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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.

For calendar year 2014 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)

A Employer identification number

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

58-2469598

City or town, state or province, country, and ZIP or foreign postal code

FORT LAUDERDALE, FL 33301

B Telephone number

(954) 627-5036

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

C If exemption application is pending, check here ► H Check type of organization: Section 501(c)(3) exempt private foundationD 1. Foreign organizations, check here ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation2. Foreign organizations meeting the 85% test, check here and attach computation ►

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

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

 Other (specify) _____E If private foundation status was terminated under section 507(b)(1)(A), check here ►

► \$ 801,095. (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 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments 3 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) _____ 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 692,255. 6b 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications Gross sales less returns and allowances 10a b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 RECEIVED 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 825 MAY 21 2015 OSC b Accounting fees STMT 3 c Other professional fees 17 Interest UGDEN, UT Operating and Administrative Expenses 18 Taxes STMT 3 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses STMT 4 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	18,419.	18,349.	N/A
	152,152.	152,152.	STATEMENT 1
	170,571.	170,501.	0.
	0.	0.	0.
	1,600.	0.	1,600.
	348.	348.	0.
	8,297.	0.	8,297.
	9,458.	8,470.	988.
	19,703.	8,818.	10,885.
	59,815.		59,815.
	79,518.	8,818.	70,700.
	91,053.	161,683.	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	4,344.	3,093.	3,093.
	2	Savings and temporary cash investments	14,810.	34,015.	34,015.
	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 5	149,185.	154,412.
	b	Investments - corporate stock	STMT 6	534,001.	605,358.
	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 - see the instructions. Also, see page 1, item I)		702,340.	796,878.
					801,095.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <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		687,063.	781,601.
	30	Total net assets or fund balances		702,340.	796,878.
	31	Total liabilities and net assets/fund balances		702,340.	796,878.

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	702,340.
2	Enter amount from Part I, line 27a	2	91,053.
3	Other increases not included in line 2 (itemize) ► COST ADJUSTMENTS TO INVESTMENTS	3	3,485.
4	Add lines 1, 2, and 3	4	796,878.
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	796,878.

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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	MERRILL LYNCH 02054 - SEE ATTACHMENT A	P	VARIOUS	12/31/14
b	MERRILL LYNCH 02054 - SEE ATTACHMENT A	P	VARIOUS	12/31/14
c	MERRILL LYNCH 02054 - SEE ATTACHMENT A	P	VARIOUS	12/31/14
d	MERRILL LYNCH 02054 - SEE ATTACHMENT A	P	VARIOUS	12/31/14
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 138,023.		125,723.	12,300.
b 4,003.		5,301.	0.
c 547,245.		408,901.	138,344.
d 1,476.		1,536.	0.
e 1,508.			1,508.

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			12,300.
b			0.
c			138,344.
d			0.
e			1,508.

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	152,152.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	63,896.	765,529.	.083466
2012	56,352.	749,860.	.075150
2011	57,353.	787,560.	.072824
2010	54,640.	759,066.	.071983
2009	52,002.	684,573.	.075963

2 Total of line 1, column (d)	2	.379386
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	.075877
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	794,663.
5 Multiply line 4 by line 3	5	60,297.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,617.
7 Add lines 5 and 6	7	61,914.
8 Enter qualifying distributions from Part XII, line 4	8	70,700.

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 2014 estimated tax payments and 2013 overpayment credited to 2014

6a 1,033.

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 1,033.

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**

9 584.

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 2015 estimated tax** ►

Refunded ►

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

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

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

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

1c

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

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.*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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

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 *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:

6

• 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 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*

N/A

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

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*8b 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*9 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*10

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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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>RICHARD HANDLEY</u> Telephone no. ► <u>(954) 627-5036</u> Located at ► <u>401 E. LAS OLAS BLVD #130-465, FORT LAUDERDALE, FL ZIP+4 ►33301</u>		
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	<input type="checkbox"/> <u>N/A</u>
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <u>X</u>

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

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
- (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 Yes No Yes No Yes No 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

6b

X

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

 Yes No

7b

 Yes No

N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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	
3	
All other program-related investments. See instructions.	
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	784,232.
b	Average of monthly cash balances	1b	22,532.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	806,764.
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	806,764.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,101.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	794,663.
6	Minimum investment return. Enter 5% of line 5	6	39,733.

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	39,733.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,617.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,617.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,116.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	38,116.
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	38,116.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	70,700.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	70,700.
b	Cash distribution test (attach the required schedule)	5	1,617.
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	69,083.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 (2014)

THE HANDLEY FOUNDATION INC.

Form 990-PF (2014)

FKA G. KENNETH & ETHEL L. HANDLEY FDN INC

58-2469598

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				38,116.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	18,941.			
b From 2010	17,255.			
c From 2011	18,723.			
d From 2012	21,381.			
e From 2013	26,092.			
f Total of lines 3a through e	102,392.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 70,700.			0.	
a Applied to 2013, 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)		0.		
d Applied to 2014 distributable amount				38,116.
e Remaining amount distributed out of corpus	32,584.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:	134,976.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.		
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	18,941.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	116,035.			
10 Analysis of line 9:				
a Excess from 2010	17,255.			
b Excess from 2011	18,723.			
c Excess from 2012	21,381.			
d Excess from 2013	26,092.			
e Excess from 2014	32,584.			

THE HANDLEY FOUNDATION INC.

Form 990-PF (2014)

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 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
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE-VARIOUS RECIPIENTS	NONE	EXEMPT	VARIOUS	59,815.
Total			► 3a	59,815.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

THE HANDLEY FOUNDATION INC.

Form 990-PF (2014)

FKA G.KENNETH & ETHEL L. HANDLEY FDN INC

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

THE HANDLEY FOUNDATION INC.

Form 990-PF (2014)

FKA G.KENNETH & ETHEL L. HANDLEY FDN INC

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

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
- (2) Other assets

- b Other transactions:**
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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.

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

Date _____

DIRECTOR

Paid Preparer Use Only	Print/Type preparer's name EMMA J PFISTER CPA	Preparer's signature 	Date 5/5/15	Check <input type="checkbox"/> if self-employed	PTIN P00286188
	Firm's name ► TEMPLETON & COMPANY, LLP			Firm's EIN ► 14-1918990	
	Firm's address ► 301 EAST LAS OLAS BLVD, STE 800 FORT LAUDERDALE, FL 33301				
				Phone no. 954-333-0001	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH 5VL-02054	19,927.	1,508.	18,419.	18,349.	
TO PART I, LINE 4	19,927.	1,508.	18,419.	18,349.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TEMPLETON & COMPANY	1,600.	0.		1,600.
TO FORM 990-PF, PG 1, LN 16B	1,600.	0.		1,600.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	348.	348.		0.
TO FORM 990-PF, PG 1, LN 18	348.	348.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEPT OF STATE-UNIFORM BUSINESS REPORT	61.	0.		61.
INVESTMENT MANAGEMENT FEES-MERRILL LYNCH	8,470.	8,470.		0.
BANK FEES	60.	0.		60.
POST OFFICE BOX RENTAL	371.	0.		371.

THE HANDLEY FOUNDATION INC. FKA G.KENNET

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OFFICE EXPENSE	96.	0.	96.
ADMIN FEE	400.	0.	400.
TO FORM 990-PF, PG 1, LN 23	9,458.	8,470.	988.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH-FIXED INCOME-	X		154,412.	151,342.
TOTAL U.S. GOVERNMENT OBLIGATIONS			154,412.	151,342.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			154,412.	151,342.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH-COMMON STK-	605,358.	612,645.
TOTAL TO FORM 990-PF, PART II, LINE 10B	605,358.	612,645.

The Handley Foundation, Inc.**Form 990 PF 2014****Part XV, Line 3****The Handley Foundation Contributions - 2014**

Date	Ck No.	Charity	Purpose	Amount
1/8/2014	2426	The Juilliard School	Educational	1,000.00
1/9/2014	2427	The Academy of American Poets	Arts	1,000.00
1/9/2014	2428	The Academy of American Poets	Arts	4,000.00
1/9/2014	2429	The Licia-Albanese Foundation	Educational	1,000.00
1/14/2014	2430	The Library of America	Educational	1,500.00
1/14/2014	2431	The Hudson Review	Educational	3,000.00
1/9/2014	2432	University of CA, Berkeley	Educational	50.00
1/9/2014	2433	The Emma Willard School	Educational	200.00
1/9/2014	2434	Century Assoc Archives Foundation	Educational	200.00
1/9/2014	2435	North Salem Open Land Foundation	Environmental	500.00
1/9/2014	2436	The Pushcart Prize Fellowships Inc.	Educational	200.00
1/9/2014	2437	The NY Society Library	Educational	225.00
1/9/2014	2438	Church of Jesus Christ of LDS	Religious	2,000.00
1/9/2014	2439	Church of Jesus Christ of LDS	Religious	600.00
1/9/2014	2440	Church of Jesus Christ of LDS	Religious	600.00
1/9/2014	2441	Alliance House	Educational	500.00
1/9/2014	2442	Utah Symphony & Opera	Arts	1,500.00
1/9/2014	2443	Save Our Canyons	Environmental	500.00
1/9/2014	2444	Salt Lake Choral Artists	Arts	500.00
1/9/2014	2445	Affirmation	Religious	300.00
1/9/2014	2446	Ballet West	Arts	300.00
1/9/2014	2447	Utah Humanities Council	Humanities	300.00
1/9/2014	2448	Utah Shakespearean Festival	Arts	300.00
1/9/2014	2449	Doctors Without Borders	Medical	200.00
1/9/2014	2450	Salt Lake Chamber Music Society	Arts	300.00
1/9/2014	2451	Moab Music Festival	Arts	300.00
1/9/2014	2452	KUED	Arts	250.00
1/9/2014	2453	KUER	Arts	200.00
1/9/2014	2454	KCPW	Arts	200.00
1/9/2014	2455	KBYU-FM	Arts	250.00
1/9/2014	2456	KBYU-TV	Arts	200.00
1/9/2014	2457	The Nature Conservancy of Utah	Environmental	500.00
1/9/2014	2458	Gina Bachauer Int'l Piano Competition	Arts	250.00
1/9/2014	2459	Red Butte Garden	Environmental	200.00
1/9/2014	2460	Brady Center to Prevent Handgun Violence	Educational	200.00
1/9/2014	2461	Utah Food Bank	Humanities	250.00
1/9/2014	2462	Brain & Behavior Research Foundation	Medical	200.00
1/9/2014	2463	Developments in Literacy	Educational	100.00
1/9/2014	2464	Interfaith Power & Light	Religious	100.00
1/9/2014	2465	Heifer International	Humanities	100.00
1/9/2014	2466	NOVA	Educational	200.00
1/9/2014	2467	Southern Utah Wilderness Alliance	Environmental	100.00
2/14/2014	2469	The Metropolitan Museum of Art	Arts	200.00
2/14/2014	2470	The Hunter College Foundation	Educational	500.00
2/15/2014	2471	Humane Society of Sarasota County	Humanities	200.00
2/15/2014	2472	Community Foundation of Sarasota County	Humanities	300.00
4/11/2014	2474	New London Barn Playhouse	Arts	1,250.00

4/11/2014	2475	Women's Fund of NH	Humanities	200.00
4/11/2014	2476	NSBTA	Environmental	185.00
4/11/2014	2477	Poets House	Arts	100.00
4/11/2014	2478	American Red Cross NH	Humanities	250.00
4/11/2014	2479	CAGW		125.00
4/10/2014	2480	Interfaith Power & Light	Religious	500.00
4/10/2014	2481	Interfaith Power & Light (George)	Religious	1,000.00
4/26/2014	2482	Washington Island Music Festival	Arts	1,500.00
4/26/2014	2483	University of CA, Berkeley	Educational	500.00
4/26/2014	2484	University of Utah College of Law	Educational	100.00
4/26/2014	2485	Cate School	Educational	100.00
4/26/2014	2486	North Shore Country Day School	Educational	100.00
4/26/2014	2487	Trueblood Performing Arts Center	Arts	1,000.00
4/26/2014	2488	Johnny Hargrove Memorial Scholarship	Educational	250.00
6/3/2014	2491	564 Park Ave Preservation Foundation	Arts	1,000.00
6/14/2014	2493	Spaulding Youth Center	Educational	5,000.00
7/11/2014	2496	The Stanford Fund	Educational	500.00
8/31/2013	2498	Montshire Museum of Science	Educational	200.00
8/31/2014	2499	Vermont PBS	Arts	100.00
8/31/2014	2500	NHPR	Arts	50.00
8/31/2014	2501	Camp Coniston - YMCA	Arts	250.00
8/31/2014	2502	Mote Marine Laboratory	Environmental	180.00
8/31/2014	2503	Good Beginnings of Sullivan County	Humanities	250.00
8/31/2014	2504	Lebanon Opera House	Arts	150.00
8/31/2014	2505	Opera North	Arts	150.00
8/31/2014	2506	Northern Stage	Arts	250.00
8/31/2014	2507	Classlcopia	Arts	150.00
8/31/2014	2508	NHPT	Arts	100.00
9/9/2014	2509	Grantham Historical Society	Educational	25.00
9/20/2014	2511	PEN	Arts	125.00
9/24/2014	2512	Pan Mass Challenge	Medical	200.00
10/20/2014	2513	Trueblood Performing Arts Center	Arts	2,000.00
10/20/2014	2514	Broward Public Library Foundation	Educational	1,000.00
10/20/2014	2515	Jack and Jill Childrens Center	Educational	500.00
10/20/2014	2516	Frances Lehman Loeb Art Center	Arts	1,000.00
10/20/2014	2517	Cystic Fibrosis Foundation	Medical	1,000.00
10/20/2014	2518	Washington Island Art & Nature Center	Environmental	250.00
10/20/2014	2519	Washington Island Foundation	Educational	250.00
10/20/2014	2520	Washington Island Farm Museum	Arts	100.00
10/20/2014	2521	Vassar College	Educational	100.00
10/20/2014	2522	Fort Lauderdale Museum of Art	Arts	1,000.00
10/20/2014	2523	Symphony of the Americas	Arts	500.00
10/20/2014	2524	Loyola University Maryland	Educational	1,000.00
10/20/2014	2525	Santa Clara Monastery	Religious	200.00
10/20/2014	2526	Bonnett House	Humanities	250.00
10/20/2014	2527	Jubilee Center of South Broward	Religious	100.00
10/20/2014	2528	Lauderdale Yacht Club Sailing Foundation	Environmental	500.00
10/23/2014	2529	University of Delaware	Educational	125.00
10/23/2014	2530	Spaulding Youth Center	Educational	1,000.00
10/23/2014	2532	Dartmouth Hitchcock Health	Medical	1,000.00
10/23/2014	2533	Word of Life International Church	Religious	100.00
10/31/2014	2534	Utah Humanities Council (George)	Humanities	150.00
10/31/2014	2535	LDS Earth Stewardship	Religious	150.00
10/31/2014	2536	Shim Hill Education Foundation	Educational	200.00
11/28/2014	2537	SMA's PTCC	Educational	75.00

11/28/2014	2538	Community Foundation of Sarasota County	Humanities	200.00
12/2/2014	2539	Western Literature Association (Bill)	Arts	600.00
12/2/2014	2540	Tom Gold Dance (Bill)	Arts	400.00
12/2/2014	2541	Doctors Without Borders (Bill)	Medical	250.00
12/2/2014	2542	LA County Museum of Art (Bill)	Arts	250.00
12/13/2014	2543	Abiding Saviour Lutheran Church	Religious	500.00
12/13/2014	2544	Florida State Golf Association	Health	500.00
12/13/2014	2545	Luminarts Cultural Foundation	Arts	200.00
12/13/2014	2546	Swim Ft. Lauderdale Masters Booster Club	Educational	250.00
12/13/2014	2547	March of Dimes	Medical	250.00
12/31/2014	2548	Citizens Against Government Waste	Humanities	200.00
12/31/2014	2549	Sarasota Military Academy	Educational	1,000.00
12/31/2014	2550	Wounded Warrior Project	Humanities	250.00
12/31/2014	2551	United Mitochondrial Disease Foundation	Medical	250.00
12/31/2014	2552	The Ausbon Sargent Land Preservation	Environmental	250.00
12/31/2014	2553	Stanford GSB	Educational	500.00
Total Charitable Contributions				59,815.00



Merrill Lynch
Bank of America Corporation
Account No. 5VL-02054
Taxpayer No. 58-2469598

THE HANDLEY FOUNDATION

2014 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your return.

The 2014 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes securities when the purchase date of the security occurred within the following timeline: Equities acquired on or after January 1, 2011, Mutual Funds acquired on or after January 1, 2012, and Option Transactions and certain debt securities acquired on or after January 1, 2014. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available) but the adjusted basis will not be transmitted to the IRS.

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and noncovered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accrual of OID.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B

2014 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1a. Description of Property	1b. Date of Acquisition	1c. Date of Sale or Exchange	1d. Amount	1e. Cost Basis	1f. IRS Code 1g. Adjustments	1g. Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 2							
COVERED TRANSACTIONS-1099-B Line 3, Cost basis reported to IRS (Code A)							
ISHARES MSCI CDA ETF							
6,0000 Sale	06/26/13	01/16/14		171.71	157.73	0.00	13.98
3,0000 Sale	06/26/13	06/09/14		93.05	78.86	0.00	14.19
Security Subtotal				264.76	236.59	0.00	28.17
ISHARES MSCI SWITZERLAND CAPPED							
8,0000 Sale	06/26/13	01/16/14		264.71	231.58	0.00	33.13
4,0000 Sale	06/26/13	06/09/14		141.11	115.79	0.00	25.32
Security Subtotal				405.82	347.37	0.00	58.45
ISHARES MSCI SWEDEN							
3,0000 Sale	06/26/13	01/16/14		107.30	92.01	0.00	15.29
2,0000 Sale	06/26/13	06/09/14		74.03	61.34	0.00	12.69
Security Subtotal				181.33	153.35	0.00	27.98
ISHARES MSCI UNITED KINGDOM							
21,0000 Sale	06/26/13	01/16/14		436.58	376.31	0.00	60.27
10,0000 Sale	06/26/13	06/09/14		218.19	179.20	0.00	38.99
Security Subtotal				654.77	555.51	0.00	99.26

Security Subtotal



5VL-02054

Account No. 5VL-02054
Taxpayer No. 58-24699598
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THE HANDLEY FOUNDATION

1099-B

2014 ANNUAL STATEMENT SUMMARY

2014 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1a. Description of Property	1b. Date of Acquisition or Exchange	1c. Date of Sale	1d. Amount	1e. Cost Basis	1f. IRS Code 1g. Adjustments	Gain or (Loss)	Remarks
1. Security Subtotal							
<i>IShares Nasdaq Biotech ETF</i>							
2,0000 Sale	07/07/14	09/10/14	547.09	523.40	0.00	23.69	
5,0000 Sale	07/07/14	11/12/14	1,482.47	1,308.50	0.00	173.97	
4,0000 Sale	07/07/14	12/10/14	1,248.14	1,046.80	0.00	201.34	
			3,277.70	2,878.70	0.00	399.00	
2. Security Subtotal							
<i>IShares MSCI Pacific ex-Japan</i>							
5,0000 Sale	10/07/13	01/16/14	228.54	238.84	0.00	(10.30)	
3,0000 Sale	10/07/13	06/09/14	151.04	143.30	0.00	7.74	
1,0000 Sale	10/07/13	09/10/14	50.38	47.77	0.00	2.61	
			429.96	429.91	0.00	0.05	
3. Security Subtotal							
<i>IShares 20+ Year Treasury Bond ETF</i>							
2,0000 Sale	03/24/14	09/10/14	230.04	217.66	0.00	12.38	
4. Security Subtotal							
<i>Vanguard Small Cap Value ETF</i>							
6,0000 Sale	08/05/13	07/07/14	633.23	543.54	0.00	89.69	
4,0000 Sale	10/07/13	07/07/14	422.16	360.48	0.00	61.68	
			1,055.39	904.02	0.00	151.37	
5. Security Subtotal							
<i>Vanguard Small Cap Growth ETF</i>							
6,0000 Sale	08/05/13	07/07/14	761.87	673.61	0.00	88.26	
6. Security Subtotal							
<i>Vanguard Consumer Staples ETF</i>							
1,0000 Sale	07/07/14	09/15/14	117.19	116.99	0.00	0.20	
19,0000 Sale	07/07/14	11/12/14	2,368.11	2,222.82	0.00	145.29	
5,0000 Sale	07/07/14	12/10/14	632.70	584.95	0.00	47.75	
			3,118.00	2,924.76	0.00	183.24	
7. Security Subtotal							
<i>Vanguard Value ETF</i>							
105,000 Sale	10/07/13	07/07/14	8,558.37	7,333.22	0.00	1,225.15	
213,000 Sale	03/24/14	07/07/14	17,361.28	16,472.40	0.00	886.88	
			25,919.65	23,805.62	0.00	2,114.03	



Account No.
5VL-02054

Taxpayer No.
58-2469598

THE HANDLEY FOUNDATION

1099-B

2014 ANNUAL STATEMENT SUMMARY

2014 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS						
1a. Description of Property	1b. Date of Acquisition or Exchange	1c. Date of Sale	1d. Amount	1e. Cost Basis	1f. IRS Code 1g. Adjustments	Gain or (Loss)
VANGUARD GROWTH ETF 488.0000 Sale						
VANGUARD INFORMATION TECH ETF 30.0000 Sale 19.0000 Sale 10.0000 Sale	07/07/14 07/07/14 07/07/14	08/05/13 11/12/14 11/19/14	48,687.13	3,045.31 1,967.85 1,039.09	40,918.75	0.00
Security Subtotal				6,052.25	5,779.35	0.00
VANGUARD ENERGY ETF FDS 37.0000 Sale						
VANGUARD INDUSTRIAL ETF 30.0000 Sale	07/07/14	12/10/14	4,002.57	5,300.62	W	1,298.05 (W)
WISDOMTREE TRUST JAPAN HEDGED EQUITY FD 10.0000 Sale 5.0000 Sale	06/26/13 06/26/13	01/16/14 06/08/14	497.29 244.09	441.26 220.63	0.00	56.03 0.00
Security Subtotal				741.38	661.89	0.00
FIRST TR EXCHANGE TRADED FD DOW JONES IN 6.0000 Sale						
SPDR BARCLAYS INTL TREASURY BOND ETF 3.0000 Sale	07/07/14	09/10/14	373.79	360.27	0.00	13.52
ISHARES MSCI EMU ETF 21.0000 Sale 13.0000 Sale 51.0000 Sale	03/24/14	09/10/14	175.05	177.75	0.00	(2.70)
Security Subtotal				3,597.15	3,240.61	0.00
356.54						



Merrill Lynch
Bank of America Corporation

Account No. **5VL-02054**
Taxpayer No. **58-2469588**

THE HANDLEY FOUNDATION

1099-B **2014 ANNUAL STATEMENT SUMMARY**
2014 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1a. Description of Property	CUSIP Number	1b. Date of Acquisition or Exchange	1c. Date of Sale or Exchange	1d. Amount	1e. Cost Basis	1f. IRS Code 1g. Adjustments	Gain or (Loss)	Remarks
EMERGING GLOBAL SHARES DOW JONES								
9,0000 Sale	10/07/13	01/16/14		231.83	246.51		0.00	(14.68)
129,0000 Sale	10/07/13	03/24/14		3,315.26	3,533.27		0.00	(218.01)
4,0000 Sale	10/07/13	06/09/14		110.56	109.56		0.00	0.79
75,0000 Sale	10/07/13	07/07/14		2,110.45	2,054.23		0.00	56.22
Security Subtotal				5,767.89	5,943.57		0.00	(175.68)
FIRST TR ISSE CLOUD COMP IDX ETF								
13,0000 Sale	07/07/14	09/10/14		366.85	354.15		0.00	12.70
ISHARES INC CORE MSCI EMERGING MKTS ETF								
15,0000 Sale	10/07/13	01/16/14		720.89	747.99		0.00	(27.10)
219,0000 Sale	10/07/13	03/24/14		10,332.88	10,920.61		0.00	(587.92)
6,0000 Sale	10/07/13	06/09/14		312.77	299.19		0.00	13.58
131,0000 Sale	10/07/13	07/07/14		6,889.89	6,532.42		0.00	357.47
5,0000 Sale	10/07/13	09/10/14		266.44	249.33		0.00	17.11
Security Subtotal				18,522.68	18,749.54		0.00	(226.86)
HEALTH CARE SELECT SPDR								
39,0000 Sale	07/07/14	09/10/14		2,510.93	2,416.05		0.00	94.88
61,0000 Sale	07/07/14	11/12/14		4,144.45	3,778.94		0.00	365.51
10,0000 Sale	07/07/14	11/19/14		682.61	619.50		0.00	63.11
31,0000 Sale	07/07/14	12/10/14		2,182.08	1,920.45		0.00	261.63
Security Subtotal				9,520.07	8,734.94		0.00	785.13
CONSUMER DISCRETIONARY SPDR								
7,0000 Sale	07/07/14	09/10/14		478.16	473.54		0.00	4.62
2,0000 Sale	07/07/14	09/15/14		136.17	135.30		0.00	0.87
12,0000 Sale	07/07/14	11/19/14		832.29	811.79		0.00	20.50
19,0000 Sale	07/07/14	12/10/14		1,342.71	1,285.33		0.00	57.38
Security Subtotal				2,789.33	2,705.93		0.00	83.37



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2014 ANNUAL STATEMENT SUMMARY

2014 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1a. Description of Property	1b. Date of Acquisition	1c. Date of Sale or Exchange	1d. Amount	1e. Cost Basis	1f. IRS Code 1g. Adjustments	Gain or (Loss)	Remarks
SECTOR SPDR FINANCIAL							
25,0000 Sale	07/07/14	09/10/14	582.60	572.17	0.00	10.43	
14,0000 Sale	07/07/14	09/15/14	327.45	320.41	0.00	7.04	
41,0000 Sale	07/07/14	11/7/14	991.36	936.35	0.00	53.01	
Security Subtotal			1,901.41	1,830.93	0.00	70.48	
Covered Short Term Capital Gains and Losses Subtotal			142,025.99	131,023.83	1,298.05	12,300.21	
NET SHORT TERM CAPITAL GAINS AND LOSSES			142,025.99	131,023.83	1,298.05	12,300.21	
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 2							
COVERED TRANSACTIONS-1099-B Line 3, Cost basis reported to IRS (Code D)							
ISHARES MSCI SWITZERLAND CAPPED							
1,0000 Sale	06/26/13	09/15/14	33.25	28.95	0.00	4.30	
39,0000 Sale	06/26/13	11/19/14	1,283.71	1,128.94	0.00	154.77	
Security Subtotal			1,316.96	1,157.89	0.00	159.07	
ISHARES MSCI SWEDEN							
21,0000 Sale	06/26/13	11/19/14	694.50	644.07	0.00	50.43	
ISHARES iBOXX \$ INV GRADE CORP BD							
3,0000 Sale	09/10/12	01/16/14	345.65	359.76	0.00	(14.11)	
2,0000 Sale	09/10/12	06/09/14	236.47	239.84	W	3.37 (W)	
12,0000 Sale	09/10/12	12/10/14	1,428.81	1,439.04	0.00	(10.23)	
2,0000 Sale	10/08/12	12/10/14	238.13	239.74	0.00	(1.61)	
14,0000 Sale	12/07/12	12/10/14	1,666.95	1,708.25	0.00	(41.30)	
Security Subtotal			3,916.01	3,886.63	3.37	(67.25)	
ISHARES 20+ YEAR TREASURY BOND ETF							
1,0000 Sale	09/10/12	01/16/14	104.85	123.76	0.00	(18.91)	
1,0000 Sale	09/10/12	06/09/14	111.48	123.76	W	12.28 (W)	0.00
7,0000 Sale	09/10/12	09/10/14	805.12	866.32	0.00	(61.20)	



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2014 ANNUAL STATEMENT SUMMARY

2014 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1a. Description of Property	1b. Date of Acquisition	1c. Date of Sale or Exchange	1d. Amount	1e. Cost Basis	1f. IRS Code 1g. Adjustments	Gain or (Loss)	Remarks
<i>ISHARES 20+ YEAR TREASURY BOND ETF</i>							
1.0000 Sale	10/08/12	09/10/14	115.01	123.99	0.00	0.00	(8.98)
3.0000 Sale	01/30/13	09/10/14	345.06	349.65	0.00	0.00	(4.59)
Security Subtotal			1,481.52	1,587.48			(93.69)
<i>ISHARES TIPS BOND ETF</i>							
2.0000 Sale	09/10/12	01/16/14	222.61	242.48	0.00	0.00	(19.87)
1.0000 Sale	09/10/12	06/09/14	113.78	121.24	0.00	0.00	0.00
25.0000 Sale	09/10/12	09/10/14	2,826.19	3,031.00	0.00	0.00	(204.81)
Security Subtotal			3,162.58	3,394.72			(224.68)
<i>VANGUARD SMALL CAP VALUE ETF</i>							
5.0000 Sale	05/09/12	01/16/14	488.00	338.15	0.00	0.00	149.85
9.0000 Sale	05/09/12	03/24/14	900.00	608.67	0.00	0.00	291.33
2.0000 Sale	05/09/12	06/09/14	207.95	135.26	0.00	0.00	72.69
21.0000 Sale	06/26/13	07/07/14	2,216.29	1,741.32	0.00	0.00	474.97
53.0000 Sale	05/09/12	07/07/14	5,593.50	3,584.39	0.00	0.00	2,009.11
52.0000 Sale	12/07/12	07/07/14	5,487.96	3,760.64	0.00	0.00	1,727.32
51.0000 Sale	03/19/13	07/07/14	5,382.42	4,173.33	0.00	0.00	1,209.09
Security Subtotal			20,276.12	14,341.76			5,934.36
<i>VANGUARD SMALL CAP GROWTH ETF</i>							
5.0000 Sale	05/09/12	01/16/14	618.39	413.60	0.00	0.00	204.79
6.0000 Sale	05/09/12	03/24/14	747.52	496.32	0.00	0.00	251.20
3.0000 Sale	05/09/12	06/09/14	371.15	248.16	0.00	0.00	122.99
102.0000 Sale	05/09/12	07/07/14	12,951.68	8,437.53	0.00	0.00	4,514.15
14.0000 Sale	12/07/12	07/07/14	1,777.68	1,223.49	0.00	0.00	554.19
56.0000 Sale	03/19/13	07/07/14	7,110.73	5,579.28	0.00	0.00	1,531.45
21.0000 Sale	06/26/13	07/07/14	2,666.52	2,142.00	0.00	0.00	524.52
Security Subtotal			26,243.67	18,540.38			7,703.29
<i>VANGUARD VALUE ETF</i>							
65.0000 Sale	05/09/12	01/16/14	4,950.31	3,617.89	0.00	0.00	1,332.42
38.0000 Sale	05/09/12	06/09/14	3,075.27	2,115.07	0.00	0.00	960.20
1525.0000 Sale	05/09/12	07/07/14	124,300.15	84,881.18	0.00	0.00	39,418.97
244.0000 Sale	12/07/12	07/07/14	19,888.02	14,280.44	0.00	0.00	5,607.58



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2014 ANNUAL STATEMENT SUMMARY
14. PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1a. Description of Property	1b. Date of Acquisition	1c. Date of Sale or Exchange	1d. Amount	1e. Cost Basis	1f. IRS Code 1g. Adjustments	Gain or (Loss)	Remarks
1099-B							
Security Subtotal			210,655.20	151,992.10		0.00	58,663.10
VANGUARD GROWTH ETF							
69,0000 Sale	03/19/13	07/07/14	52,409.84	42,090.72		0.00	10,319.12
74,0000 Sale	06/26/13	07/07/14	6,031.61	5,006.80		0.00	1,024.81
Security Subtotal			210,655.20	151,992.10		0.00	58,663.10
WISDOMTREE TRUST JAPAN HEDGED EQUITY FD							
13,0000 Sale	06/26/13	09/10/14	668.19	573.64		0.00	94.55
1,0000 Sale	06/26/13	09/15/14	57.19	44.13		0.00	7.06
20,0000 Sale	06/26/13	11/12/14	1,078.25	882.52		0.00	195.73
14,0000 Sale	06/26/13	12/10/14	772.98	617.76		0.00	155.22
Security Subtotal			2,570.61	2,118.05		0.00	452.56
SPDR BARCLAYS INTL TREASURY BOND ETF							
2,0000 Sale	09/10/12	01/16/14	115.31	122.26		0.00	(6.95)
1,0000 Sale	09/10/12	06/09/14	59.93	61.13		0.00	(1.20)
48,0000 Sale	09/10/12	07/07/14	2,899.15	2,934.24		0.00	(35.09)
21,0000 Sale	09/10/12	09/10/14	1,225.30	1,283.73		0.00	(58.43)
2,0000 Sale	01/30/13	09/10/14	116.70	120.52		0.00	(3.82)
Security Subtotal			4,416.39	4,521.88		0.00	(105.49)
POWERSHARES GLOBAL EXCHANGE TRADED FD TR							
3,0000 Sale	09/10/12	01/16/14	81.92	91.85		0.00	(9.93)
2,0000 Sale	09/10/12	06/09/14	58.73	61.23		0.00	(2.50)
Security Subtotal			140.65	153.08		0.00	(12.43)



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THE HANDLEY FOUNDATION

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2014 ANNUAL STATEMENT SUMMARY

2014 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1a. Description of Property	1b. Date of Acquisition	1c. Date of Sale or Exchange	1d. Amount	1e. Cost Basis	1f. IRS Code 1g. Adjustments	Gain or (Loss)	Remarks
<i>ISHARES 3-7 YEAR TREASURY BOND ETF</i>							
1.0000 Sale	09/10/12	01/16/14	120.55	123.45	0.00	(2.90)	
1.0000 Sale	09/10/12	06/09/14	121.25	123.45	2.20	0.00	
Security Subtotal			241.80	246.90			(2.90)
<i>ISHARES MBS ETF</i>							
8.0000 Sale	09/10/12	01/16/14	844.63	871.05	0.00	(26.42)	
4.0000 Sale	09/10/12	06/09/14	430.15	435.52	5.37	0.00	
4.0000 Sale	09/10/12	11/12/14	435.63	435.52	0.00	0.11	
4.0000 Sale	09/10/12	11/19/14	436.51	435.52	0.00	0.99	
Security Subtotal			2,146.92	2,177.61			(25.32)
<i>VANGUARD INTERMEDIATE TERM BOND ETF</i>							
8.0000 Sale	09/10/12	01/16/14	660.63	716.78	0.00	(56.15)	
5.0000 Sale	09/10/12	06/09/14	420.59	447.98	27.39	0.00	
7.0000 Sale	09/10/12	11/19/14	592.18	627.18	0.00	(35.00)	
Security Subtotal			1,673.40	1,791.94			(91.15)
<i>VANGUARD SHORT TERM BOND</i>							
13.0000 Sale	09/10/12	01/16/14	1,040.50	1,057.35	0.00	(16.85)	
6.0000 Sale	09/10/12	06/09/14	481.13	488.01	0.00	(6.88)	
34.0000 Sale	09/10/12	07/07/14	2,722.47	2,765.39	0.00	(42.92)	
114.0000 Sale	09/10/12	09/10/14	9,115.93	9,272.19	0.00	(156.26)	
3.0000 Sale	09/10/12	09/15/14	239.83	244.01	0.00	(4.18)	
75.0000 Sale	09/10/12	12/10/14	6,008.12	6,100.12	0.00	(92.00)	
4.0000 Sale	09/10/12	12/10/14	320.44	328.23	0.00	(7.79)	
1.0000 Sale	01/30/13	12/10/14	80.11	80.89	0.00	(0.78)	
Security Subtotal			20,008.53	20,336.19			0.00
<i>SPDR BARCLAYS HIGH YIELD BOND ETF</i>							
8.0000 Sale	09/10/12	01/16/14	327.03	321.74	0.00	5.29	
4.0000 Sale	09/10/12	06/09/14	166.07	160.87	0.00	5.20	
61.0000 Sale	09/10/12	07/07/14	2,534.49	2,453.24	0.00	81.25	
30.0000 Sale	09/10/12	12/10/14	1,155.59	1,206.51	0.00	(50.92)	
Security Subtotal			4,183.18	4,142.36			40.82
					0.00		



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2014 ANNUAL STATEMENT SUMMARY
2014 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1a. Description of Property	1b. Date of Acquisition or Exchange	1c. Date of Sale or Exchange	1d. Amount	1e. Cost Basis	1f. IRS Code 19. Adjustments	1g. Adjustments	Gain or (Loss)	Remarks
POWERSHARES PREFERRED PORTFOLIO								
4,0000 Sale	09/10/12	01/16/14	55.07	59.31		0.00	(4.24)	
3,0000 Sale	09/10/12	06/09/14	43.43	44.48		1.05	0.00	(4.24)
Security Subtotal			98.50	103.79				
iSHARES MSCI EMU ETF								
100,0000 Sale	10/07/13	11/19/14	3,763.72	3,812.49		0.00	(48.77)	
11,0000 Sale	10/07/13	12/10/14	415.67	419.37		0.00	(3.70)	
Security Subtotal			4,179.39	4,231.86		0.00	(52.47)	
MARKET VECTORS EM/RG MKTS LOCAL CURRENCY DEBT ETF								
4,0000 Sale	09/10/12	01/16/14	92.99	104.55		0.00	(11.56)	
2,0000 Sale	09/10/12	06/09/14	48.47	51.75		0.00	(3.28)	
Security Subtotal			141.46	156.30		0.00	(14.84)	
Covered Long Term Capital Gains and Losses Subtotal			548,720.89	410,437.06		59.12	138,342.95	
NET LONG TERM CAPITAL GAINS AND LOSSES			548,720.89	410,437.06		59.12	138,342.95	
SALES PROCEEDS AND NET GAINS AND LOSSES			690,746.88				150,643.16	
COVERED SHORT TERM GAINS/LOSSES							12,300.21	
COVERED LONG TERM GAINS/LOSSES							138,342.95	

(W) This transaction has been identified as a "Wash Sale" based on IRS regulations. The Adjustments column reflects the deferred loss amount. The cost basis of the related transaction(s) has been adjusted by the deferred loss amount from either the cost basis on purchases or proceeds from short sales. Please refer to the Instructions for Form 8949 for how to report the deferred loss amount and applicable adjustment code.

(Y) The gain or loss of this transaction includes an adjustment to basis for the deferred loss amount on one or more previous "Wash Sales."