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EXTENDED TO NOVEMBER 15, 2017

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.

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE HANDLEY FOUNDATION INC. FKA G.KENNETH & ETHEL L. HANDLEY FDN INC		A Employer identification number 58-2469598
Number and street (or P.O. box number if mail is not delivered to street address) R. HANDLEY-401 E LAS OLAS BLVD #130-465	Room/suite	B Telephone number (954) 627-5036
City or town, state or province, country, and ZIP or foreign postal code FORT LAUDERDALE, FL 33301		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 690,901.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		19,657.	15,988.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<25,623.>			
b Gross sales price for all assets on line 6a		164,683.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		<5,966.>	15,988.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,712.	0.		1,712.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		652.	242.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		8,674.	0.		8,674.
22 Printing and publications					
23 Other expenses STMT 4		8,300.	7,561.		739.
24 Total operating and administrative expenses. Add lines 13 through 23		19,338.	7,803.		11,125.
25 Contributions, gifts, grants paid		63,670.			63,670.
26 Total expenses and disbursements. Add lines 24 and 25		83,008.	7,803.		74,795.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<88,974.>			
b Net investment income (if negative, enter -0-)			8,185.		
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	4,140.	4,136.	4,136.
	2 Savings and temporary cash investments	15,595.	14,722.	14,723.
	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	151,362.	133,888.	134,169.
	b Investments - corporate stock STMT 6	566,554.	495,850.	537,873.
	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)		737,651.	648,596.	690,901.
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	722,374.	633,319.		
30 Total net assets or fund balances	737,651.	648,596.		
31 Total liabilities and net assets/fund balances	737,651.	648,596.		

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	737,651.
2 Enter amount from Part I, line 27a	2	<88,974.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	648,677.
5 Decreases not included in line 2 (itemize) ▶ COST ADJUSTMENTS TO INVESTMENTS	5	81.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	648,596.

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	12/31/16
b MERRILL LYNCH 02054 - SEE ATTACHMENT A	P	VARIOUS	12/31/16
c MERRILL LYNCH 02054 - SEE ATTACHMENT A	P	VARIOUS	12/31/16
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12.		11.	1.
b 164,440.		190,295.	<25,855.>
c 28.			28.
d 203.			203.
e			

(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			1.
b			<25,855.>
c			28.
d			203.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<25,623.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	64,793.	760,215.	.085230
2014	69,083.	794,663.	.086934
2013	63,896.	765,529.	.083466
2012	56,352.	749,860.	.075150
2011	57,353.	787,560.	.072824

2 Total of line 1, column (d)	2	.403604
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	.080721
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	687,544.
5 Multiply line 4 by line 3	5	55,499.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	82.
7 Add lines 5 and 6	7	55,581.
8 Enter qualifying distributions from Part XII, line 4	8	74,795.

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	82.
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	82.
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	82.
6. Credits/Payments:			
a. 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,544.	
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	1,544.	
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		
10. Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,462.	
11. Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 1,462. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► RICHARD HANDLEY Telephone no. ► (954) 627-5036 Located at ► 401 E. LAS OLAS BLVD #130-465, FORT LAUDERDALE, FL ZIP+4 ► 33301		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

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

6b

X

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

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

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

☐ Yes ☒ No

7b

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

N/A

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

(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

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

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

Amount

1	N/A
---	-----

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	675,081.
b	Average of monthly cash balances	1b	22,933.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	698,014.
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	698,014.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,470.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	687,544.
6	Minimum investment return. Enter 5% of line 5	6	34,377.

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	34,377.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	82.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	82.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,295.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	34,295.
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	34,295.

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	74,795.
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	74,795.
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	82.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	74,713.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				34,295.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	18,723.			
b From 2012	21,381.			
c From 2013	26,092.			
d From 2014	32,584.			
e From 2015	26,974.			
f Total of lines 3a through e	125,754.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	74,795.			
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				34,295.
e Remaining amount distributed out of corpus	40,500.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	166,254.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	18,723.			
9 Excess distributions carryover to 2017: Subtract lines 7 and 8 from line 6a	147,531.			
10 Analysis of line 9:				
a Excess from 2012	21,381.			
b Excess from 2013	26,092.			
c Excess from 2014	32,584.			
d Excess from 2015	26,974.			
e Excess from 2016	40,500.			

THE HANDLEY FOUNDATION INC.

FKA G.KENNETH & ETHEL L. HANDLEY FDN INC

58-2469598

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a. If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2016

(b) 2015

(c) 2014

(d) 2013

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

THE HANDLEY FOUNDATION INC.

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	63,670.
Total			3a	63,670.
b Approved for future payment				
NONE				
Total			3b	0.

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	19,657.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	<25,623.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		<5,966.>		0.
13 Total. Add line 12, columns (b), (d), and (e)						
(See worksheet in line 13 instructions to verify calculations.)						

Relationship of Activities to the Accomplishment of Exempt Purposes

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH 5VL-02054	19,860.	203.	19,657.	15,988.	
TO PART I, LINE 4	19,860.	203.	19,657.	15,988.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TEMPLETON & COMPANY	1,712.	0.		1,712.
TO FORM 990-PF, PG 1, LN 16B	1,712.	0.		1,712.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	242.	242.		0.
EXCISE TAXES	410.	0.		0.
TO FORM 990-PF, PG 1, LN 18	652.	242.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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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	7,561.	7,561.		0.
BANK FEES	75.	0.		75.

POST OFFICE BOX RENTAL	403.	0.	403.
ADMIN FEE	200.	0.	200.
TO FORM 990-PF, PG 1, LN 23	8,300.	7,561.	739.

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		133,888.	134,169.
TOTAL U.S. GOVERNMENT OBLIGATIONS			133,888.	134,169.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			133,888.	134,169.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH-COMMON STK-	495,850.	537,873.
TOTAL TO FORM 990-PF, PART II, LINE 10B	495,850.	537,873.

The Handley Foundation, Inc.
Form 990 PF 2016
Part XV, Line 3

Handley Foundation Charitable Contributions

<u>Date</u>	<u>Ck No.</u>	<u>Charity</u>	<u>Purpose</u>	<u>Amount</u>
1/11/2016	2686	Florida Trust for Historic Preservation	Environmental	250.00
1/15/2016	2687	Abiding Savior Lutheran Church	Religious	250.00
1/27/2016	2689	Friends of Birch State Park	Environmental	450.00
1/5/2016	2690	TLC Family Resource Center	Humanities	100.00
1/3/2016	2691	NY Society Library	Educational	250.00
1/3/2016	2692	Library of America	Educational	1,500.00
1/3/2016	2693	564 Park Avenue Preservation	Environmental	1,000.00
1/3/2016	2694	The Academy of American Poets	Arts	1,000.00
1/3/2016	2695	The Pushcart Prize Foundation	Arts	100.00
1/3/2016	2696	The Lucia Albanese-Puccini Foundation	Arts	1,000.00
1/3/2016	2697	The Hudson Review	Educational	3,000.00
1/3/2016	2699	Century Association Archives	Educational	200.00
2/6/2016	2700	The Julliard School	Educational	500.00
2/6/2016	2701	Museum of Modern Art	Arts	140.00
2/6/2016	2702	Hunter College Foundation	Educational	500.00
2/6/2016	2703	Metropolitan Museum of Art	Arts	250.00
2/9/2016	2704	Speed Art Museum (Bill)	Arts	2,000.00
2/15/2016	2707	Utah Symphony & Opera	Arts	1,500.00
2/15/2016	2708	Ballet West	Arts	500.00
2/15/2016	2709	Utah Humanities	Humanities	500.00
2/15/2016	2710	Utah Shakespeare Festival	Arts	500.00
2/15/2016	2711	Salt Lake Choral Artists	Arts	300.00
2/15/2016	2712	NOVA Chamber Music Series	Arts	300.00
2/15/2016	2713	Gina Bachauer Int'l Piano Foundation	Educational	300.00
2/15/2016	2714	KUED	Arts	300.00
2/15/2016	2715	KBYU Eleven	Arts	200.00
2/15/2016	2716	Classical 89	Arts	200.00
2/15/2016	2717	KUER-FM 90	Arts	150.00
2/15/2016	2718	Nature Conservancy of Utah	Environmental	500.00
2/15/2016	2719	Save Our Canyons	Environmental	300.00
2/15/2016	2720	HEAL Utah	Humanities	250.00
2/15/2016	2721	Southern Utah Wilderness Alliance	Environmental	200.00
2/15/2016	2722	Alliance House	Humanities	300.00
2/15/2016	2723	Brain & Behavior Research Foundation	Medical	500.00
2/15/2016	2724	Affirmation	Religious	500.00
2/15/2016	2725	Brady Center to Prevent Gun Violence	Medical	250.00
2/15/2016	2726	Utah Food Bank	Humanities	300.00
2/15/2016	2727	4th Street Clinic	Medical	200.00
2/15/2016	2728	Doctors Without Borders	Medical	500.00
2/15/2016	2729	Developments in Literacy	Educational	150.00
2/15/2016	2732	Ridgefield Playhouse	Arts	95.00
2/15/2016	2734	Manhattan College	Educational	300.00
2/20/2016	2735	NSBTA	Educational	185.00
3/8/2016	2736	Ridgefield Parks & Recreation	Environmental	499.80

Handley Foundation Charitable Contributions

<u>Date</u>	<u>Ck No.</u>	<u>Charity</u>	<u>Purpose</u>	<u>Amount</u>
3/11/2016	2737	Calvary Temple	Religious	2,000.00
3/23/2016	2738	The Hotchkiss Library of Sharon	Educational	125.00
3/26/2016	2739	Torrey House Press	Humanities	250.00
4/9/2016	2740	Church Contribution	Religious	100.00
3/11/2016	2741	NSOLF	Arts	1,000.00
4/14/2016	2742	Church of Jesus Christ of LDS	Religious	1,800.00
5/25/2016	2743	Cystic Fibrosis Foundation	Medical	1,000.00
5/10/2016	2744	Eugene England Foundation	Educational	1,000.00
5/11/2016	2745	The Academy of American Poets	Arts	4,000.00
5/16/2016	2746	Trueblood Performing Arts Center	Arts	1,500.00
5/16/2016	2747	Abiding Savior Lutheran Church	Religious	1,000.00
5/19/2016	2748	Utah Humanities (George)	Humanities	200.00
5/22/2016	2749	New London Barn Playhouse	Arts	1,750.00
5/22/2016	2750	The Community Chest of Port Washington	Educational	300.00
5/25/2016	2751	Birch Creek Service Ranch (George)	Environmental	200.00
6/7/2016	2754	ILYA 501 (c) Fund	Educational	250.00
6/7/2016	2755	North Shore Country Day School	Educational	100.00
6/7/2016	2756	Island Players	Arts	250.00
6/7/2016	2757	Washington Island Farm Museum	Arts	100.00
6/7/2016	2758	Washington Island Music Festival	Arts	1,500.00
6/11/2016	2759	NHPTV	Arts	100.00
6/11/2016	2760	Spaulding Youth Center Foundation	Educational	5,000.00
7/20/2016	2767	All Saints Episcopal Church	Religious	1,000.00
8/3/2016	2768	Upper Valley Community Band	Arts	100.00
8/3/2016	2769	Grantham Historical Society	Educational	50.00
8/3/2016	2770	Selby Gardens	Environmental	150.00
8/16/2016	2771	Stanford GSB	Educational	500.00
8/26/2016	2772	Global Missions, UPCI	Religious	750.00
10/10/2016	2773	SMA Rifle Team	Educational	150.00
10/10/2016	2774	WSMR	Arts	200.00
10/10/2016	2775	NHPR	Arts	200.00
10/10/2016	2776	Opera North	Arts	150.00
10/10/2016	2777	New London Hospital	Medical	250.00
10/10/2016	2778	Vermont PBS	Arts	100.00
10/10/2016	2779	Society for the Protection of NH Forests	Environmental	125.00
10/10/2016	2780	Montshire Museum	Arts	200.00
11/18/2016	2780	March of Dimes	Medical	200.00
10/24/2016	2781	Rocky Mountain Conservancy	Environmental	200.00
10/25/2016	2782	University of Delaware	Educational	200.00
10/25/2016	2783	RLS Foundation	Medical	250.00
11/18/2016	2784	Union League Boys & Girls Club	Educational	200.00
11/18/2016	2785	All Saints Episcopal Church	Religious	500.00
11/18/2016	2786	Ft. Lauderdale Museum of Art	Arts	1,000.00
11/18/2016	2787	Florida State Golf Association	Educational	500.00
11/18/2016	2788	Luminarts Cultural Foundation	Arts	200.00
11/18/2016	2789	Swim Ft. Lauderdale Master Booster Club	Educational	500.00
11/18/2016	2790	Broward Public Library Foundation	Educational	1,000.00
11/18/2016	2791	Santa Clara Monastery	Religious	200.00

Handley Foundation Charitable Contributions

<u>Date</u>	<u>Ck No.</u>	<u>Charity</u>	<u>Purpose</u>	<u>Amount</u>
11/18/2016	2792	Bonnett House	Humanities	250.00
11/18/2016	2793	Washington Island Foundation	Environmental	500.00
11/18/2016	2794	Jack & Jill Childrens Center	Educational	500.00
11/18/2016	2795	Washington Island Art & Nature Center	Environmental	250.00
11/18/2016	2796	Vassar College	Educational	100.00
11/18/2016	2797	Symphony of the Americas	Arts	500.00
11/18/2016	2798	Loyola University Maryland	Educational	1,000.00
11/18/2016	2799	Washington Island Fire Department	Medical	250.00
11/18/2016	2801	University of California, Berkeley	Educational	100.00
11/18/2016	2802	University of UT, College of Law	Educational	100.00
11/18/2016	2803	Cate School	Educational	100.00
11/21/2016	2804	Northern Stage	Arts	200.00
11/21/2016	2805	City Center Ballet	Arts	150.00
11/23/2016	2806	Utah Humanities (George)	Humanities	500.00
11/23/2016	2807	The Nature Conservancy (George)	Environmental	500.00
11/23/2016	2808	LDS Earth Stewardship (George)	Religious	500.00
11/23/2016	2809	Birch Creek Service Ranch (George)	Environmental	100.00
11/23/2016	2810	Chamber Music Society of SLC	Arts	500.00
11/26/2016	2811	Spaulding Youth Center	Educational	1,000.00
12/20/2016	2813	Community Foundation of Sarasota County	Humanities	150.00
12/20/2016	2814	TLC Family Resource Center	Humanities	150.00
12/20/2016	2815	Gulf Coast Community Foundation	Humanities	150.00
12/20/2016	2816	Sarasota Military Academy	Educational	200.00
12/22/2016	2817	Concord Regional VNA: Hospice House	Medical	500.00
12/27/2016	2818	Dartmouth Hitchcock Annual Fund	Medical	750.00
Total Charitable Contributions				63,669.80