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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.

2013

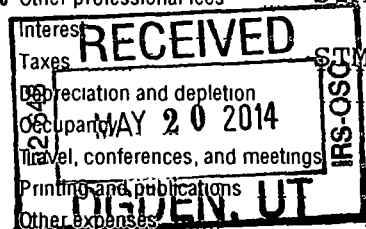
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE MARSHALL R MATLEY FOUNDATION		A Employer identification number 88-0364211
Number and street (or P.O. box number if mail is not delivered to street address) P O BOX 40430	Room/suite	B Telephone number 775-688-7995
City or town, state or province, country, and ZIP or foreign postal code RENO, NV 89504-4430		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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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) \$ 4,383,404.	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)
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	18.	18.		STATEMENT 1
	4 Dividends and interest from securities	91,044.	91,044.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<218,841.>			
	b Gross sales price for all assets on line 6a	1,443,387.			
	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	<127,779.>	91,062.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	42,660.	14,220.		28,440.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	1,250.	1,250.	0.
	c Other professional fees	STMT 4	37,718.	37,718.	0.
	17 Interest				
	18 Taxes	STMT 5	2,601.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	84,229.	53,188.		28,440.
	25 Contributions, gifts, grants paid	181,273.			181,273.
26 Total expenses and disbursements. Add lines 24 and 25	265,502.	53,188.		209,713.	
27 Subtract line 26 from line 12	<393,281.>				
a Excess of revenue over expenses and disbursements		37,874.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		



Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		1.	1.
	2 Savings and temporary cash investments	149,810.	111,748.	111,748.
	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	200,200.		
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 7	1,902,648.	2,133,673.	2,076,700.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	2,115,020.	1,729,230.	2,189,706.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ INCOME RECEIVABLE)	5,504.	5,249.	5,249.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	4,373,182.	3,979,901.	4,383,404.	
Liabilities	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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	10,000.	10,000.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,363,182.	3,969,901.	
	30 Total net assets or fund balances	4,373,182.	3,979,901.	
31 Total liabilities and net assets/fund balances	4,373,182.	3,979,901.		

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	4,373,182.
2 Enter amount from Part I, line 27a	2	<393,281.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,979,901.
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	3,979,901.

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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 PUBLICLY TRADED SECURITIES		P		
b CAPITAL GAINS DIVIDENDS				
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 1,380,244.		1,662,228.	<281,984.>
b 63,143.			63,143.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			<281,984.>
b			63,143.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	<218,841.>
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))
2012	238,720.	4,086,292.	.058420
2011	373,376.	4,197,890.	.088944
2010	205,919.	4,305,367.	.047828
2009	200,960.	4,234,292.	.047460
2008	257,024.	5,319,472.	.048318

2 Total of line 1, column (d)	2	.290970
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	.058194
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,262,438.
5 Multiply line 4 by line 3	5	248,048.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	379.
7 Add lines 5 and 6	7	248,427.
8 Enter qualifying distributions from Part XII, line 4 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	8	209,713.

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)		1	757.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	757.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	757.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,800.	7	2,800.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	2,043.
7 Total credits and payments Add lines 6a through 6d		11	1,283.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 760. Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
1c Did the foundation file Form 1120-POL for this year?		X
2 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) NV		
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 2013 or the taxable year beginning in 2013 (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 ► N/A	13	X	
14	The books are in care of ► ZIONS TRUST Telephone no ► 775-688-7998 Located at ► P O BOX 40430, RENO, NV ZIP+4 ► 89504-4430			
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 0.			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	1b	X
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 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 2013.) 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 2013?	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 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

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

X

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
ERNEST J MAUPIN 4785 CAUGHLIN PARKWAY RENO NV	CO-TRUSTEE 2.00	19,197.	0.	0.
DANIEL J KLAICH 5270 NEIL ROAD RENO NV	CO-TRUSTEE 2.00	23,463.	0.	0.
ZIONS TRUST P O BOX 40430 RENO NV	CO-TRUSTEE 2.00	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	4,210,354.
b	Average of monthly cash balances	1b	116,994.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,327,348.
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	4,327,348.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,910.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,262,438.
6	Minimum investment return. Enter 5% of line 5	6	213,122.

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	213,122.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	757.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	757.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	212,365.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	212,365.
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	212,365.

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	209,713.
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	209,713.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	209,713.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				212,365.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011	169,389.			
e From 2012	37,166.			
f Total of lines 3a through e	206,555.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 209,713.				
a Applied to 2012, 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 2013 distributable amount				209,713.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	2,652.			2,652.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	203,903.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	203,903.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	166,737.			
d Excess from 2012	37,166.			
e Excess from 2013				

N/A

☐ 4942(i)(3) or ☐ 4942(i)(5)

(4) Gross investment income

[illegible]

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 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				
BEST BUDDIES NEVADA 500 NORTH RAINBOW, SUITE 314 LAS VEGAS, NV 89107	NONE	PC	HELP END SOCIAL ISOLATION FOR PEOPLE WITH INTELLECTUAL AND DEVELOPMENTAL DISABILITIES	25,000.
NEVADA MUSEUM OF ART 160 WEST LIBERTY STREET RENO, NV 89501	NONE	PC	SPECIAL NEEDS KIDS FIELD TRIPS ON LEARNING THROUGH ART	10,000.
KIDS & HORSES THERAPEUTIC RIDING CENTER P O BOX 4236 INCLINE VILLAGE, NV 89450	NONE	PC	GENERAL OPERATIONS	8,000.
MARVIN PICCOLO SCHOOL 900 FOOTHILL ROAD RENO, NV 89511	NONE	PC	GENERAL OPERATIONS	8,000.
CONKERR CANCER OF NORTHERN NEVADA 2332 NAPOLI DRIVE SPARKS, NV 89434	NONE	PC	PILLOWCASES FOR SICK CHILDREN IN HOSPITALS	2,000.
Total	SEE CONTINUATION SHEET(S)			181,273.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[illegible]

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

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge

and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

11. $\frac{1}{2} \times \frac{1}{2} = \frac{1}{4}$ part of

5/15/14
 AVP + bus officer

Signature of officer or trustee _____ Date _____ Title _____

Signature of officer or trustee	Date	Title
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May the IRS discuss this return with the preparer shown below (see instr) ?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

KIRK GARDNER, CPA

Preparer's signature

W. H. H.

Date	
------	--

05/09/14

Check ☐ if self-employed

☐ self-employed

PTIN

P00225248

Firm's name ► KAFOURY, ARMSTRONG & CO.

Firm's EIN ► 88-0116396

Firm's address ► 6140 PLUMAS STREET
RENO, NV 89519

Phone no 775-689-9100

Form 990-PF (2013)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CENTER FOR ADAPTIVE RIDING 1894 HWY 50 E #4, PMB 498 CARSON CITY, NV 89701	NONE	PC	GENERAL OPERATIONS	8,000.
NEVADA CHILDREN'S FOUNDATION INC 2300 EAGLE VALLEY RANCH ROAD CARSON CITY, NV 89703	NONE	PC	RESPITE CARE SERVICES	20,000.
ALZHEIMER'S ASSOCIATION OF NORTHERN NEVADA 1060 LA AVENIDA MOUNTAIN VIEW, CA 94043	NONE	PC	GIFT MATCH - ENHANCE LOCAL CARE SERVICES	5,000.
CARE CHEST OF SIERRA NEVADA 7910 NORTH VIRGINIA STREET RENO, NV 89506	NONE	PC	ACCESS TO HEALTHCARE SERVICES	5,000.
UNIVERSITY OF NEVADA - RENO FOUNDATION MAIL STOP 162 RENO, NV 89557	NONE	PC	WILLIAM PENNINGTON STUDENT ACHEIVEMENT CENTER	100,000.
UNIVERSITY OF NEVADA - RENO FOUNDATION MAIL STOP 162 RENO, NV 89557	NONE	PC	REFUND OF UNUSED PORTION OF 2009 GRANT	<59,727.>
RENOWN HEALTH FOUNDATION 1155 MILL STREET O2 RENO, NV 89502	NONE	PC	RENOWN REHABILITATION HOSPITAL	50,000.
Total from continuation sheets				128,273.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DREYFUS INSTITUTIONAL CASH ADV	18.	18.	
TOTAL TO PART I, LINE 3	18.	18.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ARTIO TOTAL RETURN BOND FUND	7,823.	0.	7,823.	7,823.	
DOUBLELINE TOTAL RETURN FUND	13,590.	0.	13,590.	13,590.	
EATON VANCE FLOATING RATE CLASS I	1,719.	0.	1,719.	1,719.	
FIDELITY NEW MARKETS INCOME	10,789.	1,943.	8,846.	8,846.	
GOLDMAN SACHS FIN SQ PR OB	41.	0.	41.	41.	
ISHARES CORE MSCI EMERGING	647.	0.	647.	647.	
JOHN HANCOCK II US EQUITY	31,434.	26,521.	4,913.	4,913.	
LAZARD EMERGING MKTS PORT	2,560.	1,275.	1,285.	1,285.	
LAZARD GL LIST INFRASTR	5,407.	1,506.	3,901.	3,901.	
LEGG MASON CLEARBRIDGE APPREC	13,166.	9,402.	3,764.	3,764.	
PIMCO COMMODITY PLUS STRAT	225.	16.	209.	209.	
PIMCO TOTAL RETURN INSTITUTIONAL	13,577.	1,458.	12,119.	12,119.	
PNC ULTRA SHORT BOND FUND	597.	0.	597.	597.	
ROYCE SPECIAL EQUITY FUND	7,905.	6,942.	963.	963.	
RS GLOBAL NATURAL RESOURCES	5,540.	4,109.	1,431.	1,431.	
SCOUT INTERNATIONAL FUND	1,108.	0.	1,108.	1,108.	

SPDR S&P REGIONAL BANKING	1,490.	0.	1,490.	1,490.
THE JENSEN PORTFOLIO	11,742.	8,176.	3,566.	3,566.
VANGUARD DIVIDEND APPREC ETF	5,693.	0.	5,693.	5,693.
VANGUARD FTSE ALL-WORLD EX-U	5,635.	0.	5,635.	5,635.
VANGUARD INTERMED TERM INV INV ADM	1,031.	0.	1,031.	1,031.
VANGUARD SHORT-TERM BOND ETF	9,697.	1,795.	7,902.	7,902.
VANGUARD TOTAL STOCK MARKET ETF	2,771.	0.	2,771.	2,771.
TO PART I, LINE 4	154,187.	63,143.	91,044.	91,044.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KAFOURY ARMSTRONG & CO	1,250.	1,250.		0.
TO FORM 990-PF, PG 1, LN 16B	1,250.	1,250.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTANGO CAPITAL/NEVADA STATE INVESTMENTS	37,718.	37,718.		0.
TO FORM 990-PF, PG 1, LN 16C	37,718.	37,718.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2013 FEDERAL EXCISE TAXES	2,601.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,601.	0.		0.

FOOTNOTES

STATEMENT

6

ADDITIONAL INFORMATION ABOUT TRUSTEES (PART VIII, LINE 1):

ZIONS TRUST IS A CO-TRUSTEE OF THE MARSHALL R. MATLEY FOUNDATION. IN ADDITION TO ITS POSITION AS A CO-TRUSTEE, ZIONS TRUST PROVIDES INVESTMENT MANAGEMENT SERVICES FOR TRUST INVESTMENTS THROUGH ITS AFFILIATES, CONTANGO CAPITAL ADVISORS AND NEVADA STATE INVESTMENTS. SINCE THE FOUNDATION PAYS THESE AFFILIATES FOR INVESTMENT MANAGEMENT ZIONS TRUST TAKES NO FURTHER COMPENSATION FOR ITS POSITION AS CO-TRUSTEE. THE FEES PAID TO THE AFFILIATES ARE REPORTED ON PART I, LINE 16C OF THIS FORM 990-PF.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIXED INCOME FUNDS	2,133,673.	2,076,700.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,133,673.	2,076,700.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY FUNDS	FMV	1,531,101.	1,971,705.
COMMODITIES	FMV	198,129.	218,001.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,729,230.	2,189,706.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDTHE MARSHALL R MATLEY FOUNDATION
P O BOX 40430
RENO, NV 895044430TELEPHONE NUMBER

775-688-7995

FORM AND CONTENT OF APPLICATIONSAPPLICATIONS SHOULD CONTAIN INFORMATION EXPLAINING HOW FUNDS WOULD BE USED,
AND IF RELEVANT, THE BENEFITS PROVIDED TO THE MENTALLY HANDICAPPED BY THE
ORGANIZATIONANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDSTHE APPLICANT MUST BE A PUBLIC CHARITY OR A GOVERNMENTAL ENTITY, AND SHOULD
HAVE AS ITS OBJECTIVE THE MEDICAL CARE, SUPPORT, ASSISTANCE, GUIDANCE AND
EDUCATION OF HANDICAPPED CHILDREN AND ADULTS, WITH EMPHASIS GIVEN TO THE
NEEDS OF MENTALLY HANDICAPPED CHILDREN