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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2014**

Open to Public Inspection

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)

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

Room/suite

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

FORT LAUDERDALE, FL 33301

A Employer identification number

58-2469598

B Telephone number

(954) 627-5036C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

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

H Check type of organization:

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

I Fair market value of all assets at end of year

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

\$ 801,095.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____

(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				
	4 Dividends and interest from securities	18,419.	18,349.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	152,152.			
	b Gross sales price for all assets on line 6a	692,255.			
	7 Capital gain net income (from Part IV, line 2)		152,152.		
	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	170,571.	170,501.			
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	1,600.	0.		1,600.
	c Other professional fees				
	17 Interest				
	18 Taxes	348.	348.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,297.	0.		8,297.
	22 Printing and publications				
	23 Other expenses	9,458.	8,470.		988.
	24 Total operating and administrative expenses. Add lines 13 through 23	19,703.	8,818.		10,885.
	25 Contributions, gifts, grants paid	59,815.			59,815.
26 Total expenses and disbursements. Add lines 24 and 25	79,518.	8,818.		70,700.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	91,053.				
b Net investment income (if negative, enter -0-)		161,683.			
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	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.	151,342.
	b Investments - corporate stock STMT 6	534,001.	605,358.	612,645.
	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 <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	1,617.
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	1,617.
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	1,617.
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 <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	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 <input 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) <u>FL</u>		
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 2014 or the taxable year beginning in 2014 (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

N/A

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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? Website address ► <u>N/A</u>	13	X	
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</u> ZIP+4 ► <u>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 <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	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 ► <u>N/A</u>	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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.) <u>N/A</u>	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 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) <u>N/A</u>	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 2014?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 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:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	70,700.
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	70,700.
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	1,617.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	69,083.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 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				
a Enter amount for 2013 only			0.	
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.			
a Applied to 2013, 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 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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	134,976.			
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.			

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11-24-14

Form 990-PF (2014)

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

2014.03040 THE HANDLEY FOUNDATION INC. 28704FL1

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

Analysis of Income-Producing Activities

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	18,419.	
		18	152,152.	
	0.		170,571.	0.

13 170,571

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

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT 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 INVEST-MENT 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 INVEST-MENT 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 INVEST-MENT 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.	

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 Julliard 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	Herfer 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	Classicopia	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



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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 accretion 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	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	CUSIP Number	464286509						
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	CUSIP Number	464286749						
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	CUSIP Number	464286756						
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	CUSIP Number	464286699						
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	



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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	1c. Date of Sale or Exchange	1d. Amount	1e. Cost Basis	1f. IRS Code	1g. Adjustments	Gain or (Loss)	Remarks
ISHARES NASDAQ BIOTECH ETF								
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	
Security Subtotal			3,277.70	2,878.70		0.00	399.00	
ISHARES MSCI PACIFIC EX-JAPAN								
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	
Security Subtotal			429.96	429.91		0.00	0.05	
ISHARES 20+ YEAR TREASURY BOND ETF								
2.0000 Sale	03/24/14	09/10/14	230.04	217.66		0.00	12.38	
VANGUARD SMALL CAP VALUE ETF								
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	
Security Subtotal			1,055.39	904.02		0.00	151.37	
VANGUARD SMALL CAP GROWTH ETF								
6.0000 Sale	08/05/13	07/07/14	761.87	673.61		0.00	88.26	
VANGUARD CONSUMER STAPLES ETF								
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	
Security Subtotal			3,118.00	2,924.76		0.00	193.24	
VANGUARD VALUE ETF								
105.0000 Sale	10/07/13	07/07/14	8,558.37	7,333.22		0.00	1,225.15	
213.0000 Sale	03/24/14	07/07/14	17,361.28	16,472.40		0.00	888.88	
Security Subtotal			25,919.65	23,805.62		0.00	2,114.03	



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THE HANDLEY FOUNDATION

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

1099-B

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
VANGUARD GROWTH ETF 488.0000 Sale	CUSIP Number 08/05/13	922908736 07/07/14	48,687.13	40,918.75		0.00	7,768.38	
VANGUARD INFORMATION TECH ETF	CUSIP Number 07/07/14	92204A702 09/10/14	3,045.31	2,938.65		0.00	106.66	
30.0000 Sale	07/07/14	11/12/14	1,967.85	1,861.15		0.00	106.70	
19.0000 Sale	07/07/14	11/19/14	1,039.09	979.55		0.00	59.54	
10.0000 Sale			6,052.25	5,779.35		0.00	272.90	
Security Subtotal								
VANGUARD ENERGY ETF FDS	CUSIP Number 07/07/14	92204A306 12/10/14	4,002.57	5,300.62	W	1,298.05 (w)	0.00	
37.0000 Sale								
VANGUARD INDUSTRIAL ETF FDS	CUSIP Number 07/07/14	92204A603 11/12/14	3,229.15	3,138.40		0.00	90.75	
30.0000 Sale								
WISDOMTREE TRUST JAPAN HEDGED EQUITY FD	CUSIP Number 06/26/13	97717W851 01/16/14	497.29	441.26		0.00	56.03	
10.0000 Sale	06/26/13	06/09/14	244.09	220.63		0.00	23.46	
5.0000 Sale			741.38	661.89		0.00	79.49	
Security Subtotal								
FIRST TR EXCHANGE TRADED FD DOW JONES IN	CUSIP Number 07/07/14	33733E302 09/10/14	373.79	360.27		0.00	13.52	
6.0000 Sale								
SPDR BARCLAYS INTL TREASURY BOND ETF	CUSIP Number 03/24/14	78464A516 09/10/14	175.05	177.75		0.00	(2.70)	
3.0000 Sale								
ISHARES MSCI EMU ETF	CUSIP Number 10/07/13	464286608 01/16/14	872.75	800.62		0.00	72.13	
21.0000 Sale	10/07/13	06/09/14	572.25	495.62		0.00	76.63	
13.0000 Sale	10/07/13	07/07/14	2,152.15	1,944.37		0.00	207.78	
51.0000 Sale			3,597.15	3,240.61		0.00	356.54	
Security Subtotal								



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THE HANDLEY FOUNDATION

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

1099-B

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
EMERGING GLOBAL SHARES								
DOW JONES	10/07/13	01/16/14	231.83	246.51		0.00	(14.68)	
9,000 Sale	10/07/13	03/24/14	3,315.26	3,533.27		0.00	(218.01)	
129,000 Sale	10/07/13	06/09/14	110.35	109.56		0.00	0.79	
4,000 Sale	10/07/13	07/07/14	2,110.45	2,054.23		0.00	56.22	
75,000 Sale								
Security Subtotal			5,767.89	5,943.57		0.00	(175.68)	
FIRST TR ISE CLOUD COMP								
IDX ETF	07/07/14	09/10/14	366.85	354.15		0.00	12.70	
13,000 Sale								
ISHARES INC CORE MSCI								
EMERGING MKTS ETF	10/07/13	01/16/14	720.89	747.99		0.00	(27.10)	
15,000 Sale	10/07/13	03/24/14	10,332.69	10,920.61		0.00	(587.92)	
219,000 Sale	10/07/13	06/09/14	312.77	299.19		0.00	13.58	
6,000 Sale	10/07/13	07/07/14	6,889.89	6,532.42		0.00	357.47	
131,000 Sale	10/07/13	09/10/14	266.44	249.33		0.00	17.11	
5,000 Sale								
Security Subtotal			18,522.68	18,749.54		0.00	(226.86)	
HEALTH CARE SELECT SPDR								
39,000 Sale	07/07/14	09/10/14	2,510.93	2,416.05		0.00	94.88	
61,000 Sale	07/07/14	11/12/14	4,144.45	3,778.94		0.00	365.51	
10,000 Sale	07/07/14	11/19/14	682.61	619.50		0.00	63.11	
31,000 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	07/07/14	09/10/14	478.16	473.54		0.00	4.62	
7,000 Sale	07/07/14	09/15/14	136.17	135.30		0.00	0.87	
2,000 Sale	07/07/14	11/19/14	832.29	811.79		0.00	20.50	
12,000 Sale	07/07/14	12/10/14	1,342.71	1,285.33		0.00	57.38	
19,000 Sale								
Security Subtotal			2,789.33	2,705.96		0.00	83.37	



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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								
25,000 Sale	07/07/14	09/10/14	582.60	572.17		0.00	10.43	
14,000 Sale	07/07/14	09/15/14	327.45	320.41		0.00	7.04	
41,000 Sale	07/07/14	11/12/14	991.36	938.35		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								
1,000 Sale	06/26/13	09/15/14	33.25	28.95		0.00	4.30	
39,000 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								
21,000 Sale	06/26/13	11/19/14	694.50	644.07		0.00	50.43	
ISHARES IBOX \$ INVT GRADE CORP BD								
3,000 Sale	09/10/12	01/16/14	345.65	359.76		0.00	(14.11)	
2,000 Sale	09/10/12	06/09/14	236.47	239.84	W	3.37	0.00	
12,000 Sale	09/10/12	12/10/14	1,428.81	1,439.04		0.00	(10.23)	
2,000 Sale	10/08/12	12/10/14	238.13	239.74		0.00	(1.61)	
14,000 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								
1,000 Sale	09/10/12	01/16/14	104.85	123.76	W	0.00	(18.91)	
1,000 Sale	09/10/12	06/09/14	111.48	123.76		12.28	0.00	
7,000 Sale	09/10/12	09/10/14	805.12	866.32		0.00	(61.20)	



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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
ISHARES 20+ YEAR TREASURY BOND ETF								
	CUSIP Number	464287432						
10/08/12	09/10/14	115.01	123.99			0.00 (M)	(8.98)	
01/30/13	09/10/14	345.06	349.65			0.00	(4.59)	
Security Subtotal		1,481.52	1,587.48	12.28			(93.68)	
ISHARES TIPS BOND ETF								
	CUSIP Number	464287176						
09/10/12	01/16/14	222.61	242.48			0.00	(19.87)	
09/10/12	06/09/14	113.78	121.24		W	7.46 (M)	0.00	
09/10/12	09/10/14	2,826.19	3,031.00			0.00	(204.81)	
Security Subtotal		3,162.58	3,394.72	7.46			(224.68)	
VANGUARD SMALL CAP VALUE ETF								
	CUSIP Number	922908611						
05/09/12	01/16/14	488.00	338.15			0.00	149.85	
05/09/12	03/24/14	900.00	608.67			0.00	291.33	
05/09/12	06/09/14	207.95	135.26			0.00	72.69	
05/09/12	07/07/14	2,216.29	1,741.32			0.00	474.97	
05/09/12	07/07/14	5,593.50	3,584.39			0.00	2,009.11	
12/07/12	07/07/14	5,487.96	3,760.64			0.00	1,727.32	
03/19/13	07/07/14	5,382.42	4,173.33			0.00	1,209.09	
Security Subtotal		20,276.12	14,341.76	0.00			5,934.36	
VANGUARD SMALL CAP GROWTH ETF								
	CUSIP Number	922908595						
05/09/12	01/16/14	618.39	413.60			0.00	204.79	
05/09/12	03/24/14	747.52	496.32			0.00	251.20	
05/09/12	06/09/14	371.15	248.16			0.00	122.99	
05/09/12	07/07/14	12,951.68	8,437.53			0.00	4,514.15	
12/07/12	07/07/14	1,777.68	1,223.49			0.00	554.19	
03/19/13	07/07/14	7,110.73	5,579.28			0.00	1,531.45	
06/26/13	07/07/14	2,666.52	2,142.00			0.00	524.52	
Security Subtotal		26,243.67	18,540.38	0.00			7,703.29	
VANGUARD VALUE ETF								
	CUSIP Number	922908744						
05/09/12	01/16/14	4,950.31	3,617.89			0.00	1,332.42	
05/09/12	06/09/14	3,075.27	2,115.07			0.00	960.20	
05/09/12	07/07/14	124,300.15	84,881.18			0.00	39,418.97	
12/07/12	07/07/14	19,888.02	14,280.44			0.00	5,607.58	



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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
VANGUARD VALUE ETF	CUSIP Number	922908744						
643,000 Sale	03/19/13	07/07/14	52,409.84	42,090.72		0.00	10,319.12	
74,000 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	
VANGUARD GROWTH ETF	CUSIP Number	922908736						
69,000 Sale	05/09/12	01/16/14	6,404.47	4,724.74		0.00	1,679.73	
450,000 Sale	05/09/12	03/24/14	42,069.71	30,813.53		0.00	11,256.18	
32,000 Sale	05/09/12	06/09/14	3,138.81	2,191.18		0.00	947.63	
104,000 Sale	05/09/12	07/07/14	104,457.82	71,692.82		0.00	32,765.00	
68,000 Sale	12/07/12	07/07/14	6,784.27	4,832.36		0.00	1,951.91	
671,000 Sale	03/19/13	07/07/14	66,944.79	51,650.63		0.00	15,294.16	
114,000 Sale	06/26/13	07/07/14	11,373.63	8,906.81		0.00	2,466.82	
Security Subtotal			241,173.50	174,812.07		0.00	66,361.43	
WISDOMTREE TRUST JAPAN HEDGED EQUITY FD	CUSIP Number	97717W851						
13,000 Sale	06/26/13	09/10/14	668.19	573.64		0.00	94.55	
1,000 Sale	06/26/13	09/15/14	51.19	44.13		0.00	7.06	
20,000 Sale	06/26/13	11/12/14	1,078.25	882.52		0.00	195.73	
14,000 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	CUSIP Number	78464A516						
2,000 Sale	09/10/12	01/16/14	115.31	122.26		0.00	(6.95)	
1,000 Sale	09/10/12	06/09/14	59.93	61.13		0.00	(1.20)	
48,000 Sale	09/10/12	07/07/14	2,899.15	2,934.24		0.00	(35.09)	
21,000 Sale	09/10/12	09/10/14	1,225.30	1,283.73		0.00	(58.43)	
2,000 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	CUSIP Number	73936T573						
3,000 Sale	09/10/12	01/16/14	81.92	91.85		0.00	(9.93)	
2,000 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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ISHARES 3-7 YEAR TREASURY BOND ETF								
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	W	2.20 (M)	0.00	
Security Subtotal			241.80	246.90		2.20	(2.90)	
ISHARES MBS ETF								
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	W	5.37 (M)	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		5.37	(25.32)	
VANGUARD INTERMEDIATE TERM BOND ETF								
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	W	27.39 (M)	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		27.39	(91.15)	
VANGUARD SHORT TERM BOND								
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 (M)	(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	(327.66)	
SPDR BARCLAYS HIGH YIELD BOND ETF								
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		0.00	40.82	



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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
POWERSHARES PREFERRED PORTFOLIO								
	CUSIP Number	739367565						
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	W	1.05 (W)	0.00	
Security Subtotal			98.50	103.79		1.05	(4.24)	
ISHARES MSCI EMU ETF								
	CUSIP Number	464286608						
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 EMRG MKTS LOCAL CURRENCY DEBT ETF								
	CUSIP Number	57060U522						
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								
COVERED LONG TERM GAINS/LOSSES								
							12,300.21	
							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."