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

2010

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.

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

Name of foundation

WILLIAM H & MATTIE W HARRIS FOUNDATION

A Employer identification number

26-2841027

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

6655 WEST SAHARA

Room/suite

B-118

B Telephone number (see instructions)

(702) 253-1317

City or town, state, and ZIP code

LAS VEGAS NV 89146

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)

\$ 6,228,362

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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 ☐**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)

REVENUE	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temp. cash investments				
	4	Dividends and interest from securities	181,072	181,072		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	90,941			
	b	Gross sales price for all assets on line 6a 589,066				
	7	Capital gain net income (from Part IV, line 2)		90,941		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	10a	Gross sales less rtns. & allowances 0				
OPERATING & ADMINISTRATIVE EXPENSES	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) #1	31,158	31,158		
	12	Total. Add lines 1 through 11	303,171	303,171	0	
	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages	51,000	25,500		25,500
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) #2	9,235	9,235		
	c	Other professional fees (attach schedule) #3	19,616	19,616		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) #4	6,987	4,917		2,070
	19	Depreciation (attach sch.) and depletion #5	1,371	686		
	20	Occupancy	23,514	11,757		11,757
	21	Travel, conferences, and meetings	12,200			12,200
	22	Printing and publications				
	23	Other expenses (attach schedule) #6	17,371	6,071		11,300
	24	Total operating and administrative expenses. Add lines 13 through 23	141,294	77,782	0	62,827
	25	Contributions, gifts, grants paid	253,694			253,694
	26	Total exp. & disbursements. Add lines 24 and 25	394,988	77,782	0	316,521
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-91,817			
	b	Net Investment Income (if neg., enter -0-)		225,389		
	c	Adjusted net income (if neg., enter -0-)			0	

For Paperwork Reduction Act Notice, see the Instructions.

Form 990-PF (2010) 9

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See inst.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash -- non-interest-bearing		90,192	92,100	92,100
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accts ▶	11,415			
	4	Pledges receivable ▶				
		Less: allowance for doubtful accts. ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) ..				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	6,856	4,399	4,399	
	10a	Investments -- U.S. and state govt. obligations (attach schedule) #7	207,313	206,271	240,067	
	b	Investments -- corporate stock (attach schedule) ... #8	3,446,699	3,280,450	5,182,608	
	c	Investments -- corporate bonds (attach schedule) #9	96,500	193,898	213,245	
	LIABILITIES	11	Investments -- land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments -- mortgage loans				
13		Investments -- other (attach schedule) #10	165,333	161,037	467,854	
14		Land, buildings, and equipment basis ▶ 82,540	#11			
		Less accumulated depreciation (attach schedule) ▶ 77,123	6,788	5,417	5,417	
15		Other assets (describe ▶ See attachment #12)	25,268	22,672	22,672	
16		Total assets (to be completed by all filers -- see the instructions. Also, see page 1, item I)	4,056,364	3,966,244	6,228,362	
17		Accounts payable and accrued expenses	1,601	1,712		
18		Grants payable				
FUND ASSETS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons ..				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶				
	23	Total liabilities (add lines 17 through 22)	1,601	1,712		
		Foundations that follow SFAS 117, check here ... ☐				
		and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
FUND ASSETS		Foundations that do not follow SFAS 117, ck. here ▶ ☒				
		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	4,054,763	3,964,532		
	30	Total net assets or fund balances (see the instructions)	4,054,763	3,964,532		
	31	Total liabilities and net assets/fund balances (see the inst.)	4,056,364	3,966,244		

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	4,054,763
2	Enter amount from Part I, line 27a	2	-91,817
3	Other increases not included in line 2 (itemize) ▶ See attachment #13	3	2,497
4	Add lines 1, 2, and 3	4	3,965,443
5	Decreases not included in line 2 (itemize) ▶ See attachment #14	5	911
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30.	6	3,964,532

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 See attachment #15			
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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
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	90,941
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 the 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.

(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))
2009	349,555	5,159,633	0.067748
2008	360,913	6,730,358	0.053625
2007	382,859	7,705,273	0.049688
2006	313,715	7,122,339	0.044047
2005	309,473	6,973,098	0.044381

2 Total of line 1, column (d)	2	0.259489
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	0.051898
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,797,579
5 Multiply line 4 by line 3	5	300,883
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,254
7 Add lines 5 and 6	7	303,137
8 Enter qualifying distributions from Part XII, line 4	8	316,521

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.			
b 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 ☒ and enter 1% of Part I, line 27b		1	2,254
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	2,254
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	2,254
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,269	
b Exempt foreign organizations -- tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	985	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,254	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
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.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ... ▶ \$ 0 (2) On foundation managers ... ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ... ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
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.		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
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?	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), & Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ▶ NONE		
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 2010 or the taxable year beginning in 2010 (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

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>harrisfoundation-nevada.com</u>	13	X	
14	The books are in care of ▶ <u>See attachment #16</u> Telephone no. ▶ _____ Located at ▶ _____ ZIP+4 ▶ _____			
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			
16	At any time during calendar year 2010, 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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 ▶ ☐	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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.)	2b	X
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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2010 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 2010.)	3b	X
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 2010?	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)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ Yes ☒ No
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? ☐ Yes ☒ No**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 #17				

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 #18				

Total number of other employees paid over \$50,000 ☐ 1

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 the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
See attachment #19		

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 the 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 the instructions	
3	
Total. Add lines 1 through 3	

Part X. Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see the 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	5,861,651
b Average of monthly cash balances	1b	-11,484
c Fair market value of all other assets (see the instructions)	1c	35,700
d Total (add lines 1a, b, and c)	1d	5,885,867
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	5,885,867
4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see the instructions)	4	88,288
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,797,579
6 Minimum investment return. Enter 5% of line 5	6	289,879

Part XI Distributable Amount (see the 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	289,879
2a Tax on investment income for 2010 from Part VI, line 5	2a	2,254
b Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,254
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	287,625
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	287,625
6 Deduction from distributable amount (see the instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	287,625

Part XII Qualifying Distributions (see the 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	316,521
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	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	316,521
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 the instructions)	5	2,254
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	314,267

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.

Part XIII Undistributed Income (see the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				287,625
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 , 20 , 20				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				173,257
e From 2009				92,842
f Total of lines 3a through e	266,099			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 316,521				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required -- see the instructions)				
c Treated as distributions out of corpus (Election required -- see the instructions)				
d Applied to 2010 distributable amount				287,625
e Remaining amount distributed out of corpus	28,896			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	294,995			
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 the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount -- see the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	294,995			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				173,257
d Excess from 2009				92,842
e Excess from 2010				28,896

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 2010, enter the date of the ruling.		N/A			
b Check box to indicate whether the foundation is a private operating foundation described in section		4942(j)(3) or	4942(j)(5)		
2a 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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 the 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 # 20

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 # 21

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 the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed
See attachment 22

b The form in which applications should be submitted and information and materials they should include:
See attachment 22

c Any submission deadlines:
See attachment 22

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
See attachment 22

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 #23				
Total			▶ 3a	253,694
b Approved for future payment See attachment #24				
Total			▶ 3b	11,000

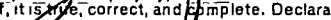
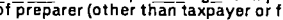
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | |
|---|--|--------------|------------|-----------|
| 1- Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | Yes | No |
| 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
^		

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 or fiduciary) is based on all information of which preparer has any knowledge.				
	 Signature of officer or trustee		15/24/11 Date		President Title
Paid Preparer Use Only	Print/Type preparer's name ROBERT D PRICE		Preparer's signature 		Date 05-13-11
	Check ☒ if self-employed			PTIN	
	Firm's name ▶ TERRY PRICE AND WUNDERLI, LLC			Firm's EIN ▶ 20-2097679	
Firm's address ▶ 4460 S HIGHLAND DR STE 330			Phone no. (801) 272-8990		

Attachment 1: page 1 - 990-PF Page 1, Part I, Line 11

For calendar year 2010 or tax period beginning _____, and ending _____

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Totals:

Attachment 2: page 1 - 990-PF Page 1, Part I, Line 16b

Inspection

For calendar year 2010, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Accounting Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Audit & tax preparation	9,235	9,235		
Total:	9,235	9,235		

990 SCHEDULE OF OTHER PROFESSIONAL FEES

Attachment 3: page 1 - 990-PF Page 1, Part I, Line 16c

Open to Public

Inspection

For calendar year 2010, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Whittier Trust fees	19,616	19,616		
Total:	19,616	19,616		

990 SCHEDULE OF TAXES PAID

Attachment 4: page 1 - 990- PF Page 1, Part I, Line 18

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending .	
Name of Organization	Employer Identification Number	
WILLIAM H & MATTIE W HARRIS FOUNDATION	26-2841027	

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Foreign taxes withheld from dividends	2,847	2,847		
Payroll Taxes	3,959	1,980		1,979
Personal property taxes	181	90		91
Total:	6,987	4,917		2,070

990 SCHEDULE OF DEPRECIATION

Attachment 5: page 1 - 990-PF Page 1, Part I, Line 19

Open to Public
Inspection

For Calendar year 2010, or tax year period beginning

and ending

Name of Organization

WILLIAM H & MATTIE W HARRIS FOUNDATION

Employer Identification Number

26-2841027

Life Years	Depreciation This Year	Net Investment Income	Total		Cost of Goods Sold	Prior Year Depreciation	Method of Computation	Rate
			Date Acquired	Cost or Other Basis				
0	1,371	686		82,540		75,752		
See schedule attached								

Life Years	Depreciation This Year	Net Investment Income	Total		Cost of Goods Sold	Prior Year Depreciation	Method of Computation	Rate
			Date Acquired	Cost or Other Basis				
0	1,371	686		82,540		75,752		
See schedule attached								
Total:					785			

HARRIS FOUNDATION

FEIN 26-2841027
DEPRECIATION SCHEDULE
12/31/10

FURNITURE	PURCHASE DATE	LIFE	MTD	COST	ACCUM DEPR 31-Dec-09	DEPR EXP 31-Dec-10	ACCUM DEPR 31-Dec-10
3 CHAIRS	11/5/92	7 YRS	S/L	1,936 70	1,936 70	0 00	1,936 70
7 CHAIRS-CONFERENCE RM	12/4/92	7 YRS	S/L	4,014 64	4,014 64	0 00	4,014 64
BATHROOM CABINET	7/30/92	7 YRS	S/L	715 00	715 00	0 00	715 00
3 FILE CABINETS	5/12/92	7 YRS	S/L	4,072 37	4,072 37	0 00	4,072 37
4 SHELF UNITS	5/8/92	7 YRS	S/L	1,360 00	1,360 00	0 00	1,360 00
BOOKSHELF	7/9/92	7 YRS	S/L	890 00	890 00	0 00	890 00
SOFA-CONFERENCE ROOM	2/17/93	7 YRS	S/L	1,739 71	1,739 71	0 00	1,739 71
TABLE-CONFERENCE ROOM	3/31/93	7 YRS	S/L	2,961 14	2,961 14	0 00	2,961 14
TV & VCR CABINET	10/29/96	7 YRS	S/L	7,855 28	7,855 28	0 00	7,855 28
TELEPHONE TABLE STAND	7/30/97	7 YRS	S/L	268 25	268 25	0 00	268 25
TOTAL				25,813 09	25,813 09	0 00	25,813 09

LEASEHOLD IMPROVEMENTS

VERTICAL BLINDS	7/20/92	7 YRS	S/L	1,175 00	1,175 00	0 00	1,175 00
DEADBOLT LOCKS	6/30/92	7 YRS	S/L	212 59	212 59	0 00	212 59
ALARM SYSTEM	6/10/92	7 YRS	S/L	1,270 00	1,270 00	0 00	1,270 00
BLINDS	5/6/92	7 YRS	S/L	1,000 00	1,000 00	0 00	1,000 00
CARPETING	5/13/92	7 YRS	S/L	930 00	930 00	0 00	930 00
OFFICE IMPROVEMENTS	6/29/92	31 5 YRS	S/L	10,300 24	5,736 12	326 99	6,063 11
TOTAL				14,887 83	10,323 71	326 99	10,650 70

EQUIPMENT

IBM TYPEWRITER	6/10/92	5 YRS	S/L	1,508 70	1,508 70	0 00	1,508 70
VACUUM CLEANER	6/10/92	7 YRS	S/L	524 25	524 25	0 00	524 25
REFRIGERATOR	5/27/92	7 YRS	S/L	2,490 00	2,490 00	0 00	2,490 00
STEREO SYSTEM	5/13/92	7 YRS	S/L	3,120 09	3,120 09	0 00	3,120 09
SHREDDER	7/30/92	5 YRS	S/L	2,352 93	2,352 93	0 00	2,352 93
TV	5/26/94	5 YRS	S/L	438 80	438 80	0 00	438 80
SOFTWARE	2/7/94	5 YRS	S/L	3,300 00	3,300 00	0 00	3,300 00
TELEPHONE SYSTEM	3/29/96	5 YRS	S/L	2,537 15	2,537 15	0 00	2,537 15
VCR	3/14/97	5 YRS	S/L	663 29	663 29	0 00	663 29
COMP USA COMPUTER SYS	1/14/98	5 YRS	S/L	12,933 15	12,933 15	0 00	12,933 15
SHREDDER	1/15/99	5 YRS	S/L	1,706 65	1,706 65	0 00	1,706 65
COMPUTER	5/11/01	5 YRS	S/L	3,244 32	3,244 32	0 00	3,244 32
SOFTWARE UPGRADE	2/16/01	3 YRS	S/L	800 00	800 00	0 00	800 00
2 MONITORS & DELL COMPUTE	2/22/05	5 YRS	S/L	2,000 58	1,800 52	200 06	2,000 58
Dell Laptop Computer	4/4/07	5 YRS	S/L	1,719 19	945 55	343 84	1,289 39
Toshiba E-250 Copy Machine -	7/6/07	5 YRS	S/L	2,500 00	1,250 00	500 00	1,750 00
TOTAL				41,839 10	39,615 41	1,043 90	40,659 30

GRAND TOTAL				82,540 02	75,752 21	1,370 89	77,123 10
-------------	--	--	--	-----------	-----------	----------	-----------

990 OTHER EXPENSES SCHEDULE

Attachment 6: page 1 990-PF Page 1, Part I, Line 23

Open to Public Inspection	For calendar year 2010, or tax period beginning _____, and ending _____.
---------------------------	--

Name of Organization	Employer Identification Number
WILLIAM H & MATTIE W HARRIS FOUNDATION	26-2841027

Description of Activity	Revenue and Expenses	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Bank charges	367	184		183
Dues & memberships	575	287		288
Insurance	1,404	702		702
Maintenance & repairs	1,082	541		541
Miscellaneous exp	200	100		100
Office supplies	1,234	617		617
Postage	962	481		481
Publications	127	63		64
Storage space rent	1,278	639		639
Telephone & internet expense	3,109	1,555		1,554
Utilities	856	428		428
Meals for Trustee meetings	3,580			3,580
Amortization	2,597	474		2,123
- - - - -	- - - - -	- - - - -	- - - - -	- - - - -
Total:	17,371	6,071		11,300

990 AMORTIZATION SCHEDULE

Attachment 6: page 1 990-PF Page 1, Part I, Line 23

Open to Public Inspection	For Calendar year 2010, or tax year period beginning	and ending
Name of Organization	WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

Description of Expenses	Date Acquired	Amount Amortized	Prior Year Deduction	Amortization Period
Family History Manuscript Organization Costs	01-01-20	30,700	11,597	15.00000
	01-01-20	7,114	949	15.00000

Total:	37814	12546	Total Amortization Amount
Current Year Expenses	Net Investment Income	Adjusted Net Income	
2,123	474		13,720
474			1,423
Total:	2,597	474	15,143

990 SCHEDULE OF INVESTMENTS - GOVERNMENT OBLIGATIONS

Attachment 7: page 1 - 990-PF Page 2, Part II, line 10a

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending			
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION			Employer Identification Number 26-2841027	
Description	Cost	FMV at End of Year	Book Value	Fair Market Value
U.S. Government Obligations			206,271	240,067
State and Municipal Government Obligations				
Total U S. and State Government Obligations			206,271	240,067

990 SCHEDULE OF INVESTMENTS - CORPORATE STOCKS

Attachment 8: page 1 - 990-PF Page 2, Part II, Line 10b

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
See investment schedule attached	X		3,280,450	5,182,608
Total:			3,280,450	5,182,608

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION

(A Private Foundation)

December 31, 2010

Federal Identification Number 26-2841027

Schedule I

Schedule of Investment Securities

Stock	# Shares	Cost	Ending Market Value	Unrealized Gain (Loss)
Abbott Labs	1,000	53,380	47,910	(5,470)
Air Prods & Chems Inc	500	32,154	45,475	13,321
Apple Computer Inc	200	49,485	64,512	15,027
AT & T	2,000	28,114	58,760	30,646
BAC Cap Trust II (BAC-PV)	2,000	50,000	48,800	(1,200)
Berkshire Hathaway Inc. B shrs	7,000	276,255	560,770	284,515
Bristol Myers Squibb Co	1,000	20,823	26,480	5,657
Canadian Natl Railway	4,000	61,092	265,880	204,788
China Unicom LTD spnsrd ADR	3,000	39,570	42,750	3,180
Community Bancorp New Mexico	3,720	59,520	59,520	0
Companhia Energetica de Mina SP ADR	4,207	47,572	69,794	22,222
Diageo PLC ADR	1,000	76,334	74,330	(2,004)
Dominion Res Inc VA	6,000	147,022	256,320	109,298
Edison Intl Com	3,000	70,855	115,800	44,945
Exxon Mobil Corp	2,000	79,580	146,240	66,660
Frontier Communications Corp	3,000	22,913	29,190	6,277
General Electric	30,000	222,767	548,700	325,933
GlaxoSmithKline PLC ADR (GSK)	2,000	102,869	78,440	(24,429)
Google Inc.	200	117,606	118,794	1,188
J P Morgan Chase Alerian ETN (AMJ)	2,000	55,840	72,700	16,860
Kraft Foods Inc	2,000	53,320	63,020	9,700
Medtronic	3,000	68,149	111,270	43,121
Microsoft Corp	4,000	112,393	111,640	(753)
Nisource Inc	4,000	50,472	70,480	20,008
Nokia Corp sponsored ADR	2,000	57,440	20,640	(36,800)
Novartis AG Sponsrd ADR	2,000	102,346	117,900	15,554
Proctor & Gamble Co	4,000	175,498	257,320	81,822
Progress Energy	2,000	56,243	86,960	30,717
Royal Bank Cda Montreal	4,000	40,800	209,440	168,640
Sabmiller PLC ADR	2,000	40,920	70,658	29,738
Singapore Telec ADR (SGAPY.PK)	3,000	53,552	71,427	17,876
Southern Co	3,000	53,235	114,690	61,455
Teco Energy	4,000	47,709	71,200	23,491
Chevron Texaco Corp	3,000	81,492	273,750	192,258
United Technologies Corp	2,000	64,703	157,440	92,737
Veolia Environm Spon ADR	1,000	59,245	29,360	(29,885)
Verizon Communications	3,000	86,895	107,340	20,445
Vodafone Group PLC	3,000	82,440	79,320	(3,120)
Westpac Bkg Corp Spnsrd ADR	1,000	99,280	114,460	15,180
Windstream Corp	15,000	173,608	209,100	35,492
Wisdomtree TR EM LCL	2,000	106,960	104,028	(2,932)
Total investment in stocks		3,280,450	5,182,608	1,902,158

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
(A Private Foundation)
December 31, 2010

Federal Identification Number 26-2841027

Schedule I, Continued

Investment Securities, continued

	# Shares	Cost	Market Value	Unrealized Gain (Loss)
Partnerships				
Compulaw, LLP	1,652	146,830	93,364	(53,466)
Enterprise Products Partners	9,000	14,207	374,490	360,283
Total investment in partnerships		161,037	467,854	306,817
 Total stocks & partnership investments		3,441,487	5,650,462	2,208,975
Debt Obligations				
Corporate debt obligations		193,898	213,245	19,347
Total corporate debt obligations		193,898	213,245	19,347
U.S. Government Debt Obligations				
GNMA GTD Pool #11344 due February 20, 2020, 9.0%		303	473	170
Federal Home Loan Bank due Dec. 8, 2017, 5.00%		104,153	113,524	9,371
\$100,000 U.S. Treasury Bonds due May 15, 2016, 7.25%		101,815	126,070	24,255
Total U.S. Government debt obligations		206,271	240,067	33,796
 Total investment in debt obligations		400,169	453,312	53,143
 Total of all Investment Securities		3,841,656	6,103,774	2,262,118

990 SCHEDULE OF INVESTMENTS - CORPORATE BONDS

Attachment 9: page 1 - 990-PF Page 2, Part II, Line 10c

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
See investment schedule attached	X		193,898	213,245
Total:			193,898	213,245

990 SCHEDULE OF INVESTMENTS - OTHERS

Attachment 10: page 1 - 990-PF Page 2, Part II, Line 13

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

Description	Cost	FMV at Year End	Book Value	Fair Market Value
See investment schedule attached	X		161,037	467,854
Total:			161,037	467,854

Attachment 11: page 1 - 990-PF Page 2, Part II, Line 14

For Calendar year 2010, or tax year period beginning

Name of Organization

WILLIAM H & MATTIE W HARRIS FOUNDATION

Employer Identification Number

26-2841027

Category or Description of Property

Cost or Other

Accumulated

End of Year

Ending FML
(990-PF Only)

See schedule attached

5,417

Copyright Forms (Software Only) -2010 TW | L0507F

Total:82,540

77,123

5,417

5,417

Attachment 12: page 1 - 990-PF Page 2, Part II, Line 15

Inspection

For calendar year 2010, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Totals:

Attachment 13: page 1 - 990- PF Page 2, Part III, Line 3

Description of Increase	Total Amount
Refund of prior year excise tax on amended return	2,497

10_EOPFGR79

Attachment 14: page 1 - 990- PF Page 2, Part III, Line 5

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending .
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

[illegible]

990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Attachment 15: page 1 - 990-PF Page 3, Part IV, line 1

Open to Public Inspection		For calendar year 2010 or tax period beginning , and ending			
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION					Employer Identification Number 26-2841027
	(a) List and Describe the Kind(s) of Property Sold (e g , Real Estate, 2-story Brck 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.)	
1	See schedule attached	P	08-05-2003	01-22-2010	
2	GNMA Pool #11344	P	02-20-1990	06-30-2010	
3	Sec. 1231 loss from Enterprise Partners K-1	P	01-28-1994	12-31-2010	
	(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)	
1	588,929		497,038	91,891	
2	137		133	4	
3			954	-954	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Col (h) Gain Minus Col. (k), But Not Less Than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col. (i) Over Col (j), if Any		
1				91,891	
2				4	
3				-954	

THE WILLIAM H & MATTIE WATTIS HARRIS FOUNDATION

Capital Gains & (Losses)

31-Dec-10

Tax ID #: 26-2841027

# Shares	DESCRIPTION	PURCH DATE	SALE DATE	SALE PROCEEDS	ADJUSTED COST BASIS	ST - GAIN (LOSS)	LT - GAIN (LOSS)	GAIN TOTAL
2,000	Du Pont E I De Nemours & Co	8/5/2003	1/22/2010	69,419 11	85,399 58	0 00	(15,980 47)	(15,980 47)
3,000	Berkshire Hathaway Inc B shrs	5/17/2000	3/2/2010	237,375 88	118,395 13	0 00	118,980 75	118,980 75
2,000	BP Amoco PLC	7/9/2004	5/24/2010	90,803 11	121,918 98	0 00	(31,115 87)	(31,115 87)
0 50	Companhia Energetica de Mina SP ADR	1/26/2007	5/26/2010	7 10	0 00	0 00	7 10	7 10
1,000 00	Market Vectors ETF Gbl Alter Energ	11/21/2007	5/11/2010	19,958 26	50,328 50	0 00	(30,370 24)	(30,370 24)
3,000 00	Montgomery Str Inc (MTS)	7/23/1993	5/24/2010	46,058 41	59,264 73	0 00	(13,206 32)	(13,206 32)
1,000 00	Gamesa Corp Techn SA (GCTAF PK)	8/25/2008	7/6/2010	8,811 21	44,932 60	0 00	(36,121 39)	(36,121 39)
2,000	Johnson & Johnson	6/13/2001	7/23/2010	116,496 08	16,798 10	0 00	99,697 98	99,697 98
TOTAL FOR STOCKS				588,929 16	497,037 62	0 00	91,891 54	91,891 54
BOND MATURITIES, SALES, & CALLS								
	GNMA GTD Pool #11344	20-Feb-90	various in 2010	137 03	133 09	0 00	3 94	3 94
TOTAL FOR BONDS				137 03	133 09	0 00	3 94	3 94
LOSSES FROM PARTNERSHIP K-1'S							0 00	0 00
TOTALS				589,066 19	497,170 71	0 00	91,895 48	91,895 48

990 BOOKS ARE IN CARE OF

Attachment 16 - 990-PF Page 5, Part VII-A, Line 14

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027
Part VII-A - Line 14	

Individual Name ... Karen Winnefeld
or
Business Name:

Street Address 6655 West Sahara, B-118

U S Address.

Zip code 89146 City Las Vegas State NV
or

Foreign Address

City

Province or State

Country

Postal code

Phone Number (702) 253-1317

Fax Number (702) 253-0548

Attachment 17: page 1 - 990-PF Page 6, Part VIII

JVA Copyright Forms (Software Only) - 2010 TW L0510F 10_EOPFPVA

990 COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

Attachment 18: page 1 990-PF Page 6, Part VIII, Line 1

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending	
Name of Organization	Employer Identification Number	
WILLIAM H & MATTIE W HARRIS FOUNDATION	26-2841027	

Part VIII	Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
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(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
Karen H Winnefeld 7696 Boca Raton Drive Las Vegas, NV 89113	Office Secretary 40.00	51,000	0	0

**990 COMPENSATION OF THE FIVE HIGHEST PAID INDEPENDENT CONTRACTORS
FOR PROFESSIONAL SERVICES**

Attachment 19: page 1 990-PF Page 6, Part VIII, Line 2

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

Part VIII Compensation of the Five Highest Paid Independent Contractors for Professional Services		
(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

990 INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 20: page 1 - 990-PF Page 10, Part XV, line 1a

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

Contributing Manager

None

990 INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 21: page 1 - 990-PF Page 10, Part XV, line 1b

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

Shareholder Manager

None

990 APPLICATION SUBMISSION INFORMATION

Attachment 22: page 1 990-PF Page 10, Part XV, Line 2

Open to Public

For Calendar year 2010, or tax year period beginning

and ending

Name of Organization		Employer Identification Number		
WILLIAM H & MATTIE W HARRIS FOUNDATION		26-2841027		
Name	Phone Number	Info and Materials Included	Submission Deadlines	Restrictions on Awards
Karen Winnefeld 6655 West Sahara Suite B-118 Las Vegas NV 89146	702-253-1317	Four copies of foundation forms, narrative with purpose, program, other funding sources, and institution report.	Semi-annual: February 1 and August 1	Generally none, although grants are not awarded to individuals.

Attachment 23: page 1 990-PF Page 11, Part XV Line 3a

For calendar year 2010, or tax period beginning

, and ending

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Total:

253,694

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
26-2841027

CONTRIBUTIONS 12/31/2010

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
After School All Stars 3720 Howard Hughes Pkwy, Suite 240 Las Vegas, NV 89169	NO	Discretionary Grant	1,600.00
Augustana Arts 5000 East Alameda Avenue Denver, CO 80246	NO	Solicited Grant	4,000.00
Amicus 15 South 5th Street, Suite 1100 Minneapolis, MN 55402	NO	Reconnect Program	3,000.00
Aspen Center for Environmental Studies 2001 Hook Spur Road Basalt, CO 81621	NO	Discretionary Grant	2,000.00
Aspen Santa Fe Ballet 0245 Sage Way Aspen, CO 81611	NO	Discretionary. Aspen Campus.	4,000.00
Assistance League of Las Vegas 6446 West Charleston Blvd. Las Vegas, NV 89146	NO	Operation School Bell	500.00
Bilingual Education for Central America 104 West 119th Street New York, NY 10026	NO	Discretionary Grant	5,000.00

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
26-2841027

CONTRIBUTIONS 12/31/2010

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Billfish Foundation (The) 2161 E. Commercial Blvd., 2 nd Floor Ft. Lauderdale, FL 33308	NO	Discretionary Spearfish Newsletter	1,000.00
The Blind Center of Nevada 1001 North Bruce Street Las Vegas, NV 89101	NO	Solicited Grant	3,315.00
Canyonlands Field Institute PO Box 68 Moab, UT 84532	NO	Discretionary Grant	2,000.00
Care Chest of Sierra of Nevada 7910 North Virginia Street Reno, NV 89506	NO	Solicited Grant.	5,000.00
Central City Opera 400 South Colorado Blvd., Suite 530 Denver, CO 80246	NO	Solicited Grant.	4,000.00
Central Sierra Environmental Resource Center PO Box 396 Twain Harte, CA 95383	NO	Solicited Grant.	5,000.00
Challenge Aspen PO Box 6639 Snowmass, CO 81615	NO	Discretionary Grant	2,000.00

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
26-2841027

CONTRIBUTIONS 12/31/2010

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
CityWild PO Box 883 Denver, CO 80201	NO	Solicited Grant	4,500.00
Council on Foundations PO Box 0021 Washington, DC 20055	NO	Annual membership grant	420.00
Craighead Environmental Research Institute 201 South Wallace Avenue, Suite B2D Bozeman, MT 59715	NO	Solicited Grant.	4,000.00
Crestone Youth Plaza PO Box 773 Crestone, CO 81131	NO	Solicited Grant.	5,000.00
Desert Dove Farm PO Box 31615 Tucson, AZ 85751	NO	Discretionary. Solicited Grant.	1,600.00 5,000.00
Doctors without Borders 333 7th Avenue, 2nd Floor New York, NY 10001-5004	NO	Haitian Relief Grant	2,500.00
EcoFlight 311K, AABC Aspen, CO 81611	NO	Discretionary Grant	1,000.00

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
26-2841027

CONTRIBUTIONS 12/31/2010

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
The Fistula Foundation 1171 Homestead Road, Suite 265 Santa Clara, CA 95050	NO	Discretionary Grant	8,000.00
Frazier International History Museum 829 West Main Street Louisville, KY 40205	NO	Discretionary Grant	6,000.00
Four Corners School PO Box 1029 Monticello, UT 84535	NO	Discretionary Grant	500.00
Girls Rock Vegas PO Box 80274 Las Vegas, NV 89180	NO	Solicited Grant	4,500.00
Guide Dogs for the Blind PO Box 151200 San Rafael, CA 94915	NO	Discretionary Grant	500.00
Heaven Can Wait Box 30158 Las Vegas, NV 89173	NO	Discretionary Grant	500.00
Independence Pass Foundation PO Box 2190 Aspen, CO 81612	NO	Discretionary Grant	2,000.00

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
26-2841027

CONTRIBUTIONS 12/31/2010

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
The Innocence Project 100 Fifth Avenue, 3rd Floor New York, NY 10011	NO	Discretionary Grant	1,000.00
International Game Fish Association 300 Gulf Stream Way Dania Beach, FL 33004	NO	Discretionary. Observer Program.	1,000.00
International Exotic Animal Sanctuary, Inc. PO Box 637 Boyd, TX 76023	NO	Solicited Grant.	1,500.00
Lambi Fund of Haiti PO Box 18955 Washington, DC 20036	NO	Haitian Relief Grant	2,500.00
La Costa Canyon High School Foundation One Maverick Way Carlsbad, CA 92009	NO	Discretionary Grant	2,500.00
Las Vegas Summerlin Lions Charities PO Box 371234 Las Vegas, NV 89137	NO	Discretionary Grant	500.00
Lied Discovery Children's Museum 833 Las Vegas Blvd., North Las Vegas, NV 89101	NO	Solicited Grant	5,000.00
Los Padres / Forest Watch PO Box 831 Santa Barbara, CA 93102	NO	Discretionary Grant	5,000.00

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
26-2841027

CONTRIBUTIONS 12/31/2010

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Marine Conservation Biology Institute 2122 112 th Avenue NE, Suite B-300 Bellevue, WA 98004	NO	Solicited Grant	5,000.00
Marine Mammal Center Marin Headlands 2000 Bunker Road Fort Cronkhite Sausalito, CA 94965	NO	Discretionary Grant	200.00
Mel Fisher Maritime Museum 200 Greene Street Key West, FL 33040	NO	Discretionary Grant	2,000.00
Minneapolis Heart Institute Foundation 920 Est 28 th Street, Suite 100 Minneapolis, MN 55407	NO	Discretionary Grant Student Advisors Grant	7,800.00 3,000.00
Montezuma Land Conservancy PO Box 1522 Cortez, CO 81321	NO	Solicited Grant	3,000.00
Nathan Adelson Hospice Foundation 4131 Swenson Street Las Vegas, NV 89119	NO	Discretionary Grant	1,600.00
National Dance Institute of New Mexico 1140 Alto Street Santa Fe, NM 87501	NO	Discretionary Grant Student Advisors Grant	1,000.00 1,000.00

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
26-2841027

CONTRIBUTIONS 12/31/2010

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Nevada Opera Association 100 South Virginia Street Reno, NV 89501	NO	Solicited Grant	4,000.00
Nevada Wilderness Project 8550 White Fir Street Reno, NV 89523	NO	Solicited Grant	3,000.00
Ogden Nature Center 966 West 12 th Street Ogden, UT 84404	NO	Solicited Grant	6,000.00
Orvis Sea Turtle Campaign Care of: The Orvis Company Department FG 178 Conservation Way Sunderland, VT 05250	NO	Discretionary Grant	1,600.00
Pfleger Institute of Environmental Research 901-B Peir View Way Oceanside, CA 92054	NO	Discretionary Grant	1,000.00
Planned Parenthood of New Mexico 719 San Mateo NE Albuquerque, NM 87108	NO	Discretionary Grant	1,000.00
Raptor Rehab of Kentucky PO Box 18002 Louisville, KY 40367	NO	Discretionary Grant	2,000.00

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
26-2841027

CONTRIBUTIONS 12/31/2010

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Santa Fe Children's Museum 1050 Old Pecos Trail Santa Fe, NM 87505	NO	Discretionary Grant	2,750.00
Santa Fe Desert Chorale 811 St. Michael's Drive, Suite 206 Santa Fe, NM 87505	NO	Solicited Grant	4,000.00
Santa Fe Opera PO Box 2408 Santa Fe, NM 87504	NO	Discretionary Grant Field Trip Grant	1,000.00 1,000.00
Santa Fe Preparatory School 1101 Camino de la Cruz Blanca Santa Fe, NM 87505	NO	Discretionary Grant	800.00
Santa Fe Rape Crisis Center 6601 Valentine Way Santa Fe, NM 87507	NO	Discretionary Grant	1,500.00
Save the Manatee 500 N. Maitland Ave. Maitland, FL 32751	NO	Discretionary Grant	400.00
Sewall Child Development Center 1360 Vine Street Denver, CO 80206	NO	Solicited Grant	4,000.00
Shelby County Humane Society 40 North 7 th Street Shelbyville, KY 40065	NO	Discretionary Grant	1,000.00

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
26-2841027

CONTRIBUTIONS 12/31/2010

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
St. John's College 1160 Camino Cruz Blanca Santa Fe, NM 87505	NO	Discretionary Grant Eastern Classics Program St. John's Campaign	2,750.00 5,000.00 5,000.00
Trust for Public Land 1410 Grant Street, D210 Denver, CO 80203-1855	NO	Discretionary Grant	2,000.00
University of Nevada Division of Health Sciences- School of Nursing Reno, NV 89557	NO	Frances Cafferatta Scholarship Fund C. Don Brown	2,000.00
University of Utah 195 South Central Campus Drive Salt Lake City, UT 84112	NO	Fine Arts LEAP Ecology Residency Program Continuing Education Program	4,000.00 5,000.00 3,185.00
Waikiki Community Center 310 Paoakalani Avenue Honolulu, HI 96815	NO	Discretionary Grant	16,000.00
Warehouse 21 1614 Paseo de Peralta Santa Fe, New Mexico 87501	NO	Discretionary Grant	1,000.00
Western Watersheds Project PO Box 1770 Hailey, ID 83333	NO	Solicited Grant	3,000.00
Wildlife Center (The), LAS AVES PO Box 246 Española, NM 87532	NO	Field Trip Grant Discretionary Grant	1,000.00 1,600.00

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
26-2841027

CONTRIBUTIONS 12/31/2010

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Wilderness Workshop PO Box 1442 Carbondale, CO 81623	NO	Discretionary Grant	1,000.00
YMCA of Rome-Floyd County 810 East 2 nd Avenue Rome, GA 30161	NO	Discretionary. Grizzard Park Soccer Complex	19,600.00
YWCA of Salt Lake City 322 East 300 South Salt Lake City, UT 84111	NO	Solicited Grant	5,000.00
Your Community Connection 2261 Adams Avenue Ogden, UT 84401	NO	2010 YCC Awards	5,000.00
Zoological Society of San Diego PO Box 120551 San Diego, CA 92112	NO	Discretionary Grant	4,400.00
	2010	TOTAL	<u>253,620.00</u>

990 GRANTS AND CONTRIBUTIONS FOR FUTURE PAYMENTS

Attachment 24: page 1 990-PF Page 11, Part XV Line 3b

Open to Public Inspection	For calendar year 2010, or tax period beginning , and ending			
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION			Employer Identification Number 26-2841027	
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
Division of Health Sciences-School of Nursing			Reno school of medicine in honor of Don Brown	6,000
Reno, Nv 89557 Your Community Connection 2261 Adams Avenue Ogden, UT 84401		2007-2 commit		5,000
				11,000

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension -- check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer identification number 26-2841027
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 6655 WEST SAHARA	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LAS VEGAS NV 89146	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► See attachment #16

Telephone No. ► _____ FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► ☒ calendar year 20 10 or

► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,254
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,269
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	985

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)