2,205 18	240	

EQUITIES AND OPTIONS continue on page 24

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

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

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
01/30/12	TARGET CORP (continued)	100		7,223 00	50 3117	5,031 17 —	2,191 83	240	
Total		**425**		**30,697.75**	**54.1931**	**23,032.07** —	**7,665.68**	**1,020**	
10/25/13	TELE2 AB ADR C TLTZY	250	3 90	975 00	6 1687	1,542 17 —	-567 17	57	5 87%
11/21/11		500		1,950 00	9 4216	4,710 80 —	-2,760 80	114	
11/22/11		250		975 00	9 5941	2,398 53 —	-1,423 53	57	
11/23/11		200		780 00	9 4946	1,898 92 —	-1,118 92	45	
02/15/12		250		975 00	9 5192	2,379 80 —	-1,404 80	57	
02/16/12		250		975 00	9 4227	2,355 67 —	-1,380 67	57	
07/03/13		750		2,925 00	5 8143	4,360 72 —	-1,435 72	171	
07/05/13		500		1,950 00	5 9045	2,952 25 —	-1,002 25	114	

EQUITIES AND OPTIONS continue on page 25

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

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
07/08/13	TELE2 AB ADR (continued)	250		975 00	5 9044	1,476 10 —	-501 10	57	
07/12/13		250		975 00	6 1436	1,535 90 —	-560 90	57	
10/16/13		250		975 00	6 3178	1,579 45 —	-604 45	57	
10/17/13		500		1,950 00	6 5289	3,264 45 —	-1,314 45	114	
10/18/13		250		975 00	6 5641	1,641 03 —	-666 03	57	
10/24/13		500		1,950 00	6 0326	3,016 30 —	-1,066 30	114	
Total		**4,950**		**19,305.00**	**7.0934**	**35,112.09** —	**-15,807.09**	**1,128**	
08/31/12	THERMO FISHER C SCIENTIFIC INC TMO	25	141 10	3,527 50	57 3384	1,433 46 —	2,094 04	15	0 43%
08/29/12		75		10,582 50	57 2040	4,290 30 —	6,292 20	45	

EQUITIES AND OPTIONS continue on page 26

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

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
08/30/12	THERMO FISHER (continued)	100		14,110 00	56 8176	5,681 76 —	8,428 24	60	
Total		**200**		**28,220.00**	**57.0276**	**11,405.52** —	**16,814.48**	**120**	
03/28/13	TIM PARTICIPACOES S A C SPONSORED ADR TSU	150	11 80	1,770 00	21 8231	3,273 46 —	-1,503 46	42	2 39%
01/26/12		100		1,180 00	27 8827	2,788 27 —	-1,608 27	28	
01/27/12		50		590 00	27.8078	1,390 39 —	-800 39	14	
02/03/12		50		590 00	27 9748	1,398 74 —	-808 74	14	
02/06/12		100		1,180 00	27 6628	2,766 28 —	-1,586 28	28	
03/21/13		150		1,770 00	20 7817	3,117 26 —	-1,347 26	42	
03/25/13		100		1,180 00	21 1280	2,112 80 —	-932.80	28	
Total		**700**		**8,260.00**	**24.0674**	**16,847.20** —	**-8,587.20**	**196**	

EQUITIES AND OPTIONS continue on page 27

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

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

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
05/14/13	TOKYO GAS COMPANY LTD [C] ADR TKGSY	100	18 12	1,812 00	23 9093	2,390 93 —	-578 93	42	2 36%
11/22/11		74 5		1,349 94	17 2173	1,282 69 —	67 25	31	
11/25/11		250		4,530 00	17 0288	4,257 21 —	272 79	106	
11/28/11		125		2,265 00	16 8796	2,109 95 —	155 05	53	
11/29/11		187 5		3,397 50	16 7492	3,140 47 —	257 03	80	
05/10/13		100		1,812 00	23 3622	2,336 22 —	-524 22	42	
05/13/13		100		1,812 00	23 6362	2,363 62 —	-551 62	42	
Total		**937**		**16,978.44**	**19.0833**	**17,881.09** —	**-902.65**	**396**	
09/24/13	UNION PACIFIC CORP [C] UNP	200	103 68	20,736 00	79 5866	15,917 31 —	4,818 69	484	2 33%
08/26/13		60		6,220 80	78 6822	4,720 93 —	1,499 87	145	

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

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]
08/27/13	UNION PACIFIC CORP (continued)	130		13,478 40	77 3977	10,061 70 —	3,416 70	314	
Total		**390**		**40,435.20**	**78.7178**	**30,699.94** —	**9,735.26**	**943**	
04/05/13	VIACOM INC CL B NEW C VIAB	125	35 10	4,387 50	62 7298	7,841 22 —	-3,453 72	100	2 28%
03/04/13	VOLKSWAGEN A G SPONSORED C ADR REPRESENTING PREF SH VLKPY	50	27 92	1,396 00	42 4470	2,122 35 —	-726 35	1	0 14%
07/06/12		250		6,980 00	32 7575	8,189.38 —	-1,209 38	9	
07/09/12		50		1,396 00	32 1698	1,608 49 —	-212 49	1	
03/01/13		150		4,188 00	42 6607	6,399 11 —	-2,211 11	5	
Total		**500**		**13,960.00**	**36.6387**	**18,319.33** —	**-4,359.33**	**16**	
10/22/12	WALGREENS BOOTS ALLIANCE C INC WBA	200	82 76	16,552.00	36 0576	7,211 52 —	9,340 48	300	1 81%
12/11/12		100		8,276 00	36 7240	3,672 40 —	4,603 60	150	
Total		**300**		**24,828.00**	**36.2797**	**10,883.92** —	**13,944.08**	**450**	

EQUITIES AND OPTIONS continue on page 29

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

EQUITIES AND OPTIONS (continued)

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
01/13/14	WHARF HLDGS LTD ADR C WARFY	50	13 17	658 50	15 2832	764 16 —	-105 66	24	3 78%
11/21/11		200		2,634 00	9 5240	1,904 80 —	729 20	99	
11/23/11		150		1,975 50	9 5899	1,438 49 —	537 01	74	
11/25/11		250		3,292 50	9 4752	2,368 80 —	923 70	124	
12/07/11		50		658 50	9.7462	487 31 —	171 19	24	
01/06/14		150		1,975 50	14 6808	2,202 12 —	-226 62	74	
01/07/14		100		1,317 00	14 8160	1,481 60 —	-164 60	49	
01/08/14		100		1,317 00	15 0387	1,503 87 —	-186 87	49	
01/09/14		150		1,975 50	15 1518	2,272 77 —	-297 27	74	

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

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		1,975 50	15 4211	2,313 16 —	-337 66	74	
Total		**1,350**		**17,779.50**	**12.3978**	**16,737.08** —	**1,042.42**	**665**	
02/26/14	WILMAR INTERNATIONAL LTD C ADR WLMIY	25	24 61	615 25	27 4400	686 00 —	-70 75	14	2 37%
02/10/14		50		1,230 50	25 5042	1,275 21 —	-44 71	29	
02/12/14		50		1,230 50	25 5298	1,276 49 —	-45 99	29	
02/13/14		100		2,461 00	25 4826	2,548 26 —	-87 26	58	
02/14/14		100		2,461 00	25 3519	2,535 19 —	-74 19	58	
02/18/14		100		2,461 00	25 6706	2,567 06 —	-106 06	58	
02/20/14		75		1,845 75	26.4791	1,985 93 —	-140 18	43	

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

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		2,461 00	27 4301	2,743 01 —	-282 01	58	
Total		**600**		**14,766.00**	**26.0286**	**15,617.15** —	**-851.15**	**347**	
05/29/12	ZIMMER BIOMET HOLDINGS [C] INC ZBH	150	103 20	15,480 00	62 2104	9,331 56 —	6,148 44	144	0 93%
05/02/12		100		10,320 00	63 7173	6,371.73 —	3,948 27	96	
05/03/12		25		2,580 00	64 2192	1,605 48 —	974 52	24	
05/24/12		50		5,160 00	61 4800	3,074 00 —	2,086 00	48	
Total		**325**		**33,540.00**	**62.7162**	**20,382.77** —	**13,157.23**	**312**	
TOTAL EQUITIES AND OPTIONS				**$3,289,213.09**		**$1,020,720.09 * $64,391.22**	**$2,268,493.00**	**$99,433**	

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

MUTUAL FUNDS, ETFs AND CLOSED-END FUNDS

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
07/14/14* Purchases	ALLIANZGI [R] GLOBAL WATER CL A AWTAX	5,789 725	$13 16	$76,192 78	$13 14	$76,085 65 75,000 00	$107 13	$160	0 21%

MUTUAL FUNDS, ETFs AND CLOSED-END FUNDS 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.

Book Cost: $2,248,651.78

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

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis/ Purchase Cost[3]	Unrealized Gain or Loss	Estimated Annual Income[a]	Estimated 30-Day Yield[a]
07/24/14* Purchases	ALLIANZGI R GLOBAL WATER CL P AWTPX	20,996 183	13 20	277,149 61	13 27	278,685 46 275,000 00	-1,535 85	1,131	0 41%
07/14/14* Purchases	FRANKLIN R UTILITIES ADVISOR CL FRUAX	22,821 139	17 77	405,531 64	17 16	391,720 08 375,000 00	13,811 56	11,080	2 73%
11/04/16* Purchases	FRANKLIN CALIFORNIA R TAX FREE INCOME ADVISOR CL FCAVX	131,465 006	7 30	959,694 54	7 63	1,002,896 46 1,000,000 00	-43,201 92	36,152	3 77%
11/05/14* Purchases	GREEN BALANCED R INDIVIDUAL INVESTOR CL GCBLX	13,166 544	23 62	310,993 76	24 26	319,405 08 300,000 00	-8,411 32	759	0 25%
11/05/14* Purchases	GREEN EQUITY R INDIVIDUAL INVESTOR CL GCEQX	6,565 824	33 77	221,727 87	32 09	210,728 43 200,000 00	10,999 44	1,655	0 75%
07/24/14* Purchases	HENNESSY R GAS UTILITY INDEX INVESTOR CL GASFX	2,815 769	28 33	79,770 73	29 14	82,056 06 75,000 00	-2,285 33	1,927	2 42%
TOTAL MUTUAL FUNDS, ETFs AND CLOSED-END FUNDS				**$2,331,060.93**		**$2,361,577.22** **$2,300,000.00**	**-$30,516.29**	**$52,864**	

* Date of Earliest Acquisition

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

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 65-6263327

Account Holdings as of December 31, 2016

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.
11/04/13	APPLE INC NOTE VAR CPN 0 000% DUE 05/03/18 DTD 05/03/13 FC 08/03/13 MOODYS RATING AA1 S&P RATING· AA+ 037833AG5	40,000	$100 2299	$40,091 96	$99 7770	$39,910 80	$181 16	—	—
07/16/12	BB&T CORP MEDIUM TERM SR NOTE CPN 2 150% DUE 03/22/17 DTD 03/22/12 FC 09/22/12 CALL 02/22/17 @ 100 000 MOODYS RATING· A2 S&P RATING· A- 05531FAK9	40,000	100 1342	40,053 68	102 9090 +Book Cost:	40,055 58+ $41,163.60	-1 90	860	236 50 2 15%
09/05/12	BERKSHIRE HATHAWAY FIN CORP GTD SR NOTE CPN 1 600% DUE 05/15/17 DTD 05/15/12 FC 11/15/12 MOODYS RATING· AA2 S&P RATING AA 084664BS9	40,000	100 2065	40,082 60	101 8390 #Book Cost:	40,085 82 # $40,735.60	-3 22	640	81 78 1 60%
02/28/12	KREDITANSTALT FUR WIEDERAUFBAU KFW SR NOTE CPN 1 250% DUE 02/15/17 DTD 02/15/12 FC 08/15/12 MOODYS RATING· AAA S&P RATING· AAA 500769EY6	45,000	100 0033	45,001 48	99 6290	44,833 05	168 43	562	212 50 1 25%
TOTAL CORPORATE BONDS				**$165,229.72**		**$164,885.25** *	**$344.47**	**$2,062**	**$530.78**

*Book Cost: $166,643.05

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GOVERNMENT AND AGENCY BONDS

Date Acquired	Description/SecurityID	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain or Loss	Estimated Annual Income	Accrued Int./ Est. 30-Day Yld.
01/31/14	FEDL HOME LOAN MTG CORP MEDIUM TERM NOTE CPN 0 875% DUE 02/22/17 DTD 01/21/14 FC 08/22/14 MOODYS RATING. AAA S&P RATING AA+ 3137EADT3	40,000	$100 0497	$40,019 88	$100 1870 +Book Cost:$40,074.80	$40,003 56 +	$16 32	$350	$125 42 0 87%
03/18/13	U S TREASURY BOND CPN 7 250% DUE 08/15/22 DTD 08/15/92 FC 02/15/93 MOODYS RATING· AAA S&P RATING. NOT RATED 912810EM6	130,000	127 5312	165,790 56	147 0354	171,322 03	-5,531 47	9,425	3,559 40 5 68%
03/18/13		101,000		128,806 51	147 0354	133,104 04	-4,297 53	7,322	2,766 42
Total		**231,000**		**294,597.07**	**131.7860**	**304,426.07** #	**-9,829.00**	**16,747**	**6,325.82**
TOTAL GOVERNMENT AND AGENCY BONDS				**$334,616.95**		**$344,429.63** *	**-$9,812.68**	**$17,097**	**$6,451.24**

Value of Your LPL Financial Account

	Market Value	Cost Basis/ Purchase Cost[4]	Unrealized Gain or Loss	Estimated Annual Income
	$10,119,185.22	**$7,890,676.72** ** **$6,363,455.75**	**$2,228,508.50**	**$171,456**

#Book Cost: $341,103.00

*Book Cost: $381,177.80

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

**Grand Total Book Cost: $9,058,614.38

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