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

OMB No. 1545-0052

2012

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012, or tax year beginning

, 2012, and ending

, 20

Name of foundation

MATTHEW B ELLIS FOUNDATION

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

P O BOX 526185

Room/suite

City or town, state, and ZIP code

Salt Lake City UT 84152-6185

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

A Employer identification number

84-1395103

B Telephone number (see instructions)

(801) 583-8244

C If exempt, 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 . . . . ► 

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of  
year (from Part II, col. (c), line 16)

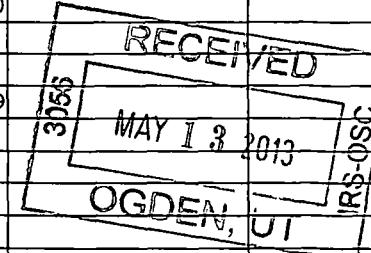
\$ 1,997,093

J Accounting method:  Cash  Accrual Other (specify) \_\_\_\_\_

► \$ 1,997,093 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses  
(The total of amounts in columns (b),  
(c), & (d) may not necessarily equal the  
amounts in column (a) (see instructions).)(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

<b>R E V E N U E</b>	1 Contributions, gifts, grants, etc., received (attach schedule)			
	2 Check ► <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B			
	3 Interest on savings and temp. cash investments	2	2	2
	4 Dividends and interest from securities	51,727	51,730	51,730
	5 a Gross rents . . . . .			
	b Net rental income or (loss)			
	6 a Net gain/(loss) from sale of assets not on line 10			
	b Gross sales price for all assets on line 6a			
	7 Capital gain net income (from Part IV, line 2) . . . . .		0	
	8 Net short-term capital gain . . . . .			0
	9 Income modifications . . . . .			0
	10 a Gross sales less rtns. & allowances	0		
	b Less, Cost of goods sold . . . . .			
	c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule) . . . . .			
	12 Total, Add lines 1 through 11 . . . . .	51,729	51,732	51,732
<b>O P E R A T I N G &amp; A D M I N I S T R U C T I O N S</b>	13 Compensation of officers, directors, trustees, etc . . . . .	0		
	14 Other employee salaries and wages . . . . .			
	15 Pension plans, employee benefits . . . . .			
	16 a Legal fees (attach schedule) . . . . .			
	b Accounting fees (attach schedule) #1	500		500
	c Other professional fees (attach schedule)			
	17 Interest . . . . .			
	18 Taxes (attach schedule) (see instructions) #2	449		449
	19 Depreciation (attach sch.) and depletion	325		
	20 Occupancy . . . . .			
	21 Travel, conferences, and meetings . . . . .			
	22 Printing and publications . . . . .			
	23 Other expenses (attach schedule) . . . . .			
	24 Total operating and administrative expenses. Add lines 13 through 23	949	0	949
	25 Contributions, gifts, grants paid . . . . .	98,191		98,191
	26 Total exp. & disbursements. Add lines 24 and 25	99,140	0	949
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements . . . . .	-47,411		
	b Net investment income (if neg, enter -0-)		51,732	
	c Adjusted net income (if neg, enter -0-)			50,783



For Paperwork Reduction Act Notice, see Instructions.

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See inst.)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>ASSETS</b>	1	7,581	10,361	103,611	
	2				
	3				
	4				
	5				
	6				
	7				
	8				
	9				
	10a				
	b	887,543	870,847	1,885,612	
	c				
	11				
	12				
	13	7,870	7,870	7,870	
	14				
15					
16	902,994	889,078	1,997,093		
<b>LIABILITIES</b>	17				
	18				
	19				
	20				
	21				
	22				
	23	0	0		
<b>NET ASSETS</b>	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	902,994	889,078		
	25				
	26				
	Foundations that do not follow SFAS 117, ck. here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27				
	28				
	29				
30	902,994	889,078			
31	902,994	889,078			

**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	902,994
2	Enter amount from Part I, line 27a.....	2	-47,411
3	Other increases not included in line 2 (itemize) ► See attachment #5	3	33,495
4	Add lines 1, 2, and 3.....	4	889,078
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30 .....	6	889,078

**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					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) .....	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2		0
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) (see instructions) .....	If (loss), enter -0- in Part I, line 8. ....		3		0

**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 beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d) .....		2	0 . 000000
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	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 .....		4	1 , 919 , 967
5 Multiply line 4 by line 3 .....		5	
6 Enter 1% of net investment income (1% of Part I, line 27b) .....		6	517
7 Add lines 5 and 6 .....		7	517
8 Enter qualifying distributions from Part XII, line 4 .....		8	98 , 191

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

**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 inst.)	
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.....	1 517
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.....	3 517
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) .....	4 0
5	<b>Tax based on Investment Income.</b> Subtract line 4 from line 3. If zero or less, enter -0-.....	5 517
6	<b>Credits/Payments:</b>	
a	2012 estimated tax payments and 2011 overpayment credited to 2012.....	6a
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 0
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.....	8 11
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . ►	9 528
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . ►	10
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ►	11 Refunded ►

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?.....	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? .....		
1b	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.		
1c	Did the foundation file <b>Form 1120-POL</b> for this year?.....		
1c		X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1)	On the foundation .... ► \$ _____ 0	(2)	On foundation managers .... ► \$ _____ 0
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers .....		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? .....		
2	If "Yes," attach a detailed description of the activities		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes .....		
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? .....		
4a		X	
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? .....		
4b		N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? .....		
5	If "Yes," attach the statement required by General Instruction T.		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
	● 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? .....		
6		X	
7	Did the foundation have at least \$5,000 in assets at any time during the yr.? If "Yes," complete Part II, col. (c), & Part XV		
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)		
8a	► UT		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .....		
8b		X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV .....		
9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.....		
10		X	

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) .....	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) .....	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? .....	13	
Website address ► <u>NA</u>			
14	The books are in care of ► <u>See attachment #6</u> Telephone no. ►		
Located at ►		ZIP+4 ►	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> -- Check here .....	15	
and enter the amount of tax-exempt interest received or accrued during the year .....			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? .....	16	Yes X No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			

**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
1b	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)? .....		X
1c	Organizations relying on a current notice regarding disaster assistance check here .....		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? .....		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? .....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years .....	► 20 __, 20 __, 20 __, 20 __	
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.) .....		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
	► 20 __, 20 __, 20 __, 20 __		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? .....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) .....		
3b			X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? .....		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? .....		
4b			X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? .....  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? .....  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes? .....  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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

Organizations relying on a current notice regarding disaster assistance check here ..... ► c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ..... N/A  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? .....  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ..... If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? .....  Yes  No

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

5b

6b

X

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 (see instructions).**

(a) Name and address	(b) Title, and avg. hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp.	(e) Expense account, other allowances
See attachment #7				

**2 Compensation of five highest-paid employees (other than those included on line 1 -- see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and avg. hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See attachment #8				

Total number of other employees paid over \$50,000 ..... ► 0

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

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

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

	Expenses
1	
2	
3	
4	

**Part IX-B** **Summary of Program-Related Investments (see instructions)**

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

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

**Total. Add lines 1 through 3** ..... ►

**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	22,417
b Average of monthly cash balances.....	1b	1,918,918
c Fair market value of all other assets (see instructions).....	1c	7,870
d <b>Total</b> (add lines 1a, b, and c).....	1d	1,949,205
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).....	1e	
2 Acquisition indebtedness applicable to line 1 assets .....	2	
3 Subtract line 2 from line 1d.....	3	1,949,205
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).....	4	29,238
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	1,919,967
<b>6 Minimum investment return.</b> Enter 5% of line 5 .....	6	95,998

**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	95,998
2a Tax on investment income for 2012 from Part VI, line 5.....	2a	517
b Income tax for 2012 (This does not include the tax from Part VI.).....	2b	
c Add lines 2a and 2b.....	2c	517
3 Distributable amount before adjustments. Subtract line 2c from line 1.....	3	95,481
4 Recoveries of amounts treated as qualifying distributions.....	4	
5 Add lines 3 and 4 .....	5	95,481
6 Deduction from distributable amount (see instructions).....	6	
<b>7 Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1.....	7	95,481

**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	98,191
b Program-related investments -- total from Part IX-B.....	1b	
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	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	98,191
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 (see instructions).....	5	517
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	97,674

**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.

<b>Part XIII Undistributed Income</b> (see instructions)		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7 . . . . .				95,481
2	Undistributed income, if any, as of the end of 2012			95,181	
a	Enter amount for 2011 only . . . . .				
b	Total for prior years: 20 ____ , 20 ____ , 20 ____				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 . . . . .	2,569			
b	From 2008 . . . . .	1,900			
c	From 2009 . . . . .	555			
d	From 2010 . . . . .	181			
e	From 2011 . . . . .	2,333			
f	<b>Total of lines 3a through e . . . . .</b>	7,538			
4	Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>98,191</u>				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required -- see instructions) . . . . .				
c	Treated as distributions out of corpus (Election required -- see instructions)				
d	Applied to 2012 distributable amount . . . . .			95,181	
e	Remaining amount distributed out of corpus . . . . .	3,010			
5	Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	<b>Enter the net total of each column as indicated below:</b>	10,548			
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d	Subtract line 6c from line 6b. Taxable amount -- see instructions . . . . .				
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount -- see instructions . . . . .			95,181	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				300
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	2,569			
9	<b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	7,979			
10	Analysis of line 9:				
a	Excess from 2008 . . . . .	1,900			
b	Excess from 2009 . . . . .	555			
c	Excess from 2010 . . . . .	181			
d	Excess from 2011 . . . . .	2,333			
e	Excess from 2012 . . . . .	3,010			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . .

	4942(j)(3) or 4942(j)(5)				
	Tax year Prior 3 years				
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
b Check box to indicate whether the foundation is a private operating foundation described in section					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
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 exempt act					
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 min. 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).)

See attachment # 9

**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.

See attachment # 10

**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 of the person to whom applications should be addressed:

See attachment # 11

**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:

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See attachment #12				
<b>Total</b>			► 3a	98,191
b Approved for future payment				
<b>Total</b>			► 3b	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

**1 Program service revenue:**

a \_\_\_\_\_

b \_\_\_\_\_

c \_\_\_\_\_

d \_\_\_\_\_

e \_\_\_\_\_

f \_\_\_\_\_

g Fees &amp; contracts from government agencies

2 Membership dues and assessments .....

3 Interest on savings and temporary cash investments. ....

4 Dividends and interest from securities .....

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

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) . . . . .

14 2

14 51,727

0 51,729

13 51,729

0

51,729

(See worksheet in line 13 instructions to verify calculations )

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

Line No. ▼	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) (See instructions.)

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash. ....	1a(1)	X
(2)	Other assets. ....	1a(2)	X
b	Other transactions.		
(1)	Sales of assets to a noncharitable exempt organization. ....	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization. ....	1b(2)	X
(3)	Rental of facilities, equipment, or other assets. ....	1b(3)	X
(4)	Reimbursement arrangements. ....	1b(4)	X
(5)	Loans or loan guarantees. ....	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations. ....	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees. ....	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ....  Yes  No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	Signature of officer or trustee	Date	Title
Paid Preparer Use Only	Print/Type preparer's name <i>Kenneth Cutler</i>	Preparer's signature	Date 5-8-13
	Firm's name ► KENNETH CUTLER CPA		Check <input checked="" type="checkbox"/> if self-employed
	Firm's address ► 2940 S 300 W UNIT D		PTIN P01223245
		Firm's EIN ►	
		Phone no. 801-936-6200	

## 990 SCHEDULE OF ACCOUNTING FEES

Attachment 1: page 1 - 990-PF Page 1, Part I, Line 16b

Open to Public Inspection	For calendar year 2012, or tax period beginning _____, and ending _____			Employer Identification Number 84-1395103	
Name of Organization <b>MATTHEW B ELLIS FOUNDATION</b>	Accounting Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
	tax preparation	500		500	
	<b>Total:</b>	500		500	

## 990 SCHEDULE OF TAXES PAID

Attachment 2: page 1 - 990- PF Page 1, Part I, Line 18

Open to Public  
Inspection

For calendar year 2012, or tax period beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of Organization			Employer Identification Number	
MATTHEW B ELLIS FOUNDATION			84-1395103	
Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
taxes	449		449	
<b>Total:</b>	<b>449</b>		<b>449</b>	

## 990 SCHEDULE OF INVESTMENTS - CORPORATE STOCKS

Attachment 3: page 1 - 990-PF Page 2, Part II, Line 10b

Open to Public Inspection	For calendar year 2012, or tax period beginning	, and ending			
Name of Organization <b>MATTHEW B ELLIS FOUNDATION</b>			Employer Identification Number <b>84-1395103</b>		
Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value	
exxon general electric	X X		503,237 367,610	1,468,667 416,945	
Total:			870,847	1,885,612	

## 990 SCHEDULE OF INVESTMENTS - OTHERS

Attachment 4: page 1 - 990-PF Page 2, Part II, Line 13

Open to Public Inspection	For calendar year 2012, or tax period beginning _____, and ending _____			Employer Identification Number 84-1395103
Name of Organization <b>MATTHEW B ELLIS FOUNDATION</b>				
Description	Cost	FMV at Year End	Book Value	Fair Market Value
car collection	X		7,870	7,870
<b>Total:</b>			7,870	7,870

**990 SCHEDULE OF OTHER INCREASES**

Attachment 5: page 1 - 990- PF Page 2, Part III, Line 3

Open to Public Inspection	For calendar year 2012, or tax period beginning	, and ending
Name of Organization	Employer Identification Number	
<b>MATTHEW B ELLIS FOUNDATION</b>	<b>84-1395103</b>	
Description of Increase	Total Amount	
appreciation on gifts	33,495	

## 990 BOOKS ARE IN CARE OF

Attachment 6 - 990-PF Page 5, Part VII-A, Line 14

Open to Public Inspection	For calendar year 2012, or tax period beginning	, and ending
Name of Organization	Employer Identification Number	
MATTHEW B ELLIS FOUNDATION	84-1395103	
Part VII-A - Line 14		

Individual Name ..... Elaine Ellis

or

Business Name:

Street Address ..... PO BOX 526185

U.S. Address:

Zip code 84152-6185 City Salt Lake City State UT

or

Foreign Address

City .....  

Province or State .....  

Country .....  

Postal code .....  

Phone Number ..... (801) 583-8244

Fax Number .....

## 990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

Attachment 7: page 1 - 990-PF Page 6, Part VIII

Open to Public Inspection	For calendar year 2012, or tax period beginning  Name of Organization <b>MATTHEW B ELLIS FOUNDATION</b>	, and ending Employer Identification Number <b>84-1395103</b>		
(A) Name and Address	(B) Title and Average Hrs. per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben. Plans & Def. Comp	(E) Expense Account & Other Allowances
W HAGUE ELLIS PO BOX 526185 Salt Lake City, UT 84152	TRUSTEE 0.00			
ELAINE ELLIS PO BOX 526185 Salt Lake City, UT 84152	TRUSTEE 0.00			
DANIEL ELLIS PO BOX 526185 Salt Lake City, UT 84152	TRUSTEE 0.00			

## 990 COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

Attachment 8: page 1 990-PF Page 6, Part VIII, Line 1

Open to Public  
Inspection

For calendar year 2012, or tax period beginning

, and ending

Name of Organization

MATTHEW B ELLIS FOUNDATION

Employer Identification Number

84-1395103

Part VIII Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees				
(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 Empl. Benefit Plans & Deferred Compensation	(e) Expense Account and Other Allowances
none				

## 990 INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 9: page 1 - 990-PF Page 10, Part XV, line 1a

Open to Public Inspection	For calendar year 2012, or tax period beginning , and ending	
Name of Organization MATTHEW B ELLIS FOUNDATION	Employer Identification Number 84-1395103	
Contributing Manager		
none		

## 990 INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 10: page 1 - 990-PF Page 10, Part XV, line 1b

Open to Public Inspection	For calendar year 2012, or tax period beginning	, and ending
Name of Organization <b>MATTHEW B ELLIS FOUNDATION</b>	Employer Identification Number <b>84-1395103</b>	
Shareholder Manager		
none		

## 990 APPLICATION SUBMISSION INFORMATION

Attachment 11: page 1 990-PF Page 10, Part XV, Line 2

Open to Public

For Calendar year 2012, or tax year period beginning

and ending

Name of Organization <b>MATTHEW B ELLIS FOUNDATION</b>	Phone Number or e-mail	Info and Materials Included	Employer Identification Number <b>84-1395103</b>
Name <b>schedule</b>			Submission Deadlines Restrictions on Awards

# 990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Attachment 12: page 1 990-PF Page 11, Part XV Line 3a

Open to Pu

Inspection For calendar year 2012, or tax period beginning

, and ending

Name of Organization

MATTHEW B ELLIS FOUNDATION

Employer Identification Number  
84-1395103

Recipient	If Recipient is an Individual, Show any Relationship to Any Foundation Manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Name and Address (home or business)				
schedule				98,191

Total:

98,191

**MATTHEW B. ELLIS FOUNDATION****2012****Grants and Contributions Paid During the Year**

<b>Recipient</b>	If recipient is an individual, show any relationship to fndtn manager or substantial contrib	<b>Foundation status of recipient</b>	<b>Purpose of grant or contribution</b>	<b>Amount</b>
<b>Name and address (home or business)</b>				
<b><i>Donations in Stock:</i></b>				
<b>Bear Lake Valley Health Care Foundation</b> P.O. Box 364, 164 South 5th Montpelier, ID 83254			Donation	\$ 20,058.75
<b>Ogden Symphony Ballet Association</b> 638 East 26th Street Ogden, UT 84401			Donation	\$ 10,073.95
<b>Natural History Museum of Utah</b> 301 Wakara Way Salt Lake City, UT 84108			Donation	\$ 20,058.75
<b><i>Donations in Cash:</i></b>				
<b>Ballet West</b> P O Box 364, 164 South 5th Montpelier, ID 83254			Donation	\$ 5,000.00
<b>Junior League of Salt Lake</b> 526 East 300 South Salt Lake City, UT 84102			Donation	\$ 5,000.00
<b>Maliheh Free Clinic</b> 415 East 3900 South Salt Lake City, UT 84107			Donation	\$ 10,000.00
<b>Neighborhood House</b> 1050 West 500 South Salt Lake City, UT 84104-1397			Donation	\$ 15,000.00
<b>Ogden Rescue Mission</b> 2775 Wall Ave - P O. Box 625 Ogden, Utah 84402			Donation	\$ 2,000.00
<b>Ogden Union Station Foundation</b> 2501 Wall Ave Ogden, UT 84401			Donation	\$ 5,000.00
<b>Samaritan Foundation</b> 35 North Redwood Road North Salt Lake, UT 84054-2758			Donation	\$ 6,000.00
<b>TOTAL</b>				<b>\$ 98,191.45</b>