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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

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

A Employer identification number

58-2469598

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

Room/suite

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

B Telephone number

(954) 627-5036

City or town, state, and ZIP code

FORT LAUDERDALE, FL 33301

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 changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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)

J Accounting method:

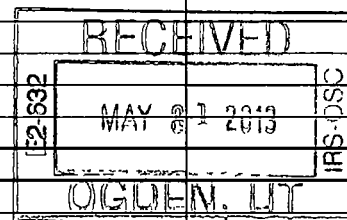
☒ Cash☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

\$ 762,266. (Part I, column (d) must be on cash basis)

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	35.	35.		STATEMENT 1
	4	Dividends and interest from securities	18,007.	18,007.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	114,888.			
	b	Gross sales price for all assets on line 6a	1,204,461.			
	7	Capital gain net income (from Part IV, line 2)		114,888.		
	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	132,930.	132,930.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	1,965.	0.		1,965.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	721.	263.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	4,446.	0.		4,446.
	22	Printing and publications				
	23	Other expenses STMT 5	7,041.	6,533.		508.
	24	Total operating and administrative expenses. Add lines 13 through 23	14,173.	6,796.		6,919.
	25	Contributions, gifts, grants paid	50,694.			50,694.
26	Total expenses and disbursements. Add lines 24 and 25	64,867.	6,796.		57,613.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	68,063.				
b	Net investment income (if negative, enter -0-)		126,134.			
c	Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,427.	1,521.	1,521.
	2 Savings and temporary cash investments	5,999.	66,351.	66,351.
	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	288,544.	358,680.	359,696.
	b Investments - corporate stock STMT 7	381,397.	319,336.	334,698.
	c Investments - corporate bonds			
Liabilities	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)	677,367.	745,888.	762,266.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons		100.	
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	100.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	662,090.	730,511.	
Net Assets or Fund Balances	30 Total net assets or fund balances	677,367.	745,788.	
	31 Total liabilities and net assets/fund balances	677,367.	745,888.	

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	677,367.
2 Enter amount from Part I, line 27a	2	68,063.
3 Other increases not included in line 2 (itemize) ▶ COST ADJUSTMENTS TO INVESTMENTS	3	358.
4 Add lines 1, 2, and 3	4	745,788.
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	745,788.

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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 30413 - SEE ATTACHMENT A	P	04/15/11	04/03/12
b MORGAN STANLEY 30413 - SEE ATTACHMENT A	P	VARIOUS	12/31/12
c MERRILL LYNCH 02054 - SEE ATTACHMENT B	P	VARIOUS	12/31/12
d MERRILL LYNCH 02054 - SEE ATTACHMENT B	P	VARIOUS	12/31/12
e CAPITAL GAINS DIVIDENDS			

(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 314.		324.	<10.>
b 104,015.		93,355.	10,660.
c 533,999.		523,989.	10,010.
d 564,501.		471,905.	92,596.
e 1,632.			1,632.

(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			<10.>
b			10,660.
c			10,010.
d			92,596.
e			1,632.

2 Capital gain net income or (net capital loss)	2	114,888.
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))
2011	57,353.	787,560.	.072824
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

2 Total of line 1, column (d)	2	.323083
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	.064617
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	749,860.
5 Multiply line 4 by line 3	5	48,454.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,261.
7 Add lines 5 and 6	7	49,715.
8 Enter qualifying distributions from Part XII, line 4	8	57,613.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,261.
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	1,261.
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	1,261.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	400.	
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	400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	861.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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 ► 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, FL 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	15	N/A	
16	At any time during calendar year 2012, 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 ►	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 <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) 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 2012?	4b	X

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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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☒ N/A

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? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

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 6 KEELER LANE NORTH SALEM, NY 10560	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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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 0.

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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	720,739.
b	Average of monthly cash balances	1b	40,540.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	761,279.
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	761,279.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,419.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	749,860.
6	Minimum investment return. Enter 5% of line 5	6	37,493.

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	37,493.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,261.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,261.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,232.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	36,232.
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	36,232.

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	57,613.
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	57,613.
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	1,261.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	56,352.

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.

Form **990-PF** (2012)

THE HANDLEY FOUNDATION INC.

Form 990-PF (2012)

FKA G.KENNETH & ETHEL L. HANDLEY FDN INC

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				36,232.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	3,759.			
b From 2008	6,251.			
c From 2009	18,941.			
d From 2010	17,255.			
e From 2011	18,723.			
f Total of lines 3a through e	64,929.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 57,613.				
a Applied to 2011, 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 2012 distributable amount				36,232.
e Remaining amount distributed out of corpus	21,381.			
5 Excess distributions carryover applied to 2012 (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:	86,310.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	3,759.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	82,551.			
10 Analysis of line 9:				
a Excess from 2008	6,251.			
b Excess from 2009	18,941.			
c Excess from 2010	17,255.			
d Excess from 2011	18,723.			
e Excess from 2012	21,381.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

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THE HANDLEY FOUNDATION INC.

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Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE-VARIOUS RECIPIENTS	NONE	EXEMPT	VARIOUS	50,694.
Total			3a	50,694.
b Approved for future payment				
NONE				
Total			3b	0.

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

SOURCE	AMOUNT
MERRILL LYNCH 5VL-02054	35.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	35.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH 5VL-02054	15,596.	1,546.	14,050.
MORGAN STANLEY 415-30413-16	4,043.	86.	3,957.
TOTAL TO FM 990-PF, PART I, LN 4	19,639.	1,632.	18,007.

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 & COMPSNY	1,765.	0.		1,765.
ACCOUNTING SERVICES	200.	0.		200.
TO FORM 990-PF, PG 1, LN 16B	1,965.	0.		1,965.

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	263.	263.		0.
EXCISE TAXES	458.	0.		0.
TO FORM 990-PF, PG 1, LN 18	721.	263.		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 DEPT OF STATE-UNIFORM BUSINESS REPORT	2,081.	2,081.		0.	
INVESTMENT MANAGEMENT FEES-MERRILL LYNCH BANK FEES	62.	0.		62.	
POST OFFICE BOX RENTAL	4,452.	4,452.		0.	
	75.	0.		75.	
	371.	0.		371.	
TO FORM 990-PF, PG 1, LN 23	7,041.	6,533.		508.	

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		0.	0.	
MERRILL LYNCH-FIXED INCOME-SEE ATTACHED	X		358,680.	359,696.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			358,680.	359,696.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			358,680.	359,696.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY-COMMON STK-SEE ATTACHED			0.	0.
MERRILL LYNCH-COMMON STK-SEE ATTACHED			319,336.	334,698.
TOTAL TO FORM 990-PF, PART II, LINE 10B			319,336.	334,698.

The Handley Foundation, Inc.
Form 990 PF 2012
Part XV, Line 3

The Handley Foundation Contributions - 2012

Date	CkNo.	Charity	Purpose	Amount
1/7/2012	2186	The Julliard School	Educational	2,000.00
1/9/2012	2187	PEN	Arts	500.00
1/9/2012	2188	The Academy of American Poets	Arts	1,000.00
11/18/2012	2189	Friends of Springfield Fire Rescue	Community Service	100.00
11/24/2012	2190	Utah Symphony & Opera	Arts	1,500.00
11/24/2012	2191	Alliance House	Educational	1,000.00
11/24/2012	2192	University of Utah	Educational	1,000.00
11/24/2012	2193	Save Our Canyons	Environmental	500.00
11/24/2012	2194	Salt Lake Choral Artists	Arts	500.00
11/24/2012	2195	Church of Jesus Christ of LDS	Religious	400.00
11/24/2012	2196	Ballet West	Arts	350.00
11/24/2012	2197	Family Fellowship	Religious	300.00
11/24/2012	2198	Utah Humanities Council	Humanities	300.00
11/24/2012	2199	The Nature Conservancy of Utah	Environmental	250.00
11/24/2012	2200	Red Butte Garden	Environmental	200.00
11/24/2012	2201	Desmoid Tumor Research Foundation	Medical	200.00
1/30/2012	2202	Ft. Lauderdale Children's Theatre	Arts	400.00
2/27/2012	2203	Frances Lehman Loeb Art Center	Arts	1,000.00
2/27/2012	2204	Francis Lehman Loeb Art Center	Arts	1,000.00
2/29/2012	2205	The Metropolitan Museum of Art	Arts	550.00
2/29/2012	2206	BRLA	Environmental	100.00
2/29/2012	2207	The Whitney Museum	Arts	75.00
2/29/2012	2208	The Academy of American Poets	Arts	600.00
3/2/2012	2209	Cystic Fibrosis Foundation	Medical	1,000.00
3/13/2012	2210	Mote Aquarium	Environmental	50.00
3/13/2012	2211	Community Rowing Inc.	Humanities	100.00
3/13/2012	2212	Landmark Tabernacle	Religious	100.00
3/18/2012	2213	PEN American Center	Arts	125.00
3/19/2012	2214	Sarasota Orchestra	Arts	100.00
3/22/2012	2215	Sheathes for Christ	Religious	100.00
3/29/2012	2216	The Frick Collection	Arts	90.00
3/29/2012	2217	NSBT	Environmental	165.00
3/29/2012	2218	The Museum of the City of NY	Arts	300.00
4/3/2012	2221	92nd Street Y	Humanities	1,200.00
4/3/2012	2222	The Library of America	Educational	500.00
4/8/2012	2225	Selby Botanical Garden	Environmental	95.00
5/10/2012	2227	Poets House	Arts	500.00
5/10/2012	2228	Poets House	Arts	40.00
5/10/2012	2229	The Academy of American Poets	Arts	3,500.00
6/2/2012	2232	Trueblood Performing Arts Center	Arts	250.00
6/2/2012	2233	Washington Island Music Festival	Arts	1,000.00
6/2/2012	2234	Washington Island Art & Nature Center	Arts	250.00
6/2/2012	2235	Cate School	Educational	100.00
6/2/2012	2236	Washington Island Farm Museum	Arts	100.00
6/2/2012	2237	North Shore Country Day School	Educational	100.00
6/19/2012	2239	Global Expeditions	Environmental	100.00

6/20/2012	2240	Friends of Norris Cotton Cancer Center	Medical	100.00
6/23/2012	2241	American Trust for Oxford	Educational	500.00
6/23/2012	2242	North Salem Open Land Foundation	Environmental	2,000.00
6/25/2012	2243	Spaulding Youth Center	Educational	5,000.00
6/25/2012	2244	Spaulding Youth Center	Educational	3,500.00
7/10/2012	2245	Utah Shakespearean Festival	Arts	300.00
7/10/2012	2246	Doctors Without Borders	Medical	300.00
7/10/2012	2247	Salt Lake Chamber Music Society	Arts	300.00
7/10/2012	2248	Moab Music Festival	Arts	300.00
7/10/2012	2249	KUED	Arts	300.00
7/10/2012	2250	KBYU-FM	Arts	250.00
7/10/2012	2251	Gina Bachauer Int'l Piano Foundation	Arts	200.00
7/10/2012	2252	KUER	Arts	200.00
7/10/2012	2253	KCPW	Arts	200.00
7/10/2012	2254	KBYU-TV	Arts	200.00
7/10/2012	2255	Brady Center to Prevent Handgun Violence	Educational	200.00
7/10/2012	2256	Utah Food Bank	Community Service	200.00
7/10/2012	2258	Brain & Behavior Research Foundation	Medical	100.00
7/10/2012	2259	Interfaith Power & Light	Religious	100.00
7/10/2012	2260	Developments in Literacy	Educational	100.00
7/19/2012	2261	New London Barn Playhouse	Arts	250.00
8/25/2012	2262	Vermont Public Television	Arts	155.00
8/29/2012	2263	Washington Island Foundation	Arts	500.00
8/25/2012	2264	Pan Mass Challenge	Medical	200.00
8/29/2012	2265	Jack & Jill Children's Center	Educational	500.00
10/11/2012	2268	Wounded Warriors Project	Medical	200.00
10/11/2012	2269	Spaulding Youth Foundation	Educational	1,000.00
11/19/2012	2270	Broward Library Foundation	Educational	1,000.00
11/19/2012	2271	Ft. Lauderdale Museum of Art	Arts	1,000.00
11/19/2012	2272	Loyola University, Maryland	Educational	3,000.00
11/29/2012	2273	Western Literature Association	Educational	600.00
11/29/2012	2274	Heifer International	Community Service	100.00
11/29/2012	2275	NOVA Chamber Music Services	Arts	100.00
11/29/2012	2276	Salvation Army	Community Service	50.00
11/29/2012	2277	Grantham Historical Society	Educational	50.00
11/29/2012	2278	Special Olympics NH	Community Service	69.00
11/29/2012	2279	Camp Coniston	Environmental	100.00
11/29/2012	2280	NHPR	Arts	100.00
11/29/2012	2281	Women's Fund of NH	Educational	200.00
11/29/2012	2282	Listen Community Services	Community Service	100.00
11/29/2012	2283	David's House	Medical	500.00
11/29/2012	2284	University of Delaware	Educational	100.00
11/29/2012	2285	Good Beginnings of Sullivan County	Community Service	100.00
11/29/2012	2286	Children's Miracle Network Hospital	Medical	30.00
12/10/2012	2287	LOS Earth Stewardship	Religious	1,200.00
12/13/2012	2288	LA County Museum of Art	Arts	150.00
12/18/2012	2289	All Saints - El Centro	Religious	650.00
12/18/2012	2290	Bonnet House Museum	Arts	350.00
12/18/2012	2291	Friends of WLRN	Arts	150.00
12/18/2012	2292	University of Utah College of Law	Educational	150.00

Total Charitable Contributions

50,694.00

2012 YEAR END SUMMARY

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu fees than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000190	8	SPDR SERIES TR BARCLAYS HIGH YIELD BD ETF MorganStanley SmithBarney LLC acted as your agent	04/15/11	04/03/12	\$ 313.99	\$ 323.76	(\$ 9.77)	
Total					\$ 313.99	\$ 323.76	(\$ 9.77)	



The Handley Foundation, Inc.

EIN: 58-2469598

Attachment A

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2012 YEAR END SUMMARY

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	9	ISHARES RUSSELL MIDCAP VALUE	08/13/09	01/09/12	\$ 396.71	\$ 297.79		\$ 98.92
	1	INDEX FD MorganStanley SmithBarney LLC acted as your agent	08/21/09		44.08	33.77		10.31
125000020	13	ISHARES RUSSELL MIDCAP VALUE	08/21/09	03/29/12	624.24	439.01		185.23
		INDEX FD MorganStanley SmithBarney LLC acted as your agent						
125000030	10	ISHARES RUSSELL MIDCAP GROWTH	08/13/09	01/09/12	562.86	400.07		162.81
		INDEX FD MorganStanley SmithBarney LLC acted as your agent						
125000040	20	ISHARES RUSSELL MIDCAP GROWTH	08/13/09	03/29/12	1,252.77	800.13		452.64
		INDEX FD MorganStanley SmithBarney LLC acted as your agent						
125000050	40	ISHARES RUSSELL 1000 VALUE IND	08/13/09	01/09/12	2,561.85	2,107.46		454.39
		FUND MorganStanley SmithBarney LLC acted as your agent						
125000060	50	ISHARES RUSSELL 1000 VALUE IND	08/13/09	03/29/12	3,486.43	2,634.33		852.10
		FUND MorganStanley SmithBarney LLC acted as your agent						
125000070	50	ISHARES RUSSELL 1000 GROWTH	08/13/09	01/09/12	2,943.94	2,208.05		735.89
		INDEX FUND MorganStanley SmithBarney LLC acted as your agent						
125000080	100	ISHARES RUSSELL 1000 GROWTH	08/13/09	03/29/12	6,588.35	4,416.10		2,172.25
		INDEX FUND MorganStanley SmithBarney LLC acted as your agent						



2012 YEAR END SUMMARY

Details of Long Term Gain (Loss) 2012 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000080	7	ISHARES TR RUSSELL 2000 VALUE INDEX FUND MorganStanley SmithBarney LLC acted as your agent	08/21/08	01/09/12	\$ 487.59	\$ 384.93		\$ 82.66
125000100	8	ISHARES TR RUSSELL 2000 VALUE INDEX FUND MorganStanley SmithBarney LLC acted as your agent	08/21/09	03/29/12	658.78	494.91		163.87
125000110	8	ISHARES TR RUSSELL 2000 VALUE INDEX FUND MorganStanley SmithBarney LLC acted as your agent	08/21/09	04/13/12	833.87	494.91		138.76
125000120	6	ISHARES TR RUSSELL 2000 GROWTH INDEX FUND MorganStanley SmithBarney LLC acted as your agent	08/21/09	01/09/12	514.13	374.84		139.49
125000130	8	ISHARES TR RUSSELL 2000 GROWTH INDEX FUND MorganStanley SmithBarney LLC acted as your agent	08/21/08	03/29/12	858.76	581.98		296.80
125000140	2	ISHARES JP MORGAN EM BOND FD MorganStanley SmithBarney LLC acted as your agent In this transaction.	06/04/10	01/09/12	218.33	204.20		12.13
125000150	1	ISHARES JP MORGAN EM BOND FD MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/04/10	03/28/12	112.39	102.10		10.29
125000160	5	ISHARES JP MORGAN EM BOND FD MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/04/10	04/13/12	564.93	510.51		54.42
125000170	12	SPDR SERIES TR BARCLAYS HIGH YIELD BD ETF MorganStanley SmithBarney LLC acted as your agent	06/04/10	01/09/12	482.59	448.92		13.67



Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000180	6	SPDR SERIES TR BARCLAYS HIGH YIELD BD ETF MorganStanley SmithBarney LLC acted as your agent	08/04/10	03/28/12	\$ 237.59	\$ 224.46		\$ 13.13
125000190	655	SPDR SERIES TR BARCLAYS HIGH YIELD BD ETF MorganStanley SmithBarney LLC acted as your agent	08/04/10	04/03/12	25,708.83	24,503.55		1,205.28
	68		11/19/10		2,708.28	2,778.63	(70.37)	
	50		01/14/11		1,982.51	2,005.00	(42.49)	
125000200	74	SPDR LEHMAN INTL TREASURY BOND FUND MorganStanley SmithBarney LLC acted as your agent	08/04/10	04/03/12	4,391.78	3,908.45		483.33
125000210	7	SPDR LEHMAN INTL TREASURY BOND FUND MorganStanley SmithBarney LLC acted as your agent	08/04/10	04/13/12	416.81	369.53		47.38
125000220	482	VANGUARD BD INDEX FD INC TOTAL BD MARKET ETF MorganStanley SmithBarney LLC acted as your agent	08/13/09	04/03/12	39,870.14	37,593.73		2,276.41
125000230	29	VANGUARD BD INDEX FD INC TOTAL BD MARKET ETF MorganStanley SmithBarney LLC acted as your agent	08/13/09	04/13/12	2,424.92	2,261.88		163.06
125000240	4	VANGUARD MSCI EAFE ETF MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/04/10	03/29/12	134.79	119.81		14.98
125000250	10	VANGUARD MSCI EMERGING MKTS ETF MorganStanley SmithBarney LLC acted as your agent	08/13/09	01/09/12	388.99	357.15		31.84
125000260	50	VANGUARD MSCI EMERGING MKTS ETF MorganStanley SmithBarney LLC acted as your agent	08/13/09	03/29/12	2,148.85	1,785.73		363.12

2012 YEAR END SUMMARY



2012 YEAR END SUMMARY

Details of Long Term Gain (Loss) 2012 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000270	15	VANGUARD MSCI EMERGING MKTS ETF	08/13/09	04/13/12	\$ 642.32	\$ 535.72		\$ 106.60
MorganStanley SmithBarney LLC acted as your agent								
Total					\$ 104,014.61	\$ 83,355.41	(\$ 112.88)	\$ 10,771.98