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Form **990-PF**

Department of the Treasury Internal Revenue Service

E

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

| 22 Printing and publications 23 Other expenses STMT 5 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) | For | caler | ndar year 2011 or tax year beginning | | , and ending | | |
|--|-------------|----------|--|--|----------------------|---|---|
| Name and states for Y D on create direct and collaboration between and records and states for Y D on Companion | Na | me o | foundation | | | A Employer identification | number |
| 19 MINDEMERE CIRCLE 781-948-3187 | | | | | | · · · · · · · · · · · · · · · · · · · |) |
| City or form, state, and ZiPc code RRAINTREE MA 02184 G Check all that apply: Instal return | | | | address) | Room/suite | | 07 |
| RAINTREE M 22184 6 Check all that apply: Indirect the most of the company of the | | | | | | _ | |
| General that apply: Install return Install return of a former public changy Address change Install that apply: Install return Installation Installation Installation Installation Installation Installation Installation Installat | | | | | | If exemption application is p | bending, check here |
| Final tetum | | | | Initial return of a fo | ermer nublic charity | D 1 Foreign organization | s check here |
| H. Check type of organization: Section 497(0/) 1 nonexempt charatable trust: Section 497(0/) 1 nonexempt charatable trust: Fair market value of all assets at end of year J. Accounting method: X. Cash Accrual The market value of all assets at end of year J. Accounting method: X. Cash Accrual The the foundation of the trusted period of the trusted period of the value of all assets at end of year J. Accounting method: X. Cash Accrual The the foundation of the trust be on cash basis: J. Accounting method: X. Cash Accrual The the foundation of the trust be one cash basis: J. Accounting method: X. Cash Accrual The the foundation of the trust be one cash basis: J. Accounting method: X. Cash Accrual The the foundation of the trust be one cash basis: J. Accounting method: J. Accounting | | | | | The public onality | 1. Foreign organization | o, onoun noro |
| H. Check type of organization: Section 497(0/) 1 nonexempt charatable trust: Section 497(0/) 1 nonexempt charatable trust: Fair market value of all assets at end of year J. Accounting method: X. Cash Accrual The market value of all assets at end of year J. Accounting method: X. Cash Accrual The the foundation of the trusted period of the trusted period of the value of all assets at end of year J. Accounting method: X. Cash Accrual The the foundation of the trust be on cash basis: J. Accounting method: X. Cash Accrual The the foundation of the trust be one cash basis: J. Accounting method: X. Cash Accrual The the foundation of the trust be one cash basis: J. Accounting method: X. Cash Accrual The the foundation of the trust be one cash basis: J. Accounting method: J. Accounting | | | Address change | Name change | | Foreign organizations me 2. check here and attach co | eeting the 85% test, |
| Section 4947(a)(1) nonexempt charistable trust Other taxable private foundation Fit the foundation of 9 arg Accounting method: XL cash Accrual (from Part II, cot. (e), ine 16) Other (speechy) Other (speechy) Fit the foundation as of private foundation Fit the foundation of 9 arg Accounting of most Other (speechy) Fit the foundation of 9 arg Accounting of most Other (speechy) Fit the foundation of private foundation Fit the foundation of 10 arg Other (speechy) Fit the foundation of 10 arg | H (| Check | type of organization: X Section 501(c)(3) ex | empt private foundation | | 1 | |
| Troop Part Cool (c), line 16 | | _ Se | | | ition | | |
| Part | | | · — | = | Accrual | F If the foundation is in a | 60-month termination |
| Part | | | | | | under section 507(b)(1 |)(B), check here 🕨 🔲 |
| The total of amounts in columns (b), can def may not formatively require the amounts of columns (b), can def may not formatively require the amounts of receiver the states of the columns (b). | _ | | | | | | 1 (4) |
| Concept X Care the floated and an elementary cash resolutions and milerate from securities 19,366. STATEMENT 1 19,366. STATEMENT 2 | | IIT I | ☐ (The total of amounts in columns (b), (c), and (d) may not | expenses per books | | | for charitable purposes |
| Interest on awaying and temporary content on the content of the content on the | | | | 5,350. | | | |
| STATEMENT 1 1 1 1 1 1 1 1 1 | | _ | | 10.55 | 4 4 4 | | |
| Sa Gross rents Description | | Ι. | cash investments | | | | T |
| D Net rental income or (loss) 248,638. | | l - | | 82,889. | 82,889. | | STATEMENT 2 |
| 68 Met gann or Geost from sale of assets and on line 10 375, 815. | | Ι. | | | | | + t |
| | | 62 | | 248 638 | | | |
| Net short-term capital gain Second properties and wages Second properties Seco | nue | b | | 210,030. | | | - 4-4m. |
| Net short-term capital gain Second properties and wages Second properties Seco | eve | 7 | | ······································ | 248,638. | | |
| 10a and diswances | Œ | 8 | Net short-term capital gain | | | | |
| 10 10 20 20 20 20 20 20 | | 9 | | | | | |
| C Gross profit or (loss) 763,468. 763,468. 0.STATEMENT 3 | | 10a | and allowances | | | · · · · · · · · · · · · · · · · · · · | |
| 11 Other modifies Contributions Contri | | l | | | | | *************************************** |
| 12 Total Add lines 1 through 1.1 1,119,711. | | l | | 762 460 | 762 460 | | |
| 13 Compensation of officers, directors, trustaged of officers, directors, directo | | | Total Add upped through 11 | | | | STATEMENT 3 |
| 14 Oblish emiliovide sălaries and Wages Combinovides State S | _ | | | <u> </u> | | | 0 |
| 15 Person plans, employee benefits by accounting tees 16a legal fees, by accounting tees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative 25 expenses. Add lines 13 through 23 26 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: 28 Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 2 Adjusted net income (if negative, enter -0-) 3 Contributions (if negative, enter -0-) 3 Contributions (if negative, enter -0-) 4 Contributions (if negative, enter -0-) 5 Contributions (if negative, enter -0-) 6 Contributions (if negative, enter -0-) 7 Contributions (if negative, enter -0-) 8 Contributions (if negative, enter -0- | | | Other employee salaries and wages | | | | • |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | | | | | - , , , , | | - |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | ses | 16a | Legal fees OPPLI | | | | |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | ben | b | | | | | |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | Ä | C | | | | | |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | tive | 17 | | 4 0 4 5 | - | | |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | stra | 18 | | 1,042. | 0. | 0. | 0. |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | įį | 19 | • | | | | |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | Adm Adm | 21 | · · · · · · | | | | _ |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | g P | 22 | - | | | | - |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | ຶ່ວ ອີ່ຂ | 23 | • • | 184.100 | 0 - | n | 61 500. |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | otin | 24 | | | | . | 01,300. |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) | Operat | | | 185,142. | 0. | 0. | 61,500. |
| 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) 28 53 , 152 . 29 0 . 729 , 510 . 1 , 114 , 361 . 0 . | _ | 25 | Contributions, gifts, grants paid | | | | |
| C Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) O. | <u></u> | 26 | | | | | |
| C Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) O. | _ | <u> </u> | | 853,152. | 0. | 0. | 729,510. |
| C Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) O. | Ź | | | 065 | | | / |
| C Adjusted net income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) O. | ת ח | | | 266,559. | 1 114 264 | | |
| | | | | | 1,114,361. | | |
| | 1235 | 01 | | instructions | | | Form 990-PF (2011) |

| | 111 33 | WILLIAM H. HARRIS FOUNDE | | | 619/96U Page 2 |
|-----------------------------|--------|--|-------------------|------------------------|---------------------------|
| P | art | Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | (b) Book Value | of year |
| _ | - | | (a) Book Value | (b) book value | (c) Fair Market Value |
| | l . | Cash - non-interest-bearing | 640.004 | 1 054 450 | 1 05 4 150 |
| | | Savings and temporary cash investments | 648,894. | 1,254,453. | 1,254,453. |
| | 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 | | | |
| | İ | disqualified persons | | | |
| | 7 | Other notes and loans receivable | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| ş | 8 | Inventories for sale or use | | | |
| Assets | 9 | Prepaid expenses and deferred charges | | | |
| ĕ | 1 | Investments - U.S. and state government obligations STMT 7 | 127,089. | 0. | 0. |
| | | Investments - corporate stock STMT 8 | 298,089. | 306,215. | 265,110. |
| | | Investments - corporate bonds | 230,0031 | 300,223, | |
| | ł | Investments - land, buildings, and equipment, basis | | | |
| | | Less accumulated depreciation | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other STMT 9 | 5,847,651. | 5,513,270. | 5,503,837. |
| | | Land, buildings, and equipment basis | 3,047,031. | 3,313,270. | 3,303,637. |
| | 14 | Less accumulated depreciation | | | |
| | 45 | · · · · · · · · · · · · · · · · · · · | | - | |
| | 10 | Other assets (describe ►) | | | |
| | 40 | Tatal casets (to be completed by all files) | 6 001 703 | 7 072 020 | 7 000 400 |
| _ | | Total assets (to be completed by all filers) | 6,921,723. | 7,073,938. | 7,023,400. |
| | | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| ies | 19 | Deferred revenue | | | |
| Ħ | | Loans from officers, directors, trustees, and other disqualified persons | | | |
| Liabilities | 21 | Mortgages and other notes payable | | | |
| _ | 22 | Other liabilities (describe >) | | <u>.</u> | |
| | | - | | • | |
| _ | 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | |
| | | Foundations that follow SFAS 117, check here | | | |
| ģ | | and complete lines 24 through 26 and lines 30 and 31. | | | |
| ĕ | 24 | Unrestricted | | | |
| ala | 25 | Temporarily restricted | | | |
| 8 | 26 | Permanently restricted | | | |
| Š | ŀ | Foundations that do not follow SFAS 117, check here | | | |
| Ĕ | İ | and complete lines 27 through 31. | | | |
| ţ | 27 | Capital stock, trust principal, or current funds | 0. | 0. | |
| Se | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| Net Assets or Fund Balance: | 29 | Retained earnings, accumulated income, endowment, or other funds | 6,921,723. | 7,073,938. | |
| Š | 30 | Total net assets or fund balances | 6,921,723. | 7,073,938. | |
| | | | | | |
| _ | 31 | Total liabilities and net assets/fund balances | 6,921,723. | 7,073,938. | |
| P | art | III Analysis of Changes in Net Assets or Fund Ba | alances | | |
| <u></u> | Tota | I net assets or fund balances at beginning of year - Part II, column (a), line 3 | | | |
| • | | st agree with end-of-year figure reported on prior year's return) | | 1 | 6,921,723. |
| 2 | | r amount from Part 1, line 27a | | 2 | 266,559. |
| | | r increases not included in line 2 (itemize) | | 3 | 200,559. |
| | | lines 1, 2, and 3 | | 4 | 7,188,282. |
| | | eases not included in line 2 (itemize) | SEE STA | TEMENT 6 $\frac{7}{5}$ | 114,344. |
| | | I net assets or fund balances at end of year (line 4 minus line 5) - Part II, col | | 6 | 7,073,938. |
| _ | | | | | Form 990-PF (2011) |

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L

| (a) List and descr | ribe the k | osses for Tax on In and(s) of property sold (e.g or common stock, 200 shs | ., real estate, | tincome | (b) | How ac - Purc - Dona | quired hase ation | (c) Date (mo., d | acquired ay, yr.) | (d) Date sold (mo., day, yr.) |
|---|-------------------------------------|---|-----------------|--------------------------------------|--------------|----------------------------|-------------------------|---------------------|------------------------------|------------------------------------|
| 1a | - | | | | - | | | | | |
| b SEE ATTACHED | STA | TEMENT | | | | | | | | |
| <u>C</u> | _ | | | | <u> </u> | | | | | |
| <u>d</u> | | | | | <u> </u> | | | | | |
| (e) Gross sales price | (f) | Depreciation allowed (or allowable) | | st or other basis expense of sale | | | | | aın or (loss s (f) mınus | |
| a | | | | · · · | | | | | | - |
| b | _ | | | | | | | _ | - | <u> </u> |
| <u>c</u> | | | | | | | | | | |
| d 255 015 | | | | - 400 40 | _ | | | _ | | |
| e 375,815. Complete only for assets showin | 0 0010 10 | column (b) and owned by: | the foundation | 127,17 | 7. | | | | | 248,638. |
| Complete only for assets showin | | | T | | | | | | ol. (h) gain not less tha | |
| (i) F.M.V. as of 12/31/69 | | (j) Adjusted basis as of 12/31/69 | | cess of col. (ı) col. (ı), ıf any | | | 00 | | (from col. (| |
| <u>a</u> | | | | | | | | | | |
| b | | | | | | | | | | |
| С | | | | | | | | | | |
| d | | " - | | | | | | | | |
| <u>e</u> | | | | | | | | | | 248,638. |
| 2 Capital gain net income or (net ca | pıtal loss | If gain, also enter If (loss), enter -0 | | | } | 2 | | | | 248,638. |
| 3 Net short-term capital gain or (los | s) as def | ned in sections 1222(5) an | ıd (6): | | (| | | | | |
| If gain, also enter in Part I, line 8, | | | , , | | \ | | | | | |
| If (loss), enter -0- in Part I, line 8 Part V Qualification U | ndor S | ection 4940(e) for | Dodugod | Toy on Not | | 3 | ont Inc | | N/A | |
| (For optional use by domestic private If section 4940(d)(2) applies, leave th Was the foundation liable for the sect If "Yes," the foundation does not qual 1 Enter the appropriate amount in 6 | ns part bl non 4942 nfy under | ank. tax on the distributable am section 4940(e). Do not co | nount of any ye | ear in the base pei irt. | riod? | | | | | Yes X No |
| (a) Base period years | | (b) | | | (c) | | | T | D I | (d) oution ratio |
| Calendar year (or tax year beginnir | ng in) | Adjusted qualifying dis | tributions | Net value of no | | | use assets | | Distrit col. (b) div) | oution ratio vided by col. (c)) |
| 2010 | | 81 | 5,531. | | 6 | ,87 | 0,694 | • | | .118697 |
| 2009 | | | 8,510. | | | | 3,003 | | | .034818 |
| 2008 | | | 9,197. | | | | 2,035 | | | .095310 |
| 2007 | | | 5,000. | ! | | | $\frac{7,314}{7,319}$ | | | .113614 |
| 2006 | | | 0,798. | | | ,96 | <u>7,342</u> | + | | .058786 |
| 2 Total of line 1, column (d) | | | | | | | | 2_ | | .421225 |
| 3 Average distribution ratio for the 5 the foundation has been in exister | | | on line 2 by 5, | or by the number | ot ye | ars | | 3 | | .084245 |
| 4 Enter the net value of noncharitab | le-use as | sets for 2011 from Part X, | line 5 | | | | | 4 | | 6,918,450. |
| 5 Multiply line 4 by line 3 | | • | | | | | | 5_ | | 582,845. |
| 6 Enter 1% of net investment incom | ne (1% of | Part I, line 27b) | | | | | | 6 | | 11,144. |
| 7 Add lines 5 and 6 | | | | | | | | 7 | | 593,989. |
| 8 Enter qualifying distributions from | ı Part XII, | line 4 | | | | | | 8 | | 729,510. |
| If line 8 is equal to or greater than See the Part VI instructions. | line 7, cl | neck the box in Part VI, line | 1b, and comp | olete that part usin | g a 1 | % tax r | ate. | | | - |

| | 990-PF (t VI | (2011) WILLIAM H. HARRIS FOUNDATION Excise Tax Based on Investment Income (Section 4940) | (a). | 4940(b), 4940(e), | or 49 | <u>04-</u> 948- | 6197 - see ii | 960 nstru | ctio | Page 4 |
|----|---------------------------|---|-----------|------------------------------|----------------|--------------------|-------------------------|---------------|------------------|------------|
| | Date of r | operating foundations described in section 4940(d)(2), check here and en ruling or determination letter: (attach copy of letter if nece to foundations that meet the section 4940(e) requirements in Part V, check here | ter "N/. | 'A" on line 1. | | 1 | | | 1,1 | |
| 4 | of Part I, | , line 27b | | | Ì | | | | - / - | |
| | | domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% | | | | | | | | |
| | | er section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Other | iers er | nter -0-) | ŀ | 2 | - | | | 0. |
| | | s 1 and 2 | | | } | 3 | | | 1,1 | 44. |
| | | A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Other | ners e | nter -U-) | } | 4_ | | | 1,1 | 4.4 |
| | | ed on investment income. Subtract line 4 from line 3. If zero or less, enter -0- Payments: | | | ŀ | 5 | | | <u> </u> | 44. |
| | | timated tax payments and 2010 overpayment credited to 2011 | 6a | 11,4 | 55 | | | | | |
| | | foreign organizations - tax withheld at source | 6b | 11,7 | ,,, | | | | | |
| | | with application for extension of time to file (Form 8868) | 6c | | | | | | | |
| | | withholding erroneously withheld | 6d | | | | 1 | | | |
| | | edits and payments. Add lines 6a through 6d | | | | 7 | | 1 | 1.4 | <u>55.</u> |
| | | y penalty for underpayment of estimated tax. Check here X if Form 2220 is attac | hed | | | 8 | | | 1 | 46. |
| 9 | Tax due | If the total of lines 5 and 8 is more than line 7, enter amount owed | | | ▶ | 9 | | | | _ |
| 10 | Overpay | ment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | , | ▶ [| 10 | | | 1 | 65. |
| | | e amount of line 10 to be: Credited to 2012 estimated tax | | 165. Refunde | d▶ | 11 | | | | 0. |
| | | A Statements Regarding Activities | | | | | | | | |
| | | he tax year, did the foundation attempt to influence any national, state, or local legisla | ation o | or did it participate or int | ervene | ın | | | Yes | |
| | | tical campaign? | | | | | | 1a | | X |
| | | end more than \$100 during the year (either directly or indirectly) for political purpose | | | - | | | 1b | | <u>X</u> |
| | | nswer is "Yes" to 1a or 1b, attach a detailed description of the activities and | Сори | es of any materials pu | ıblıshe | d or | | | | |
| | | ited by the foundation in connection with the activities. | | | | | | | | |
| | | foundation file Form 1120-POL for this year? | | | | | i | 1c | | <u>X</u> |
| | | e amount (if any) of tax on political expenditures (section 4955) imposed during the the foundation. > \$ 0 • (2) On foundation managers. | | | ^ | | | | | |
| | | e reimbursement (if any) paid by the foundation during the year for political expendition | | | 0. | | | | | |
| | | rs. > \$0. | שוכ נמי | k imposed on lodindation | • | | | | | |
| | | foundation engaged in any activities that have not previously been reported to the IR attach a detailed description of the activities. | S? | | | | | 2 | | X |
| | | foundation made any changes, not previously reported to the IRS, in its governing in | etrum | ant articles of incorpor | ation o | | | | | |
| | | or other similar instruments? If "Yes," attach a conformed copy of the change. | | ioni, articles of incorpore | ation, o | | | 3 | | х |
| | | foundation have unrelated business gross income of \$1,000 or more during the year | | | | | | 4a | | X |
| | | has it filed a tax return on Form 990-T for this year? | | | | N | /A | 4b | | |
| | | re a liquidation, termination, dissolution, or substantial contraction during the year? | | | | | • | 5 | | Х |
| | f "Yes," | attach the statement required by General Instruction T | | | | | | | | |
| 6 | Are the r | requirements of section 508(e) (relating to sections 4941 through 4945) satisfied eith | her: | | | | | | | |
| | ● By lang | guage in the governing instrument, or | | | | | | | | |
| • | By stat | te legislation that effectively amends the governing instrument so that no mandatory | direct | tions that conflict with th | ne state | law | | | | |
| | remair | n in the governing instrument? | | | | | | 6 | X | |
| 7 | Did the fo | foundation have at least \$5,000 in assets at any time during the year? | | | | | | 7 | X | |
| | | * complete Part II, col (c), and Part XV. | | | | | | | , | |
| 8a | Enter the MA | e states to which the foundation reports or with which it is registered (see instruction | s) 🕨 | | | | | | | |
| b | | swer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Att | torney | General (or designate) | | - | | | | |
| | | state as required by General Instruction G? If "No," attach explanation | • | , | | | | 8b | Х | |
| 9 | s the fou | undation claiming status as a private operating foundation within the meaning of sec | tion 4 | 942(j)(3) or 4942(j)(5) i | or cale | ndar | | | | |
| | | 11 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," co | | | | | | 9 | | X |
| 10 | Did any p | persons become substantial contributors during the tax year? If "Yes," attach a schedule | a listing | their names and addresses | | | | _10 | | X |
| | | | | | | | Forr | n 99 0 | -PF (| 2011) |

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| ι | ← 5 | | | |
|----|--|-----------------|--------------|---------------|
| | 990-PF (2011) WILLIAM H. HARRIS FOUNDATION 04-619 | 7960 | | Page 5 |
| | rt VII-A Statements Regarding Activities (continued) | | | . ugo o |
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of | T | 1 | |
| | section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? | | | |
| | If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Х | |
| | Website address ►N/A | | | |
| 14 | The books are in care of ► EDITH WEINBERG Telephone no. ► 781-8 | 48-3 | 187 | |
| | Located at ▶ 19 WINDEMERE CIRCLE, BRAINTREE, MA ZIP+4 ▶0 | | | |
| 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 | N | /A_ | |
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, | | Yes | No |
| | securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign | | | |
| | country | | | |
| Pa | rt 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? | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) | | | |
| | a disqualified person? Yes X No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | | | |
| | (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)? | | | |
| | (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.) | ļ | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations | | l | |
| | section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance check here | | | |
| C | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected | ١. | | |
| _ | before the first day of the tax year beginning in 2011? | 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning | | | |
| | before 2011? Yes X No | | | |
| | If "Yes," list the years \(\bigs_{ | ŀ | | |
| į, | ***** | ŀ | | |
| | 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 | 1 | |
| | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. | _20_ | - | _ |
| (| | | | |
| 2. | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | | |
| 36 | during the year? Wes X No | | | |
| , | of "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after | } | 1 | ļ |
| | 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 2011.) N/A | 3b | | |
| A: | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | х |
| | 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 2011? | 4b | | х |
| | | orm 99 0 |)-PF | |

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| Form 990-PF (2011) WILLIAM H. HARRIS FOUNDA | ATION | | <u>04-61979</u> | 60 Page 6 |
|---|---|-----------------------------------|--|-------------------------------|
| Part VII-B Statements Regarding Activities for Which | Form 4720 May Be I | Required (contin | nued) | |
| 5a During the year did the foundation pay or incur any amount to: | 40.454.110 | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section) | | | es 🗶 No | |
| (2) Influence the outcome of any specific public election (see section 4955); | or to carry on, directly or indir | | [37] | |
| any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes | ·0 | | es X No | |
| | | Y6 | es LALINO | |
| (4) Provide a grant to an organization other than a charitable, etc., organization | on described in section | | 😾 ม. | |
| 509(a)(1), (2), or (3), or section 4940(d)(2)? | | | es X No | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary the prevention of cruelty to children or animals? | , or educational purposes, or i | | es X No | |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un | dor the avecations described | | S LAL NO | |
| section 53.4945 or in a current notice regarding disaster assistance (see instri | | iii neguiauons | NT / 7 | 5ь |
| Organizations relying on a current notice regarding disaster assistance check I | · · · · · · · · · · · · · · · · · · · | | N/A | 30 |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption i | | unad | | |
| expenditure responsibility for the grant? | | I/A 🗀 Ye | es No | : |
| If "Yes," attach the statement required by Regulations section 53.494 | | 1/A 10 | :s NO | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to | • • | | | |
| a personal benefit contract? | pay promiums on | □ v ₄ | es X No | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a | nersonal benefit contract? | ٠, ـــــ | | 6b X |
| If "Yes" to 6b, file Form 8870 | porsonal bonone contract. | | | 72 |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax | shelter transaction? | | es X No | |
| b if "Yes," did the foundation receive any proceeds or have any net income attrib | | | | 7b |
| Port VIII Information About Officers, Directors, Trust | | nagers, Highly | | |
| | | | | |
| 1 List all officers, directors, trustees, foundation managers and their | | | | · |
| (a) Name and address | (b) Title, and average hours per week devoted | (c) Compensation (If not paid, | (d) Contributions to employee benefit plans and deferred | (e) Expense account, other |
| | to position | enter -0-) | compensation | allowances |
| WILLIAM H. HARRIS, M.D. | TRUSTEE | | | |
| 665 CONCORD AVE., BELMONT, MA 02478 | | | | |
| | 0.00 | 0. | 0. | 0. |
| JOHANNA H. HARRIS | TRUSTEE | | | |
| 665 CONCORD AVE., BELMONT, MA 02478 | 0.00 | | | |
| | 0.00_ | 0. | 0. | 0. |
| | 4 | | | |
| | - | | | |
| | | | | |
| | + | | | |
| | + | | | |
| 2 Compensation of five highest-paid employees (other than those inc | cluded on line 1). If none. | enter "NONE." | | |
| | (b) Title, and average hours per week | | (d) Contributions to employee benefit plans | (e) Expense account, other |
| (a) Name and address of each employee paid more than \$50,000 | hours per week devoted to position | (c) Compensation | and deferred compensation | account, other allowances |
| NONE | <u> </u> | | | |
| | 1 | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | a. |
| | 1 | | | |
| | | | | |
| | 4 | | | |
| Tabal number of other amplanes and are \$75,000 | | <u> </u> | | |
| Total number of other employees paid over \$50,000 | | | F 4 | 990-PF (2011) |
| | | | rorm s | 990-F F (2011) |

| Form 990-F (2011) WILLTAM H. HARRIS FOUNDATION O4-6197960 Page: Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued) | | | 05060 |
|---|---|----------------------|------------------|
| 3 Five highest-paid independent contractors for professional services. If none, enter "NONE." (a) Name and address of each person paid more than \$50,000 (b) Type of service (c) Compensation NONE Total number of others receiving over \$50,000 for professional services Part IX-A Summarry of Direct Charitable Activities List the foundation's four largest direct charitable activities Activities List the foundation's four largest direct charitable activities of programations and other beneficiaries served, conferences convened, research papers produced, etc. 1 SEE STATEMENT 1.0 2 AND SUPPORT OF HIGHER EDUCATION, CONSERVATION AND ENVIRONMENTAL ORGANIZATIONS. 3 4 Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 All other program-related investments. See instructions. | | <u>04-61</u> ghly | <u>97960 Pag</u> |
| (a) Name and address of each person paid more than \$50,000 NONE Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year, include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. SEE STATEMENT 10 2 AND SUPPORT OF HIGHER EDUCATION, CONSERVATION AND ENVIRONMENTAL ORGANIZATIONS. 0 Part IX-B Summary of Program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 N/A All other program-related investments, See instructions. | | | |
| 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. SEE STATEMENT 10 2 AND SUPPORT OF HIGHER EDUCATION, CONSERVATION AND ENVIRONMENTAL ORGANIZATIONS. 3 Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 N/A All other program-related investments. See instructions. | | f service | (c) Compensat |
| 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. SEE STATEMENT 1.0 2 AND SUPPORT OF HIGHER EDUCATION, CONSERVATION AND ENVIRONMENTAL ORGANIZATIONS. 0 Part IX-B Summary of Program-Related investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 N/A All other program-related investments, See instructions. 3 Total, Add lines 1 through 3 ▶ 0 | NONE | | |
| 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. SEE STATEMENT 1.0 2 AND SUPPORT OF HIGHER EDUCATION, CONSERVATION AND ENVIRONMENTAL ORGANIZATIONS. 0 Part IX-B Summary of Program-Related investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 N/A All other program-related investments, See instructions. 3 Total, Add lines 1 through 3 ▶ 0 | | | |
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| number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. SEE STATEMENT 10 | | | |
| SEE STATEMENT 10 2 AND SUPPORT OF HIGHER EDUCATION, CONSERVATION AND ENVIRONMENTAL ORGANIZATIONS. 0 Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 | List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as th number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | e | Expenses |
| 2 AND SUPPORT OF HIGHER EDUCATION, CONSERVATION AND ENVIRONMENTAL ORGANIZATIONS. 0 Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 N/A All other program-related investments. See instructions. 3 Total. Add lines 1 through 3 | 1 | | |
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| ENVIRONMENTAL ORGANIZATIONS. 3 4 Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 N/A 2 All other program-related investments. See instructions. 3 Total. Add lines 1 through 3 | | | |
| Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount 1 N/A All other program-related investments. See instructions. 3 Total. Add lines 1 through 3 | | | |
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| Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | 4 | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A All other program-related investments. See instructions. Total. Add lines 1 through 3 | David W D I a | | |
| 1 N/A 2 All other program-related investments. See instructions. 3 Total. Add lines 1 through 3 | | | Amount |
| All other program-related investments. See instructions. Total. Add lines 1 through 3 | · · · · · · · · · · · · · · · · · · · | | Aillouill |
| All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| All other program-related investments. See instructions. Total. Add lines 1 through 3 | | | |
| 3 | 2 | | |
| 3 | | | |
| 3 | All other program-related investments. See instructions. | | |
| | • • | | |
| | | | |
| | | | |
| | Total. Add lines 1 through 3 | | |

| | • • | | |
|----------|--|------------|-----------------------|
| For | m 990-PF (2011) WILLIAM H. HARRIS FOUNDATION | 04 | -6197960 Page 8 |
| P | art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four | ndations | s, 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 | 6,072,134. |
| b | Average of monthly cash balances | 1b | 951,673. |
| C | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 7,023,807. |
| е | 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 | 7,023,807. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 105,357. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 6,918,450. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 345,923. |
| P | art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here ▶ ☐ and do not complete this part.) | ıd certaın | |
| 1 | Minimum investment return from Part X, line 6 | 1 | 345,923. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | | |
| b | Income tax for 2011. (This does not include the tax from Part VI.) | | |
| C | Add lines 2a and 2b | 2c | 11,144. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 334,779. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 334,779. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| <u>7</u> | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 334,779. |
| Р | art XII Qualifying Distributions (see instructions) | | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| а | Expenses, contributions, gifts, etc total from Part I, column (d), line 26 | 1a | 729,510. |
| 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 | |
| | 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 | 729,510. |
| 5 | Foundations that quality under section 4940(e) for the reduced rate of tay on net investment | | |

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

Form **990-PF** (2011)

income. Enter 1% of Part I, line 27b

Adjusted qualifying distributions. Subtract line 5 from line 4

4940(e) reduction of tax in those years.

Page 9

Part XIII Undistributed Income (see instructions)

WILLIAM H. HARRIS FOUNDATION

| | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
|--|---------------|----------------------------|---|----------------------|
| 1 Distributable amount for 2011 from Part XI, | | | | 224 770 |
| fine 7 | | | | 334,779. |
| 2 Undistributed income, if any, as of the end of 2011 a Enter amount for 2010 only | | | 0. | |
| b Total for prior years: | | | | |
| b rout to prior years. | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011: | | 0. | · | |
| a From 2006 69,798. | | | | |
| b From 2007 434,089. | | | | |
| c From 2008 283,461. | | | | |
| d From 2009 | | | | |
| e From 2010 493,170. | | | | |
| f Total of lines 3a through e | 1,280,518. | | | |
| 4 Qualifying distributions for 2011 from | | | | |
| Part XII, line 4: ►\$ 729,510. | | | | |
| a Applied to 2010, 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 2011 distributable amount | | | | 334,779. |
| e Remaining amount distributed out of corpus | 394,731. | | | |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 1,675,249. | | | |
| b Prior years' undistributed income. Subtract | 1,0/3,243. | | | |
| 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 2010. Subtract line | | | | |
| 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2011. Subtract | | | | |
| lines 4d and 5 from line 1. This amount must | | | | |
| be distributed in 2012 | | | | 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 2006 | 60 700 | | | |
| not applied on line 5 or line 7 | 69,798. | | | |
| 9 Excess distributions carryover to 2012. | 1 605 454 | | | |
| Subtract lines 7 and 8 from line 6a | 1,605,451. | - | · · · · · · · · · · · · · · · · · · · | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 b Excess from 2008 434,089. 283,461. | | | | |
| c Excess from 2009 | | | | |
| d Excess from 2010 493,170. | | | | |
| e Excess from 2011 394,731. | | | | |
| | | | | |

Form **990-PF** (2011)

| Form 990-PF (2011) WILLIAM | H. HARRIS | FOUNDATION | | | 97960 Page 10 |
|--|--|--|---------------------------|-----------------------------|--------------------|
| Part XIV Private Operating F | | | -A, question 9) | <u> N/A</u> | |
| 1 a If the foundation has received a ruling o | | | | | |
| foundation, and the ruling is effective fo | | - | ▶ ∟ | | |
| b Check box to indicate whether the found | | ng foundation described i | | 4942(j)(3) or 49 | 942(j)(5) |
| 2 a Enter the lesser of the adjusted net | Tax year | (b) 2010 | Prior 3 years | (4) 0000 | (-) 7-4-1 |
| income from Part I or the minimum | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | (e) Total |
| investment return from Part X for | | | | | |
| each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, | | | | | |
| line 4 for each year listed | | _ | | | |
| d Amounts included in line 2c not | | | | | |
| used directly for active conduct of | | | | | |
| exempt activities | | . — | | | |
| e Qualifying distributions made directly | | | | | |
| for active conduct of exempt activities. | | | | | |
| Subtract line 2d from line 2c 3 Complete 3a, b, or c for the | | | | | |
| alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: (1) Value of all assets | | | | | |
| • • | | | | - | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return | | | | | |
| shown in Part X, line 6 for each year | | | | | |
| listed | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross | | | | | |
| investment income (interest, dividends, rents, payments on | | | | | |
| securities loans (section | | | | | |
| 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt | | | | + | |
| organizations as provided in | | | | | |
| section 4942(j)(3)(B)(iii) | | · | | | |
| (3) Largest amount of support from | | | | | |
| an exempt organization | | | | | |
| (4) Gross investment income | | An Albin mant amb : | | | |
| Part XV Supplementary Info at any time during t | rmation (Comple | te this part only i | it the toundation | n nad \$5,000 or mo | ore in assets |
| | | <u> </u> | | | |
| 1 Information Regarding Foundation | | Ab 00/ - 6 No - 4 - 4 - 1 4 | | | |
| a List any managers of the foundation wh year (but only if they have contributed in | o nave contributed more nore than \$5 000) (See s | tnan 2% of the total conti ection 507(d)(2)) | ibutions received by the | e toundation before the clo | se of any tax |
| SEE STATEMENT 11 | 1010 111411 40,000). (000 0 | 00.1011 007 (d)(L)-) | | | |
| b List any managers of the foundation wh | n own 10% or more of th | e stock of a corporation (| or an equally large port | on of the ownership of a p | artnerchin or |
| other entity) of which the foundation has | s a 10% or greater interes | st | or arrequally large port | on or the ownership or a p | at the ship of |
| NONE | | | | | |
| 2 Information Regarding Contributi | on Grant Gift Loan | Scholarshin etc. Pr | Outame. | | |
| Check here ► X if the foundation o | | | | not accent unsolicited regi | ests for funds. If |
| the foundation makes gifts, grants, etc. | (see instructions) to indiv | iduals or organizations u | nder other conditions, c | omplete items 2a, b, c, and | l d. |
| a The name, address, and telephone num | ber of the person to who | n applications should be | addressed: | | |
| CEE CHAMEMENM 12 | | | | | |
| SEE STATEMENT 12 b The form in which applications should b | e submitted and informa | tion and materials they sh | ould include: | | |
| Any submission deadliness | | | | | |
| c Any submission deadlines: | | | | | |
| d Any restrictions or limitations on awards | s, such as by geographic | al areas, charitable fields, | kınds of institutions, or | other factors: | |
| | | • | · | | |
| | | | | | |

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Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Purpose of grant or contribution Foundation show any relationship to status of recipient Amount any foundation manager Name and address (home or business) or substantial contributor a Paid during the year BRYN MAWR COLLEGE EXEMPT EDUCATION 40,000. FARM NECK FOUNDATION, INC EXEMPT CONSERVATION 1,000. HARRIS ORTHO BIOMECH + BIOMAT LAB EXEMPT RESEARCH STUDIES 100,000. HAVERFORD COLLEGE EXEMPT EDUCATION 285,000. MANOMET N/A EXEMPT CONSERVATION 100 000. SEE CONTINUATION SHEET(S) Total ▶ 3a 668 010 b Approved for future payment NONE Total

123611 12-02-11

| Dark VV/I A | Amphasia of Income Decalestics | A - 41: -141 |
|-------------|--------------------------------|--------------|
| Part XVI-A | Analysis of Income-Producing | Activities |

| nter gross amounts unless otherwise indicated. | Unrelated b | Unrelated business income | | by section 512, 513, or 514 | (e) |
|--|---|---------------------------|-----------------------|------------------------------|-----------------------------------|
| • | (a) Business | (b) Amount | (C) Exclu- sion | (d) Amount | Related or exempt function income |
| Program service revenue: | code | | code | Amount | Tunction income |
| a | | | | | <u> </u> |
| b | | | | | |
| <u> </u> | I I | | - | | |
| d | | | + + | | |
| e | | | | | |
| Total and another transfer another transfer and another transfer and another transfer another transfer and another transfer another transfer and another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer another transfer ano | | | | | |
| g Fees and contracts from government agencies | | | + + | | |
| Membership dues and assessments | | | - | | . — |
| Interest on savings and temporary cash | | | 1 4 | 10 266 | |
| Investments | | | 14 | 19,366. | |
| Dividends and interest from securities | | | 14 | 82,889. | |
| Net rental income or (loss) from real estate: | | | + + | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | - | - |
| Net rental income or (loss) from personal | | | | | |
| property | 502000 | | 1 4 | 562 460 | |
| Other investment income | 523000 | | 14 | 763,468. | |
| Gain or (loss) from sales of assets other | E03000 | | | 0.40 600 | |
| than inventory | 523000 | | 18 | 248,638. | |
| Net income or (loss) from special events | | | + + | | |
| Gross profit or (loss) from sales of inventory | | | + | | |
| Other revenue: | | | | | |
| a | | | | | |
| b | | | + + | | |
| <u> </u> | | | + | | |
| d | — | | + +- | - | |
| e | | 0 | | 1,114,361. | |
| Total. Add line 12, columns (b), (d), and (e) | | | <u> </u> | | 1,114,363 |
| ee worksheet in line 13 instructions to verify calculatio | no.) | | | 13 | 1,114,30 |
| | | | | | |
| Part XVI-B Relationship of Activit | es to the Accom | plishment of E | xempt F | Purposes | |
| ine No. Explain below how each activity for which | n income in reported in a | olumn (a) of Part VIII | A contribut | d importantly to the ecomo | lightment of |
| the foundation's exempt purposes (other | | | r continut | ou importantly to the accomp | nomitent VI |
| ▼ | by provious suitos | oadii parpododji | | | |

| ne No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
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Form **990-PF** (2011)

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| 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 (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations (6) Performance of services or membership or fundraising solicitations (7) 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. | | Exempt Organ | | 1013 10 6 | inu Transactions a | ina nelauons | inpo with Noticile | abic | • | |
|--|----------------|------------------------------------|---------------------------|--|------------------------------------|-------------------------|-----------------------------------|--------------|----------|------|
| the Code (other than section 501(x)(3) organizations) or in section 527, relating to political organizations? I Transfers from the reporting foundation to a noncharitable exempt organization of; (1) Cash (2) Other seasets (3) Silve of assets to a noncharitable exempt organization (3) Rental of sections of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Remitties continued of severe from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets, season or services of one in quantities (4) Performance of services or membership or fundraising solicitations (5) Casis or foan quasitaties (6) Performance of services or membership or fundraising solicitations (5) Exams or foan quasitaties (6) Performance of services or membership or fundraising solicitations (5) Exams or foan quasitaties (6) Performance of services or membership or fundraising solicitations (6) Performance of services or membership or fundraising solicitations (6) Performance of services or membership or fundraising solicitations (6) Performance of services or membership or fundraising solicitations (6) Lines or large of the delices, equipment, making lists, other assets, or past employees (6) Lines or large of the delices, equipment, making lists, other assets, or services of the propriation of the delices, equipment, and the services of the pooks, other assets, or services of the propriation of the services of the services of the propriation of the services o | 1 Did the or | | | of the followin | o with any other organization | on described in sect | ion 501(c) of | \neg | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Calls (2) Other assets b Other transactions: (1) Sales of assets from a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Renal of foreignes, equipment, includes, equipment, insighilarly and the property of | | | | | • • | | | | | |
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| b. Other transactions: (1) Salts of assets to a noncharitable exempt organization (2) Prioribases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Rental organization (5) Loans or bain guarantees (6) Loans or bain guarantees (7) Salts of a date, equipment, making lasts, other assets, or paid employees (8) Performance of services or membership or fundrasing solicitations (9) Loans or bain guarantees (1) Ext. X 11(5) X | | assets | | | | | | | | |
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| (6) Performance of services or membership or fundrasing sobletations Sharing of facilities, equipment, mailing lists, other assets, or paid employees d if the answer to any of the above is "res", 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 greened. (a) Interior (b) Amount involved (c) Name of noncharidable exempt organization (d) Description of transfers, transactions, and alwaring arrangements. N/A 2a Is the foundation directly or indirectly affiliated with, or related in, one or more tax-exempt organization or sharing arrangements in section 501(c) of the Code (other than sections 501(c) | | | | | | | | <u> </u> | | |
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| 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 | | | | | · - | wavs show the fair r | narket value of the goods. | | ets. | |
| column (d) the value of the goods, other assets, or services received. (e) Lines no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements N / A 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? B If Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N / A Under penalties of perjury, I declare that I have examined this return, including secondpanying schedules and statements, and to the best of my knowledge them following schedules. Signal of belief, it is transversely name which prepare (other than taxpayer) is based on all information of which prepare has any knowledge where the sound in the prepare should be prepared to the following that the prepared is the property of the prepared of the property of the prepared of the property of the prepared | | | | | | | | | , | |
| N/A 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 X No | | | | | | • | , | | | |
| 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 | (a) Line no | (b) Amount involved | (c) Name of | noncharitable | exempt organization | (d) Description | n of transfers, transactions, and | sharing an | rangeme | nts |
| 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 | | | | N/A | | | | | | |
| If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign 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 trug—ech and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst 17) Sign 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 trug—ech and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst 17) X | | - | | | | | | | | |
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| If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign 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 trug—ext and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst 17) Signature of officer or trustee Date Title | | | | | | | | | | |
| If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign 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 trug—ech and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst 17) Sign 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 trug—ech and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst 17) X | | | | | | | | | | |
| If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign 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 trug—ech and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst 17) Sign 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 trug—ech and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst 17) X | | | | | | | | · | | |
| If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign 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 trug—ext and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst 17) Signature of officer or trustee Date Title | | | | - | | | | | | |
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| If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign 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 trug—ext and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst 17) Signature of officer or trustee Date Title | | | | | | | | | | |
| If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign 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 trug—ext and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst 17) Signature of officer or trustee Date Title | | | | | | | | | | |
| If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign 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 trug—ext and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see inst 17) Signature of officer or trustee Date Title | | | | | | | | | | |
| b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A 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 meets and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer shown below (see instr.)? Violation 2a Is the four | ndation directly or indirect | tly affiliated with, or r | elated to, one | or more tax-exempt organi | zations described | | | | |
| Sign Here Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's name Preparer's name Print/Type preparer's name Prepa | | | - | | · - | | [| Yes | X | No |
| (a) Name of organization N/A Under penaltites 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—seet and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see instr.)? Viol. 2 Print/Type preparer's name RICHARD D. BRUHMULLER RICHARD D. BRUHMU 10/30/12 Prim's name ► WALTER & SHUFFAIN, P.C. Firm's address ► 501 PROVIDENCE HIGHWAY NORWOOD, MA 02062 Phone no. (617) 447-2700 | | | | | | | | | | |
| 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—ech and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge shown below (see instr.) Signature of officer or trustee Date Title Print/Type preparer's name RICHARD D. BRUHMULLER RICHARD D. BRUHMU 10/30/12 Prim's name WALTER & SHUFFAIN, P.C. Firm's name WALTER & SHUFFAIN, P.C. Firm's address > 501 PROVIDENCE HIGHWAY NORWOOD, MA 02062 Phone no. (617) 447-2700 | | | | | (b) Type of organization | | (c) Description of relation | ship | | |
| Sign Here Signature of officer or trustee Date Tritle Print/Type preparer's name RICHARD D. BRUHMU 10/30/12 P100301538 | | N/A | | | | | | | | |
| Sign Here Signature of officer or trustee Date Title Print/Type preparer's name RICHARD D. BRUHMU 10/30/12 P100301538 Preparer Use Only Firm's address ▶ 501 PROVIDENCE HIGHWAY NORWOOD, MA 02062 Phone no. (617) 447-2700 | | | | | | | | | | |
| Sign Here Signature of officer or trustee Date Tritle Print/Type preparer's name RICHARD D. BRUHMU 10/30/12 P100301538 | - | | | | | | | | | |
| Sign Here Signature of officer or trustee Date Title Print/Type preparer's name RICHARD D. BRUHMU 10/30/12 P100301538 Preparer Use Only Firm's address ▶ 501 PROVIDENCE HIGHWAY NORWOOD, MA 02062 Phone no. (617) 447-2700 | | | | | | | | | | |
| Sign Here Signature of officer or trustee Date Tritle Print/Type preparer's name RICHARD D. BRUHMU 10/30/12 P100301538 | | | | | | | | | | |
| Sign Here Signature of officer or trustee Date Title Print/Type preparer's name Preparer's signature Date Check if PTIN | | | | | | | | av the IRS | discuss | this |
| Signature of officer or trustee Date Title | Sign and be | elief, it is true correct, and con | nplete Declaration of pre | eparer (other than | n taxpayer) is based on all inform | nation of which prepare | r nas any knowledge re | turn with th | e prepar | er |
| Signature of officer or trustee Print/Type preparer's name RICHARD D. BRUHMULLER RICHARD D. BRUHMU 10/30/12 Preparer Use Only Firm's address ► 501 PROVIDENCE HIGHWAY NORWOOD, MA 02062 Norwood Preparer Norwood MA 02062 Title Check if PTIN self- employed PO301538 Po301538 Firm's EIN ► 04-3236498 Phone no. (617) 447-2700 | Here | WATER | rem | | 11/10/12 | 4 suc | | | | |
| Paid Preparer Use Only RICHARD D. BRUHMU 10/30/12 P00301538 | Sigr | nature of officer or trustee | } | | Date | Title | | | | |
| Paid Preparer Use Only Firm's address ► 501 PROVIDENCE HIGHWAY NORWOOD, MA 02062 P10/30/12 P00301538 Firm's EIN ► 04-3236498 Phone no. (617) 447-2700 | | Print/Type preparer's na | ame | Preparer's s | gnature | Date | Check if PTIN | | | |
| Paid BRUHMULLER RICHARD D. BRUHMU 10/30/12 P00301538 Preparer Use Only Firm's name ► WALTER & SHUFFAIN, P.C. Firm's EIN ► 04-3236498 Firm's address ► 501 PROVIDENCE HIGHWAY NORWOOD, MA 02062 Phone no. (617) 447-2700 | | RICHARD D. | | | | | self- employed | | | |
| Preparer Use Only Firm's name ►WALTER & SHUFFAIN, P.C. Firm's address ► 501 PROVIDENCE HIGHWAY NORWOOD, MA 02062 Phone no. (617) 447-2700 | Paid | BRUHMULLER | | RICHAR | D D. BRUHMU | 10/30/12 | PC | 0301 | 538 | |
| Use Only Firm's address ► 501 PROVIDENCE HIGHWAY NORWOOD, MA 02062 Phone no. (617) 447-2700 | Preparer | | | | | | | | | |
| NORWOOD, MA 02062 Phone no. (617) 447-2700 | = | | | | | | | | | |
| NORWOOD, MA 02062 Phone no. (617) 447-2700 | - | Firm's address ► 50 | 1 PROVIDE | NCE HI | GHWAY | | | | | |
| | | l . | | | | | Phone no. (617 | 1) 44 | 7-2 | 700 |
| | | | | | | | | | | |

WILLIAM H. HARRIS FOUNDATION

| Part IV Capital Gains and Lo | sses for Tax on Investment Income | | | | |
|--|---|---|--|--|----------------------------------|
| (a) List and | describe the kind(s) of property soluck warehouse; or common stock, 2 | d, e.g., real estate, 00 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
| 1a 125M TULARE CN | P | 09/26/00 | 08/15/11 | | |
| b FLAG VENTURE P. | | | P | | |
| c FLAG VENTURE P. | ARTNERS II | | P | | |
| d FLAG VENTURE P. | ARTNERS III | | P | | |
| e FLAG VENTURE P. | ARTNERS III | | P | | |
| f FLAG VENTURE P. | | | P | | |
| g FLAG VENTURE P. | | | P | · | |
| h BARLOW PARTNER | S FUNDAMENTAL | | P | | |
| BARLOW PARTNER | S FUNDAMENTAL | | P | | |
| J CAPITAL GAINS | DIVIDENDS | | | | |
| k | | | | | <u> </u> |
| 1 | | | | | |
| m | | | | | |
| n | | | | | |
| 0 | | <u></u> | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | |) Gain or (loss) llus (f) minus (g) | |
| a 125,000. | | 127,089. | | | -2,089. |
| b | | 88. | _ | | -88. |
| c 65,877. | | | | | 65,877. |
| d 76. | | | | | 76. |
| e 6,153. | | | | | 6,153. |
| f 572. | | | | | 572. |
| g 67,614. | | | | | 67,614. |
| h 23,457. | | | _ | _ | 23,457. |
| <u> </u> | | | | | 72,402. |
| 14,664. | | | | | 14,664. |
| k | | | | | |
| <u> </u> | | | | · | |
| m | | | | | |
| n | | | | | |
| 0 | | | | | |
| Complete only for assets showin | ig gain in column (h) and owned by | the foundation on 12/31/69 | | ses (from col. (h)) | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (ı) over col. (ı), ıf any | Gains (excess of but n | of col. (h) gain over ot less than "-0-") | col. (k), |
| a | | | | | -2,089. |
| b | | | | | -88. |
| С | | | | | 65,877. |
| d | | | | | 76. |
| е | | | | | 6,153. |
| f | | | | | 572. |
| g | | | | | 67,614. |
| h | | | | | 23,457. |
| 1 | | | | | 72,402. |
| 1 | | | | | 14,664. |
| k | | | | | |
| 1 | | | | | |
| m | | | | | |
| n | | | | | |
| 0 | | | | | |
| 2 Capital gain net income or (net ca | pital loss) { If gain, also enter "-0 | r in Part I, line 7 | | | 248,638. |
| 3 Net short-term capital gain or (los | | _ | | | |
| If gain, also enter in Part I, line 8, | column (c). | lu (0). | | NT / N | |

| FORM 990-PF INTEREST ON SAVINGS A | AND TEMPORARY C | ASH | INVESTMENTS | STATEMENT | 1 |
|--|----------------------------|------|-----------------------------------|---------------------|-------------|
| SOURCE | | | | AMOUNT | |
| BANK OF AMERICA | | | - | | 79. |
| FIDELITY | | | | 9,2 | 47. |
| FLAG VENTURE II | | | | | 78. |
| FLAG VENTURE III FLAG VENTURE IV | | | | | 17. |
| FUNDAMENTAL MANAGERS | | | | 1,3 6,2 | |
| SOVEREIGN BANK | | | | | 11. |
| TD BANK | | | | 5 | 05. |
| TOTAL TO FORM 990-PF, PART I, LINE | E 3, COLUMN A | | - | 19,3 | 66. |
| FORM 990-PF DIVIDENDS AND | O INTEREST FROM | SEC | URITIES | STATEMENT | 2 |
| | | | | | |
| SOURCE | GROSS AMOUNT | | PITAL GAINS DIVIDENDS | COLUMN (A AMOUNT |) |
| FIDELITY | 80,129. | | 14,664. | 65,4 | 65. |
| FLAG VENTURE II | 172. | | 0. | 1 | 72. |
| FLAG VENTURE III | 90. | | 0. | | 90. |
| FLAG VENTURE IV FUNDAMENTAL MGRS | 2,349. 14,754. | | 0. 0. | 2,3 | |
| VANGUARD MMR PRIME | 59. | | 0. | 14,7 | 5 4. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 97,553. | | 14,664. | 82,8 | 89. |
| | | | ······················ | | |
| FORM 990-PF (| THER INCOME | | | STATEMENT | 3 |
| DESCRIPTION | (A) REVENUE PER BOOK | | (B) NET INVEST- MENT INCOME | | |
| FLAG III K-1 OTHER INCOME | | 22. | 22 | • | 0. |
| PARTNERS HEALTHCARE SYS - ROYALTIE | rs 788, | 609. | 788,609 | • | 0. |
| FLAG IV K-1 OTHER INCOME FUNDAMENTAL MANAGERS K-1 OTHER | | 88. | 88 | • | 0. |
| INCOME | -25, | 674. | -25,674 | • | 0. |
| FLAG II- K-1- OTHER INCOME | | 423. | 423 | | 0. |
| TOTAL TO FORM 990-PF, PART I, LINE | 763, | 468. | 763,468 | • | 0. |
| | | | | | |

| FORM 990-PF | TAX | ES | STATEMENT 4 | | | |
|---|--------------------------------------|-----------------------------------|-------------------------------|-------------------------------|--|--|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | | |
| FOREIGN TAXES PAID STATE ANNUAL REPORT | 792. 250. | 0. | 0. | 0. | | |
| TO FORM 990-PF, PG 1, LN 18 | 1,042. | 0. | 0. | 0. | | |
| FORM 990-PF | OTHER E | XPENSES | Si | PATEMENT 5 | | |
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | | |
| INVESTMENT FEES BOOKKEEPING OFFICE EXPENSE INSURANCE | 14,864. 50,000. 2,035. 391. | 0. 0. 0. | 0. 0. 0. | 25,000. 0. | | |
| PORTFOLIO DEDUCTIONS - FLAG VENTURE PARTNERS II PORTFOLIO DEDUCTIONS - FLAG | 1,695. | 0. | 0. | 0. | | |
| VENTURES IV PORTFOLIO DEDUCTIONS - FLAG | 19,420. | 0. | 0. | 0. | | |
| VENTURE PARTNERS III INVESTMENT INTEREST - FLAG | 5,065. | 0. | 0. | 0. | | |
| VENTURES II, III+IV OTHER DEDUCTIONS - FUNDAMENTAL INVESTMENT INTEREST - | 54. 39,119. | 0. | . 0. | 0. | | |
| FUNDAMENTAL MANAGERS FUND, LP TAX PREPARATION CONSULTING FEES | 12,157. 4,300. 35,000. | 0. 0. 0. | 0. 0. 0. | 0. 1,500. 35,000. | | |
| TO FORM 990-PF, PG 1, LN 23 | 184,100. | 0. | 0. | 61,500. | | |

| IN NET ASSE | TS OR F | UND BALANCES | STATEMENT | 6 |
|----------------------|--|--|--|--|
| | | | AMOUNT | |
| NERSHIP INV | ESTMENT | S | 114,3 | 44. |
| , LINE 5 | | | 114,3 | 44. |
| ATE/CITY GOV | ERNMENT | OBLIGATIONS | STATEMENT | 7 |
| U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKE' VALUE | T |
| <u></u> | | 0. | | 0. |
| ons | _ | | | |
| NMENT OBLIG | ATIONS - | | | |
| LINE 10A | = | 0. | | 0. |
| CORPORATE | STOCK | | STATEMENT | 8 |
| | | BOOK VALUE | FAIR MARKE | T |
| | _ | 306,215. | 265,1 | 10. |
| LINE 10B | = | 306,215. | 265,1 | 10. |
| OTHER INVES | TMENTS | | STATEMENT | 9 |
| | | BOOK VALUE | FAIR MARKE' VALUE | T |
| FM FM FM FM | V V V V | 233,488. 151,504. 636,418. 1,323,238. 649,984. 385,288. | 233,43 151,50 636,43 1,323,23 623,03 374,23 | 04. 18. 38. 99. |
| | CNERSHIP INV LINE 5 TE/CITY GOV U.S. GOV'T ONS COMMENT OBLIG LINE 10A CORPORATE LINE 10B OTHER INVES VALU MET FM FM FM FM FM FM | CORPORATE STOCK CORPORATE STOCK COTHER STOCK COTHER STOCK CORPORATE ST | U.S. OTHER GOV'T BOOK VALUE X 0. INMENT OBLIGATIONS LINE 10A 0. CORPORATE STOCK BOOK VALUE 306,215. LINE 10B 306,215. OTHER INVESTMENTS VALUATION METHOD BOOK VALUE FMV 233,488. FMV 151,504. FMV 636,418. FMV 1,323,238. FMV 649,984. | AMOUNT 114,3 114 |

| •WILLIAM H. HARRIS FOUNDATION | | | 04-6197960 |
|--|-------------------|----------------------------------|----------------------------------|
| FIDELITY DIVERSIFIED INT'L VANGUARD SHORT TERM INV GRADE VANGUARD BD INDEX FD INTERMED | FMV FMV FMV | 285,416. 640,507. 492,697. | 264,533. 638,895. 532,145. |
| TOTAL TO FORM 990-PF, PART II, LIN | E 13 | 5,513,270. | 5,503,837. |
| FORM 990-PF SUMMARY OF DIRE | CT CHARITABLE | ACTIVITIES | STATEMENT 10 |

ACTIVITY ONE

SUPPORT OF ORTHOPAEDIC BIOMECHANICS AND BIOMATERIALS RESEARCH AT THE MASS. GENERAL HOSPITAL, PARTICIPATION IN NATIONAL SEMINARS AND CONFERENCES, PUBLICATION OF RESEARCH PAPERS

| | | EXPENSES | |
|----------------------|--|-----------|----|
| TO FORM 990-PF, PART | IX-A, LINE 1 | | 0. |
| FORM 990-PF | PART XV - LINE 1A LIST OF FOUNDATION MANAGERS | STATEMENT | 11 |

NAME OF MANAGER

WILLIAM H. HARRIS, M.D. JOHANNA H. HARRIS

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12 PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SEE NOTE BELOW

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

SEE NOTE BELOW

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION GENERALLY MAKES CONTRIBUTIONS IN SUPPORT OF EDUCATION, CONSERVATION AND MEDICAL RESEARCH, CHOSEN BY THE TRUSTEES PRESELECTED CHARITABLE ORGANIZATIONS.

| 3 Grants and Contributions Paid During the Y | | | | |
|--|---|------------------------|----------------------------------|--------|
| Recipient | If recipient is an individual, show any relationship to | Foundation | Purpose of grant or contribution | Amount |
| Name and address (home or business) | any foundation manager or substantial contributor | status of recipient | contribution | Amount |
| | | | | |
| MARTHA'S VINEYARD HOSPITAL | | EXEMPT | RESEARCH STUDIES | 3,0 |
| | | | | |
| MASS AUDUBON SOCIETY | | EXEMPT | CONSERVATION | 1,25 |
| | | | | |
| MCLEAN HOSPITAL | | EXEMPT | RESEARCH STUDIES | 5,00 |
| | | | | |
| MERCESBURG ACADEMY | | EXEMPT | EDUCATION | 3,00 |
| | | | | |
| MISC CONTRIBUTIONS | | EXEMPT | | 6,30 |
| MORGAN MEMORIAL | | EXEMPT | | |
| NOOGAV MENOKIAL | | EADIF I | | 1,00 |
| MUSEUM OF SCIENCE | | EXEMPT | RESEARCH STUDIES | |
| | | | | 1,00 |
| ORHTOPAEDIC RESEARCH + EDUCATION FDN | | EXEMPT | RESEARCH STUDIES | |
| | | | | 1,00 |
| ORTHOPEDIC BIOMED IMAGING INSTITUTE | | EXEMPT | IMAGING STUDY | 39,9 |
| | | | | |
| OWL RESEARCH INSTITUTE | | EXEMPT | CONSERVATION | 10.0 |
| Total from continuation sheets | | | | 142.0 |

• }

| 3 Grants and Contributions Paid During the | | | | |
|--|---|---------------------|--------------------------------------|--------|
| Recipient | If recipient is an individual, show any relationship to | Foundation | Purpose of grant or | |
| Name and address (home or business) | any foundation manager or substantial contributor | status of recipient | Purpose of grant or contribution | Amount |
| | | | | |
| PLANNED PARENTHOOD FEDERATION | | EXEMPT | | 1.50 |
| | - | | | 1,500 |
| RALPH LOWELL SOCIETY | | EXEMPT | CONSERVATION | |
| | | | - | 3,000 |
| THE NATURE CONSEVATORY | | ЕХЕМРТ | CONSERVATION | |
| | | | | 50,000 |
| THE TRUSEES OF RESERVATIONS | | EXEMPT | ATOK 10/20/12 | |
| | | | DICK - 10/30/12 10:54AM WORKSHEET | |
| | | | PRIVATE FOUNDATION | 500 |
| ENERGY VISION | | EXEMPT | | |
| | | | OICK - 10/06/11 | |
| | | | 10:18AM WORKSHEET PRIVATE FOUNDATION | 1,000 |
| | | | | |
| LUANNE JOHNSON | | EXEMPT | | |
| | | | | 14,500 |
| | | | | |
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| | | | | |
| | | | | |
| Total from continuation sheets | | | | |

Form **8868**

(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

OMB No. 1545-1709

| 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 WILLIAM H. HARRIS FOUNDATION WINDEMERE CIRCLE City, town or post office, state, and ZIP code. For a foreign address, see instructions BRAINTREE, MA 02184 Enter the Return code for the return that this application is for (file a separate application for each return) Application BFOT Code Form 990-BL O1 Form 990-T (corporation) Form 990-F Form 990-F Form 990-F Form 990-F Form 990-T (trust other than above) O6 Form 8870 O7 Form 8870 O7 Telephone No P 781-848-3187 FAX No P If this is for the whole group, check this If this is for the whole group, check this If this is for the whole group, check this If this is for the whole group, check this | If you are filing for an Automatic 3-Month External | ension, complete only Pa | rt I and check this box | |) | ■ [X] |
|--|---|--------------------------------|--|---------------|--|---------------|
| Electronic Billing (e-file). You can electronically file Form 8868 if you need a 3-month automatic stension of time to file (e-months for a corporation equired to file Form 990-1), or an additional fine fundational 3-month extension of time to file any of the forms isted in Part I or Part II with the exception of Form 8870, information Return for Transfers Associated With Certain Parasonal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, sets where its goodless and cicks on ethe for Chartesta & Anomporities. Part II Automatic 3-Month Extension of Time. Only submit original (no copies needed). Acopporation regiveles and cicks on ethe for Chartesta & Anomporities. Part I In In Automatic 3-Month Extension of Time. Only submit original (no copies needed). Acopporation regiveles and cicks on ethe for Chartesta & Anomporities. Part I In In In Indian Automatic 3-Month Extension of Time. Only submit original (no copies needed). Acopporation regiveles and cicks on ethe file or the secondary of the common text returns. Part I only All other copporations (including 1120-C Riers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file as deaders to the secondary of the file of the secondary of the secondary of the file of the secondary of the file of the secondary of the file of the secondary of the secondary of the file of the secondary | · · | | | · · | | |
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| by using EFTPS (Electronic Federal Tax Payment System). See instructions 3c \ 3c \ \$ 10,000. 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. | | | | | | |

| Form 88 6 | 68 (Rev. 1-2012) | | | | | | Page 2 |
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