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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE HANDLEY FOUNDATION INC.
FKA G.KENNETH & ETHEL L. HANDLEY FDN INC

Number and street (or P O box number if mail is not delivered to street address)

R. HANDLEY-401 E LAS OLAS BLVD #130-465

A Employer identification number

58-2469598

B Telephone number

(954) 627-5036

City or town, state, and ZIP code

FORT LAUDERDALE, FL 33301

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

► \$ 742,955.

(Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual Other (specify)

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)
1 Contributions, gifts, grants, etc., received	Revenue			N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		6.	6.		STATEMENT 1
4 Dividends and interest from securities		20,400.	20,400.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		24,358.			
b Gross sales price for all assets on line 6a		191,061.			
7 Capital gain net income (from Part IV, line 2)			24,358.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		44,764.	44,764.		
13 Compensation of officers, directors, trustees, etc	Operating and Administrative Expenses	0.	0.	0.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		STMT 3			
b Accounting fees		2,300.	0.	2,300.	
c Other professional fees					
17 Interest	STMT 4			RECEIVED	
18 Taxes		319.	319.		
19 Depreciation and depletion				47 MAY 21 2012	RS-OSC
20 Occupancy					
21 Travel, conferences, and meetings	STMT 5	4,864.	0.	OGDEN, UT	4,864.
22 Printing and publications					
23 Other expenses		7,592.	7,064.		528.
24 Total operating and administrative expenses. Add lines 13 through 23		15,075.	7,383.		7,692.
25 Contributions, gifts, grants paid		50,035.			50,035.
26 Total expenses and disbursements Add lines 24 and 25		65,110.	7,383.		57,727.
27 Subtract line 26 from line 12:		<20,346. >			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			37,381.		
c Adjusted net income (if negative, enter -0-)				N/A	

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12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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THE HANDLEY FOUNDATION INC.

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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
	1 Cash - non-interest-bearing		813.	1,427.	1,427.
	2 Savings and temporary cash investments		23,619.	5,999.	5,999.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	STMT 6	210,267.	288,544.	298,946.
	b Investments - corporate stock	STMT 7	460,725.	381,397.	436,583.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		695,424.	677,367.	742,955.
	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		15,277.	15,277.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		680,147.	662,090.	
	30 Total net assets or fund balances		695,424.	677,367.	
	31 Total liabilities and net assets/fund balances		695,424.	677,367.	

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)	1 695,424.
2 Enter amount from Part I, line 27a	2 <20,346. >
3 Other increases not included in line 2 (itemize) ► COST ADJUSTMENTS TO INVESTMENTS	3 2,289.
4 Add lines 1, 2, and 3	4 677,367.
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	6 677,367.

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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 MORGAN STANLEY A/C 415-30413-16 SEE ATTACHED		P		12/31/11
b MORGAN STANLEY A/C 415-30413-16 SEE ATTACHED		P		12/31/11
c CAPITAL GAINS DIVIDENDS				
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 52,468.		42,862.		9,606.
b 137,853.		123,841.		14,012.
c 740.				740.
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				9,606.
b				14,012.
c				740.
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	24,358.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	54,640.	759,066.	.071983
2009	52,002.	684,573.	.075963
2008	54,052.	959,300.	.056345
2007	56,964.	1,239,216.	.045968
2006	52,649.	1,147,722.	.045873
2 Total of line 1, column (d)			2 .296132
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 .059226
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 787,560.
5 Multiply line 4 by line 3			5 46,644.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 374.
7 Add lines 5 and 6			7 47,018.
8 Enter qualifying distributions from Part XII, line 4			8 57,727.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 316.

6b

6c

6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ►

Refunded ►

7 316.

8

9 58.

10

11

Part VII-A Statements Regarding Activities

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?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 X

*If "Yes," attach a detailed description of the activities*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?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

6 X

• 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?

7 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8b X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

FLb 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*

10 X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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Part VII-A Statements Regarding Activities (continued)

11		
12		
13	X	
Website address ►	N/A	
14	The books are in care of ► RICHARD HANDLEY	Telephone no. ► (954) 627-5036
	Located at ► 401 E. LAS OLAS BLVD #130-465, FORT LAUDERDALE, F	ZIP+4 ► 33301
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	► <input type="checkbox"/> 15 N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	► <input type="checkbox"/> 16 Yes No 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?	<input type="checkbox"/> Yes	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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)?	<input type="checkbox"/> Yes	X 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.)	<input type="checkbox"/> Yes	X 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	N/A	► <input type="checkbox"/> 1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	X 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?	<input type="checkbox"/> Yes	X No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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07570509 133389 28704FLA

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2011.03050 THE HANDLEY FOUNDATION INC. 28704FL2

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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 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A



5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
G. KENNETH HANDLEY, JR. 724 FREEZE CREEK CIRCLE SALT LAKE CITY, UT 84108	DIRECTOR 0.00	0.	0.	0.
STEPHEN L. HANDLEY 10 AZURE BRAE GRANTHAM, NH 03753	DIRECTOR 1.00	0.	0.	0.
HELEN HOUGHTON 1016 FIFTH AVENUE NEW YORK, NY 10028	DIRECTOR 0.00	0.	0.	0.
RICHARD L. HANDLEY 617 ISLE OF PALMS FORT LAUDERDALE, FL 33301	DIRECTOR 1.00	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
NONE				

Total number of other employees paid over \$50,000



0

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123551
12-02-11

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2011.03050 THE HANDLEY FOUNDATION INC. 28704FL2

THE HANDLEY FOUNDATION INC.

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

►

0

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

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

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3

► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	784,525.
b	Average of monthly cash balances	1b	15,028.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	799,553.
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	799,553.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,993.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	787,560.
6	Minimum investment return. Enter 5% of line 5	6	39,378.

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	39,378.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	374.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	374.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,004.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	39,004.
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	39,004.

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	57,727.
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	57,727.
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	374.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	57,353.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				39,004.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	3,759.			
c From 2008	6,251.			
d From 2009	18,941.			
e From 2010	17,255.			
f Total of lines 3a through e	46,206.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 57,727.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				39,004.
e Remaining amount distributed out of corpus	18,723.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	64,929.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	64,929.			
10 Analysis of line 9:				
a Excess from 2007	3,759.			
b Excess from 2008	6,251.			
c Excess from 2009	18,941.			
d Excess from 2010	17,255.			
e Excess from 2011	18,723.			

THE HANDLEY FOUNDATION INC.

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FKA G. KENNETH & ETHEL L. HANDLEY FDN INC

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Part XV | Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE-VARIOUS RECIPIENTS	NONE	EXEMPT	VARIOUS	50,035.
Total			► 3a	50,035.
b Approved for future payment				
NONE				
Total			► 3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14 6.	
4 Dividends and interest from securities				14 20,400.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18 24,358.	
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.		44,764.	0.

12 Subtotal. Add columns (b), (d), and (e)

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

(See worksheet in line 13 instructions to verify calculations)

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

THE HANDLEY FOUNDATION INC. FKA G.KENNET

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MORGAN STANLEY 415-30413-16	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY 415-30413-16	21,140.	740.	20,400.
TOTAL TO FM 990-PF, PART I, LN 4	21,140.	740.	20,400.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TEMPLETON & CO ACCOUNTING SERVICES	2,100. 200.	0. 0.		2,100. 200.
TO FORM 990-PF, PG 1, LN 16B	2,300.	0.		2,300.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	319.	319.		0.
TO FORM 990-PF, PG 1, LN 18	319.	319.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES-MORGAN STANLEY	7,064.	7,064.		0.
DEPT OF STATE-UNIFORM BUSINESS REPORT	62.	0.		62.
POST OFFICE BOX RENTAL	371.	0.		371.
BANK FEES	95.	0.		95.
TO FORM 990-PF, PG 1, LN 23	7,592.	7,064.		528.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY-FIXED INCOME-SEE ATTACHED	X		288,544.	298,946.
TOTAL U.S. GOVERNMENT OBLIGATIONS			288,544.	298,946.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			288,544.	298,946.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY-COMMON STK-SEE ATTACHED	381,397.	436,583.
TOTAL TO FORM 990-PF, PART II, LINE 10B	381,397.	436,583.

The Handley Foundation, Inc.**Form 990 PF 2011****Part XV, Line 3****The Handley Foundation Contributions-2011**

Date	Ck No.	Charity	Purpose	Amount
1/7/2011	2071	The Metropolitan Opera	Arts	600.00
1/7/2011	2072	Little Star	Literary Arts	100.00
1/7/2011	2073	Academy of American Poets	Arts	1,000.00
1/14/2011	2074	Academy of American Poets	Arts	500.00
1/14/2011	2076	The Whitney Museum of American Art	Arts	75.00
1/23/2011	2077	Poets & Writers	Arts	500.00
1/27/2011	2075	The New York Society Library	Literary Arts	200.00
1/27/2011	2078	Center for Contemporary Opera	Arts	250.00
2/3/2011	2079	David's House	Medical	100.00
2/8/2011	2080	92nd Street Y	Humanities	1,500.00
2/9/2011	2081	CAGW	Community Service	50.00
2/26/2011	2083	Montshire Museum of Science	Arts	200.00
3/5/2011	2086	The Metropolitan Museum of Art	Arts	500.00
3/8/2011	2087	NSBTA	Environmental	250.00
3/23/2011	2089	Stanford University - GSB	Educational	2,000.00
3/28/2011	2090	Loyola University Maryland	Educational	1,600.00
3/31/2011	2091	Cystic Fibrosis Foundational	Medical	1,000.00
3/31/2011	2092	The Metropolitan Museum of Art	Arts	50.00
3/31/2011	2093	Poets House	Arts	500.00
3/31/2011	2094	The Frick Museum	Arts	200.00
4/11/2011	1802	Utah Shakespearean Festival	Arts	300.00
4/11/2011	1803	Gina Bachauer Piano Foundation	Arts	200.00
4/11/2011	1804	Utah Humanities Council	Humanities	300.00
4/11/2011	1805	Red Butte Garden	Environmental	200.00
4/11/2011	1806	Doctors Without Borders	Health	300.00
4/11/2011	1807	Save Our Canyons	Environmental	700.00
4/11/2011	2095	Alliance House	Educational	1,000.00
4/11/2011	2096	Utah Symphony & Opera	Arts	1,500.00
4/11/2011	2097	University of Utah	Educational	1,000.00
4/11/2011	2098	Salt Lake Choral Artists	Arts	500.00
4/11/2011	2099	Salt Lake Chamber Music Society	Arts	300.00
4/11/2011	2100	Ballet West	Arts	350.00
4/11/2011	2101	Moab Music Festival	Arts	300.00
5/5/2011	2102	KUED	Arts	300.00
5/5/2011	2103	KUER	Arts	200.00
5/5/2011	2104	KCPW	Arts	200.00
5/5/2011	2105	KBYU-TV	Arts	200.00
5/5/2011	2106	KBYU-FM	Arts	250.00
5/5/2011	2107	The Nature Conservancy of Utah	Environmental	250.00
5/5/2011	2108	Vasser Loeb Art Center	Arts	1,000.00
5/5/2011	2109	Vasser Loeb Art Center	Arts	1,000.00
5/5/2011	2110	The Julliard School	Educational	2,000.00
5/5/2011	2111	The Museum of the City of New York	Arts	300.00
5/18/2011	2112	Washington Island Music Festival	Arts	1,000.00
5/18/2011	2113	Washington Island Art & Nature Center	Arts	250.00
6/3/2011	2114	Hospital de la Familia Foundation (Geo)	Medical	1,250.00
6/6/2011	2117	American Trust for Oxford (Bill)	Educational	500.00
6/27/2011	2118	Spaulding Youth Center	Educational	5,000.00
6/30/2011	2119	Millbrook Poetry Society	Arts	100.00

The Handley Foundation, Inc.
Form 990 PF 2011
Part XV, Line 3

The Handley Foundation Contributions-2011

Date	Ck No.	Charity	Purpose	Amount
6/30/2011	2120	The Metropolitan Opera	Arts	600.00
6/30/2011	2121	BRLA	Environmental	160.00
7/4/2011	2122	Friends of Norris Cotton Cancer Center	Medical	100.00
7/17/2011	2123	New London Barn Playhouse	Arts	250.00
8/1/2011	2124	Friends of Dunbar Free Library	Literary Arts	100.00
8/1/2011	2125	Women's Fund of New Hampshire	Educational	200.00
8/1/2011	2126	Opera North	Arts	200.00
8/1/2011	2127	Northern Stage	Arts	250.00
8/1/2011	2128	Memorial Sloan-Kettering Cancer Center	Medical	200.00
8/1/2011	2129	The ASLPT	Environmental	150.00
8/1/2011	2130	New London Hospital	Medical	250.00
8/1/2011	2131	Grantham Historical Society	Educational	50.00
8/1/2011	2132	Lebanon Opera House	Arts	150.00
8/1/2011	2133	Society for the Protection of NH Forests	Environmental	100.00
8/1/2011	2134	Sarasota Orchestra	Arts	100.00
8/9/2011	2135	Family Fellowship	Religious	400.00
8/9/2011	2136	Brady Center to Prevent Gun Violence	Educational	200.00
8/9/2011	2137	Music Festival for Mental Health	Arts	100.00
8/9/2011	2138	Brain & Behavior Research Foundation	Medical	100.00
8/17/2011	2139	Interfaith Power and Light	Religious	100.00
8/17/2011	2140	Church of Jesus Christ of LDS	Religious	100.00
8/17/2011	2141	Landmark Tabernacle	Religious	300.00
9/7/2011	2142	James W. Squires Social Justice Fund	Humanities	1,000.00
9/21/2011	2143	Symphony Space	Arts	200.00
9/21/2011	2144	Pan-Massachusetts Challenge	Medical	200.00
10/5/2011	2145	NHPTV	Arts	120.00
10/20/2011	2146	Spaulding Youth Center Foundation	Educational	1,000.00
11/1/2011	2147	Utah Food Bank	Community Service	100.00
11/1/2011	2148	Developments in Literacy	Educational	100.00
11/1/2011	2149	Smile Train	Medical	50.00
11/7/2011	2150	Church of Jesus Christ of LDS	Religious	400.00
11/15/2011	2151	North Shore Country Day School	Educational	100.00
11/15/2011	2152	Loyola University Maryland	Educational	3,000.00
11/15/2011	2153	Cate School	Educational	100.00
11/15/2011	2154	Jack & Jill Children's Center	Educational	250.00
12/2/2011	2156	Mormon History Association (MHA)	Religious	55.00
12/2/2011	2157	University of Delaware	Educational	100.00
12/2/2011	2158	Grantham Community Crisis Fund	Community Service	100.00
12/2/2011	2159	NHPR	Arts	100.00
12/2/2011	2160	David's House	Medical	150.00
12/2/2011	2161	Good Beginnings of Sullivan County	Community Service	150.00
12/2/2011	2162	New London Barn Playhouse	Arts	250.00
12/5/2011	2163	Doctors Without Borders (Bill)	Medical	550.00
12/5/2011	2164	Los Angeles County Museum of Art (Bill)	Arts	200.00
12/6/2011	2165	Via Christi Foundation's Child. Miracle Ntwrk	Medical	100.00
12/8/2011	2166	Jubilee Center of South Broward	Arts	150.00
12/8/2011	2167	South Florida Wildlife Center	Environmental	100.00
12/8/2011	2168	Broward Library Foundation	Educational	1,000.00
12/8/2011	2169	Ft. Lauderdale Museum of Art	Arts	1,000.00
12/8/2011	2170	Bonnett House	Educational	250.00

The Handley Foundation, Inc.**Form 990 PF 2011****Part XV, Line 3****The Handley Foundation Contributions-2011**

Date	Ck No.	Charity	Purpose	Amount
12/8/2011	2171	Sancta Clara Monastery	Religious	100.00
12/8/2011	2172	Washington Island Farm Museum	Arts	100.00
12/8/2011	2173	Trueblood Performing Arts Center	Arts	250.00
12/19/2011	2174	The American Heart Association	Medical	300.00
12/24/2011	2175	BRLA	Environmental	100.00
12/24/2011	2176	NSOLF	Environmental	100.00
12/24/2011	2177	Channel 13	Educational	200.00
12/24/2011	2178	The New York Society Library	Educational	200.00
12/24/2011	2179	The Academy of American Poets	Educational	750.00
12/27/2011	2180	Grantham Historical Society	Educational	25.00
12/27/2011	2181	Eastman Charitable Foundation	Community Service	100.00
12/27/2011	2182	Classicopia	Arts	200.00
12/27/2011	2183	Granite United Way	Community Service	150.00
12/27/2011	2184	Spaulding Youth Center Foundation	Educational	500.00
Total Charitable Contributions				<u>50,035.00</u>