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

2011

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 2011, or tax year beginning , 2011, and ending , 20

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		C If exempt application is pending, check here ☐
G Check all that apply:	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,181,359		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		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)
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	211,739	211,739		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain/(loss) from sale of assets not on line 10	815,188			
b	Gross sales price for all assets on line 6a 1,283,703				
7	Capital gain net income (from Part IV, line 2) . .		815,188		
8	Net short-term capital gain			0	
9	Income modifications			0	
10a	Gross sales less rtns. & allowances 0				
b	Less: Cost of goods sold . . .				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) #1	-85,528	-85,528		
12	Total. Add lines 1 through 11	941,399	941,399	0	
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages . .	51,048	25,524		25,524
15	Pension plans, employee benefits . . .				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) #2	8,588	8,588		
c	Other professional fees (attach schedule) #3	21,666	21,666		
17	Interest				
18	Taxes (attach schedule) (see instructions) #4	9,717	7,619		
19	Depreciation (attach sch.) and depletion #5	1,171	586		
20	Occupancy	24,107	12,054		12,053
21	Travel, conferences, and meetings . .	8,372			8,372
22	Printing and publications	127			127
23	Other expenses (attach schedule) #6	18,105	6,877		11,230
24	Total operating and administrative expenses. Add lines 13 through 23	142,901	82,914	0	59,404
25	Contributions, gifts, grants paid . . .	198,465			198,465
26	Total exp. & disbursements. Add lines 24 and 25	341,366	82,914	0	257,869
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	600,033			
b	Net investment income (if neg., enter -0-)		858,485		
c	Adjusted net income (if neg., enter -0-)				

For Paperwork Reduction Act Notice, see the Instructions.

Form 990-PF (2011)

0714

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		92,100	540,018	540,018
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 2,845			2,845	2,845
		Less: allowance for doubtful accts. ▶				
	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	4,399	3,130	3,130	
	10a	Investments -- U.S. and state govt. obligations (attach schedule) #7	206,271	205,333	248,179	
	b	Investments -- corporate stock (attach schedule) #8	3,280,450	3,506,227	5,582,184	
	c	Investments -- corporate bonds (attach schedule) #9	193,898	191,828	205,409	
	11	Investments -- land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments -- mortgage loans					
13	Investments -- other (attach schedule) #10	161,037	99,311	575,273		
14	Land, buildings, and equipment basis ▶ 82,540	#11				
	Less: accumulated depreciation (attach schedule) ▶ 78,294	5,417	4,246	4,246		
15	Other assets (describe ▶ See attachment #12)	22,672	20,075	20,075		
16	Total assets (to be completed by all filers -- see the instructions. Also, see page 1, item I)	3,966,244	4,573,013	7,181,359		
LIABILITIES	17	Accounts payable and accrued expenses	1,712	4,635		
	18	Grants payable				
	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 ▶ See attachment #13)		3,919		
	23	Total liabilities (add lines 17 through 22)	1,712	8,554		
NET ASSETS OR FUND BALANCES	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				
	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 . .	3,964,532	4,564,459		
30	Total net assets or fund balances (see the instructions)	3,964,532	4,564,459			
31	Total liabilities and net assets/fund balances (see the inst.)	3,966,244	4,573,013			

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 3,964,532
2	Enter amount from Part I, line 27a	2 600,033
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 4,564,565
5	Decreases not included in line 2 (itemize) ▶ See attachment #14	5 106
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30	6 4,564,459

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			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	815,188
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))
2010	316,521	5,797,579	0.054595
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

2 Total of line 1, column (d)	2	0.269703
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	0.053941
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,459,208
5 Multiply line 4 by line 3	5	348,416
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,585
7 Add lines 5 and 6	7	357,001
8 Enter qualifying distributions from Part XII, line 4	8	257,869

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. 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	17,170
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	17,170
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	17,170
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,690	
b Exempt foreign organizations -- tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,690	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	26	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	15,506	
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 2012 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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . ▶ \$ 0 (2) On foundation managers . . . ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the yr.? 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 2011 or the taxable year beginning in 2011 (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 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	X	

Website address ► harrisfoundation-nevada.com

14 The books are in care of ► See attachment #16 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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16	Yes	No
		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 ► _____

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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ☒ 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 2011 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 2011.)	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 2011?	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 ☒ No **N/A** 5b

Organizations relying on a current notice regarding disaster assistance check here ☐ ▶

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No **N/A**

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 6b

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **N/A** 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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	6,524,353
b	Average of monthly cash balances	1b	5,819
c	Fair market value of all other assets (see the instructions)	1c	27,400
d	Total (add lines 1a, b, and c)	1d	6,557,572
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	6,557,572
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see the instructions)	4	98,364
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,459,208
6	Minimum Investment return. Enter 5% of line 5	6	322,960

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	322,960
2a	Tax on investment income for 2011 from Part VI, line 5	2a	17,170
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,170
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	305,790
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	305,790
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	305,790

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	257,869
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	257,869
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	257,869

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				305,790
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008	173,257			
d From 2009	92,842			
e From 2010	28,896			
f Total of lines 3a through e	294,995			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 257,869				
a Applied to 2010, 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 2011 distributable amount, . . .				257,869
e Remaining amount distributed out of corpus . . .				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	47,921			47,921
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	247,074			
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 2010. Subtract line 4a from line 2a. Taxable amount -- see the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
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 2006 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	247,074			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008	125,336			
c Excess from 2009	92,842			
d Excess from 2010	28,896			
e Excess from 2011				

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 2011, 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)

	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct exempt act					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test -- enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test -- enter 2/3 of min. investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test -- enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

None

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

None

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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 20

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

See attachment 20

c Any submission deadlines:

See attachment 20

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

See attachment 20

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 #21				
Total			▶ 3a	198,465
b Approved for future payment See attachment #22				
Total			▶ 3b	33,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Excl. code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees & contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments . .					
4 Dividends and interest from securities			14	211,739	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property . . .					
7 Other investment income			14	-85,528	
8 Gain or (loss) from sales of assets other than inventory			14	815,188	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue. a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		941,399	0
13 Total. Add line 12, columns (b), (d), and (e)				941,399	941,399

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash		X
(2)	Other assets		X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization		X
(2)	Purchases of assets from a noncharitable exempt organization		X
(3)	Rental of facilities, equipment, or other assets		X
(4)	Reimbursement arrangements		X
(5)	Loans or loan guarantees		X
(6)	Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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, this is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	Signature of officer or trustee <i>William H. Harri</i>	Date 15/10/12	Title PRESIDENT
Paid Preparer Use Only	Print/Type preparer's name ROBERT D PRICE	Preparer's signature <i>Robert D Price</i>	Date 05-08-12
	Firm's name ▶ TERRY PRICE & WUNDERLI, LLC	Firm's EIN ▶ 20-2097679	Check ☒ if self-employed
	Firm's address ▶ 4460 S HIGHLAND DR STE 330	Phone no. (801) 272-8990	PTIN P00997254

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

Description of Other Income	Revenue and Expenses	Net Investment Income	Adjusted Net Income
K-1 Income from Partnership Investments	-85,528	-85,528	
Totals:	-85,528	-85,528	

990 SCHEDULE OF ACCOUNTING FEES

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

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending .
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

Accounting Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Independent audit & tax return prep.	8,588	8,588		
Total:	8,588	8,588		

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 2011, or tax period beginning	, and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION		Employer Identification Number 26-2841027

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Whittier Trust fees	21,666	21,666		
Total:	21,666	21,666		

990 SCHEDULE OF TAXES PAID

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

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Excise taxes-paid with 2010 extension	2,254	2,254		
Foreign taxes withheld from dividends	3,268	3,268		
Payroll Taxes	4,010	2,005		2,005
Personal property taxes	185	92		93
Total:	9,717	7,619		2,098

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			
Description of Property	Date Acquired	Cost or Other Basis	Prior Year Depreciation	Method of Computation	Rate
See schedule attached		82,540	77,123	Straight line	
Total:			82,540	77,123	
Life Years	Depreciation This Year	Net Investment Income	Acquired Net Income	Cost of Goods Sold	
0	1,171	586		585	
Total:	1,171	586		585	

HARRIS FOUNDATION

FEIN 26-2841027
DEPRECIATION SCHEDULE
12/31/11

FURNITURE	PURCHASE DATE	LIFE	MTD	COST	ACCUM DEPR 31-Dec-10	DEPR EXP 31-Dec-11	ACCUM DEPR 31-Dec-11
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	6,063 11	326 99	6,390 10
TOTAL				14,887 83	10,650 70	326 99	10,977 69

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	2,000 58	0 00	2,000 58
Dell Laptop Computer	4/4/07	5 YRS	S/L	1,719 19	1,289 39	343 84	1,633 23
Toshiba E-250 Copy Machine	7/6/07	5 YRS	S/L	2,500 00	1,750 00	500 00	2,250 00
TOTAL				41,839 10	40,659 30	843 84	41,503 14

GRAND TOTAL				82,540 02	77,123 10	1,170 83	78,293 92
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990 OTHER EXPENSES SCHEDULE

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

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

Description of Activity	Revenue and Expenses	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Bank charges	415	207		208
Dues & memberships	525	263		262
Insurance	1,430	715		715
Maintenance & repairs	1,348	674		674
Miscellaneous exp.	302	151		151
Office supplies	1,701	850		851
Postage	1,020	510		510
Storage space rent	1,274	637		637
Security	562	282		282
Telephone expense	2,635	1,318		1,317
Internet access	865	432		433
Utilities	728	364		364
Meals for trustee meetings	2,703			2,703
Amortization	2,597	474		2,123
Total:	18,105	6,877		11,230

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 2011, 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			205,333	248,179
State and Municipal Government Obligations				
Total U.S. and State Government Obligations			205,333	248,179

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 2011, 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		3,506,227	5,582,184
Total:			3,506,227	5,582,184

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
(A Private Foundation)
December 31, 2011

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	56,230	2,850
Air Prods & Chems Inc	500	32,154	42,595	10,441
American Wtr Wks Co	2,000	54,160	63,720	9,560
Apache Corp Com	1,000	117,360	90,580	-26,780
Apple Computer Inc	200	49,485	81,000	31,515
AT & T	6,000	140,714	181,440	40,726
BAC Cap Trust II (BAC-PV)	2,000	50,000	41,780	-8,220
Berkshire Hathaway Inc. B shrs	5,000	205,299	381,500	176,201
Bristol Myers Squibb Co	1,000	20,823	35,240	14,417
Canadian Natl Railway	4,000	61,092	314,240	253,148
Chevron Corp	3,000	81,492	319,200	237,708
Community Bancorp New Mexico	3,720	59,520	59,520	0
Companhia Energetica de Mina SP ADR	4,207	47,572	74,843	27,270
Diageo PLC ADR	2,000	154,971	174,840	19,869
Dominion Res Inc VA	6,000	147,022	318,480	171,458
Embraer SA SP ADR	1,000	33,190	25,220	-7,970
Exxon Mobil Corp	2,000	79,580	169,520	89,940
Frontier Communications Corp	5,000	41,764	25,750	-16,014
General Electric	30,000	222,767	537,300	314,533
Google Inc.	200	117,606	129,180	11,574
J P Morgan Chase Alerian ETF (AMJ)	2,000	55,840	77,940	22,100
Kraft Foods Inc	4,000	123,080	149,440	26,360
Medtronic	3,000	68,149	114,750	46,601
Microsoft Corp	3,000	82,873	77,880	-4,993
Nisource Inc	4,000	50,472	95,240	44,768
Novartis AG Sponsrd ADR	2,000	102,346	114,340	11,994
Proctor & Gamble Co	3,500	158,768	233,485	74,717
Progress Energy	2,000	56,243	112,040	55,797
Royal Bank Cda Montreal	4,000	40,800	203,840	163,040
Sabmiller PLC ADR (SBMRY.PK)	2,000	40,920	70,448	29,528
Seadrill Limited	4,000	127,656	132,720	5,064
Singapore Telec ADR (SGAPY.PK)	3,000	53,552	71,493	17,942
Southern Co	3,000	53,235	138,870	85,635
Taiwan Semiconductor	5,000	60,749	64,550	3,802
Teco Energy	4,000	47,709	76,560	28,851
United Technologies Corp	2,000	64,703	146,180	81,477
Verizon Communications	3,000	86,895	120,360	33,465
Vodafone Group PLC	3,000	82,440	84,090	1,650
Westpac Bkg Corp Spnsrd ADR	1,000	99,280	102,400	3,120
Windstream Corp	15,000	173,608	176,100	2,492
Wisdomtree TR EM LCL (ELD)	2,000	106,960	97,280	-9,680
Total investment in stocks		3,506,227	5,582,184	2,075,956

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 2011, or tax period beginning , and ending	Employer Identification Number
WILLIAM H & MATTIE W HARRIS FOUNDATION		26-2841027

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
See schedule attached	X		191,828	205,409
Total:			191,828	205,409

990 SCHEDULE OF INVESTMENTS - OTHERS

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

Open to Public Inspection	For calendar year 2011, 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
Partnership interests	X		99,311	575,273
		Total:		

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
(A Private Foundation)
December 31, 2011

Federal Identification Number 26-2841027

Schedule I, Continued

Investment Securities, continued

	# Units	Cost	Market Value	Unrealized Gain (Loss)
Partnerships				
Compulaw LLC	1,652	116,579	157,853	41,274
Enterprise Products Partners	9,000	(17,268)	417,420	434,688
Total investment in partnerships		99,311	575,273	475,962
Total stocks & partnership investments		3,605,538	6,157,457	2,551,919
Debt Obligations				
Corporate debt obligations				
Toyota Corp bonds, 7.5%, due 3/19/12	110,000	92,360	110,506	18,146
Morgan Stanley DW 4%, due 9/22/20	50,000	50,000	44,918	(5,082)
ETF High Yield Bonds	1,300	49,468	49,985	517
Total corporate debt obligations		191,828	205,409	13,581
U.S. Government Debt Obligations				
GNMA GTD Pool #11344 due February 20, 2020, 9.0%		294	444	150
Federal Home Loan Bank due Dec. 8, 2017, 5.00%	100,000	103,559	119,493	15,934
\$100,000 U.S. Treasury Bonds due May 15, 2016, 7.25%	100,000	101,480	128,242	26,762
Total U.S. Government debt obligations		205,333	248,179	42,846
Total investment in debt obligations		397,161	453,588	56,427
Total of all Investment Securities		4,002,699	6,611,045	2,608,346

990 SCHEDULE OF LAND, BUILDING & EQUIPMENT

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

Open to Public
Inspection

For Calendar year 2011, or tax year period beginning

and ending

Name of Organization

WILLIAM H & MATTIE W HARRIS FOUNDATION

Employer Identification Number

26-2841027

Category or Description of Property	Cost or Other Basis	Accumulated Depreciation	End of Year Book Value	Ending FML (990-PF Only)
Fixed assets, see schedule	82,540	78,294	4,246	4,246
Total:	82,540	78,294	4,246	4,246

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

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

Description of Other Assets	Beginning of Year	End of Year	EOY FMV (990-PF Only)
Family History Manuscript	16,981	14,858	14,858
Organization cost	5,691	5,217	5,217
Totals:	22,672	20,075	20,075

Attachment 13: page 1 - 990-PF Page 2, Part II, Line 22

Inspection

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

WILLIAM H & MATTIE W HARRIS FOUNDATION

Employer Identification Number

26-2841027

Description of Liability	Beginning of Year	End of Year
Call options sold on investment securities		3,919
Totals:		3,919

990 SCHEDULE OF OTHER DECREASES

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

Open to Public Inspection	For calendar year 2011, or tax period beginning _____, and ending _____.
---------------------------	--

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

Description of Decrease	Total Amount
Nondeductible expenses of partnerships	106
Total:	106

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 2011 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 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.)	
1	See schedule attached	P	05-17-2000	03-18-2011	
2	GNMA Pool #11344	P	02-20-1990	06-30-2011	
3	Gains from partnership K-1's	P	06-15-1996	12-31-2011	
	(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	524,741		468,486	56,255	
2	30		29	1	
3	758,932			758,932	
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				56,255	
2				1	
3				758,932	

THE WILLIAM H & MATTIE WATTIS HARRIS FOUNDATION

Capital Gains & (Losses)

31-Dec-11

Tax ID #: 26-2841027

# Shares	DESCRIPTION	PURCH DATE	SALE DATE	SALE PROCEEDS	ADJUSTED COST BASIS	ST - GAIN (LOSS)	LT - GAIN (LOSS)	GAIN TOTAL
1,500	Berkshire Hathaway Inc B shrs	5/17/2000	3/18/2011	123,959 11	53,449 89	0 00	70,509 22	70,509 22
250	Berkshire Hathaway Inc B shrs	5/17/2000	4/29/2011	20,642 45	8,908 32	0 00	11,734 14	11,734 14
250	Berkshire Hathaway Inc B shrs	7/28/2000	4/29/2011	20,642 45	8,598 32	0 00	12,044 14	12,044 14
3,000	China Unicom LTD spnsrd ADR	7/23/2010	10/21/2011	58,588 87	39,570 00	0 00	19,018 87	19,018 87
1,000 00	Cisco Sys Inc Com	1/21/2011	5/20/2011	16,619 78	21,300 00	(4,680 22)	0 00	(4,680 22)
3,000 00	Edison Intl Com	3/22/2004	3/1/2011	107,238 93	70,854 92	0 00	36,384 01	36,384 01
1,000 00	GlaxoSmithKline PLC ADR (GSK)	11/21/2007	1/21/2011	38,119 26	51,434 50	0 00	(13,315 24)	(13,315 24)
1,000 00	GlaxoSmithKline PLC ADR (GSK)	11/21/2007	7/22/2011	42,949 97	51,434 50	0 00	(8,484 53)	(8,484 53)
1,000 00	Microsoft Corp	4/19/2004	3/1/2011	26,821 98	29,520 00	0 00	(2,698 02)	(2,698 02)
2,000 00	Nokia Corp sponsored ADR	4/25/2008	1/21/2011	21,283 19	57,440 00	0 00	(36,156 81)	(36,156 81)
500 00	Proctor & Gamble Co	5/23/2001	4/29/2011	31,945 38	16,730 16	0 00	15,215 22	15,215 22
1,000 00	Veolia Environm Spon ADR	12/18/2006	8/19/2011	15,929 69	59,245 00	0 00	(43,315 31)	(43,315 31)
						0 00	0 00	0 00
	TOTAL FOR STOCKS			524,741 06	468,485 60	(4,680 22)	60,935 68	56,255 46
	BOND MATURITIES, SALES, & CALLS							
	GNMA GTD Pool #11344	20-Feb-90	various in 2011	29 60	28 72	0 00	0 88	0 88
	TOTAL FOR BONDS			29 60	28 72	0 00	0 88	0 88
	NET GAINS FROM PARTNERSHIP K-1'S			758,932 00	0 00		758,932 00	758,932 00
	TOTALS			1,283,702 66	468,514 32	(4,680 22)	819,868 56	815,188 34

990 BOOKS ARE IN CARE OF

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

Open to Public Inspection	For calendar year 2011, 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

990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

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

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027

(A) Name and Address	(B) Title and Average Hrs. per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben Plans & Def Comp.	(E) Expense Account & Other Allowances
James Hite	Conference Officer	0	0	0
Incline Village, NV				
Sharon Lewis	Historian	0	0	0
Simpsonville, KY				
Cassidy Harrison	President	0	0	0
Los Angeles, CA 90028				
Haydn Hite	Financial Controller	0	0	0
Honolulu, HI				
Henry H Hite	Director	0	0	0
Aspen, CO				
Ruth Anne Anderson	Secretary	0	0	0
Kingston, GA				
Marilyn Hite	Treasurer	0	0	0
Napa, CA				

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 2011, 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 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	51,048	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 2011, 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 APPLICATION SUBMISSION INFORMATION

Attachment 20: page 1 990-PF Page 10, Part XV, Line 2

Open to Public		For Calendar year 2011, or tax year period beginning		and ending	
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION		Employer Identification Number 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.	

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Attachment 21: page 1 990-PF Page 11, Part XV Line 3a

Open to Pu

Inspection For calendar year 2011, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

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)				
See schedule attached				
Contributions passed via K-1				198,420
				45
Total:				198,465

Total:

198,465

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

CONTRIBUTIONS 12/31/2011

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
American Red Cross 2025 E Street, NW Washington, DC 20006	NO	Student Advisors Special Project	2,000.00
Amicus 15 South 5th Street, Suite 1100 Minneapolis, MN 55402	NO	Reconnect Program	1,000.00
Aspen Center for Environmental Studies 2001 Hook Spur Road Basalt, CO 81621	NO	Discretionary Grant	1,000.00
Aspen Dance Connection 1900 Willits Lane Aspen, CO 81312	NO	Solicited Grant Discretionary Grant	4,000.00 2,000.00
Aspen Santa Fe Ballet 0245 Sage Way Aspen, CO 81611	NO	Discretionary. Aspen Campus.	2,000.00
Assistance League of Las Vegas 6446 West Charleston Blvd. Las Vegas, NV 89146	NO	Operation School Bell	5,000.00
Billfish Foundation (The) 2161 E. Commercial Blvd., 2 nd Floor Ft. Lauderdale, FL 33308	NO	Discretionary	1,000.00

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

CONTRIBUTIONS 12/31/2011

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Canyonlands Field Institute PO Box 68 Moab, UT 84532	NO	Discretionary Grant	1,000.00
Cheetah Conservation Fund 2210 Mt. Vernon Avenue, 2nd Floor Alexandria, VA 22301	NO	Discretionary Grant	2,500.00
Common Ground Outdoor Adventures 290 North 400 East Logan, UT 84321	NO	Solicited Grant.	6,000.00
Council on Foundations PO Box 0021 Washington, DC 20055	NO	Annual membership grant	220.00
Darlington School 1014 Cave Springs Road Rome, GA 30161	NO	Discretionary Grant	2,600.00
Desert Montessori School 316 Camino Delora Santa Fe, NM 87505	NO	Discretionary Grant	500.00
Eastern Sierra Wildlife Care PO Box 368 Bishop, CA 93515	NO	Solicited Grant	5,000.00
EcoFlight 311K, AABC Aspen, CO 81611	NO	Discretionary Grant	1,000.00

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

CONTRIBUTIONS 12/31/2011

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Family to Family Connection 6114 West Charleston Las Vegas, NV 89146	NO	Discretionary Grant	500.00
Food Depot (The) 1222 Siler Road Santa Fe, NM 87507	NO	Discretionary Grant	1,000.00
For Kids Foundation PO Box 8222 Reno, NV 89507	NO	Solicited Grant	5,000.00
Frazier International History Museum 829 West Main Street Louisville, KY 40205	NO	Discretionary Grant	1,000.00
Four Corners School PO Box 1029 Monticello, UT 84535	NO	Solicited Grant	6,000.00
Great Basin Resource Watch 85 Keystone Ave, Suite K Reno, NV 89503	NO	Solicited Grant	5,000.00
IMPACT Personal Safety PO Box 8350 Santa Fe, NM 87504	NO	Discretionary Grant	500.00

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

CONTRIBUTIONS 12/31/2011

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Independence Pass Foundation PO Box 2190 Aspen, CO 81612	NO	Discretionary Grant	2,000.00
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.	1,000.00
Keystone Conservation PO Box 6733 Bozeman, MT 59711	NO	Solicited Grant	6,000.00
Land Light Foundation 69 Wooster Street, #7 New York, NY 10012	NO	Discretionary Grant	1,500.00
Las Vegas Springs Preserve PO Box 98947 Las Vegas, NV 89193	NO	Field Trip Grant	2,000.00
Los Padres / Forest Watch PO Box 831 Santa Barbara, CA 93102	NO	Solicited Grant Discretionary Grant	6,000.00 2,000.00
Mel Fisher Maritime Heritage Society 200 Greene Street Key West, FL 33040	NO	Discretionary Grant	1,000.00

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

CONTRIBUTIONS 12/31/2011

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Metro Arts Council of So. Nevada PO Box 96625 Las Vegas, NV 89193	NO	Solicited Grant	4,000.00
Minneapolis Heart Institute Foundation 920 Est 28 th Street, Suite 100 Minneapolis, MN 55407	NO	Discretionary Grant	5,300.00
Mom's Closet 204 Old Harrod's Creek Road, Suite 11 Louisville, KY 40223	NO	Discretionary Grant	3,000.00
National Dance Institute of New Mexico 1140 Alto Street Santa Fe, NM 87501	NO	Discretionary Grant	1,000.00
Nevada Diabetes Association PO Box 750688 Las Vegas, NV 89136	NO	Solicited Grant	6,000.00
New Mexico Environmental Law Center 1405 Luisa Street, Suite 5 Santa Fe, NM 87505	NO	Discretionary Grant	1,000.00
New Mexico Wilderness Alliance 142 Truman Street NE, Suite B-1 Albuquerque, NM 87108	NO	Solicited Grant	5,000.00
Pflegler Institute of Environmental Research 901-B Peir View Way Oceanside, CA 92054	NO	Discretionary Grant	2,000.00

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

CONTRIBUTIONS 12/31/2011

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Planned Parenthood of So. Nevada 3220 West Charleston Blvd. Las Vegas, NV 89102	NO	Discretionary Grant	500.00
Rancho Santa Fe Humane Society 389 Requeza Street Encinitas, CA 92024	NO	Solicited Grant	5,000.00
Raptor Rehab of Kentucky PO Box 18002 Louisville, KY 40367	NO	Discretionary Grant	1,500.00
Rocky Mt. Quilt Museum 910 13 th Street, Suite 300 Golden, CO 80401	NO	Solicited Grant	6,000.00
Santa Fe Botanical Garden PO Box 23343 Santa Fe, NM 87502	NO	Solicited Grant	4,000.00
Santa Fe Children's Museum 1050 Old Pecos Trail Santa Fe, NM 87505	NO	Discretionary Grant	400.00
Santa Fe Preparatory School 1101 Camino de la Cruz Blanca Santa Fe, NM 87505	NO	Discretionary Grant	3,800.00
Santa Fe Watershed Association 1413 Second Street, Suite 3 Santa Fe, NV 87505	NO	Discretionary Grant	500.00

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

CONTRIBUTIONS 12/31/2011

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Save the Manatee 500 N. Maitland Ave. Maitland, FL 32751	NO	Discretionary Grant	2,000.00
Shelby County Humane Society 40 North 7 th Street Shelbyville, KY 40065	NO	Discretionary Grant	1,500.00
St. John's College 1160 Camino Cruz Blanca Santa Fe, NM 87505	NO	Discretionary Grant	3,500.00
Trinkle Brass Works 4738 Walteta Way Las Vegas, NV 89119	NO	Solicited Grant	6,000.00
Tucson Wildlife Center 13275 East Speedway Tucson, AZ 87548	NO	Solicited Grant	6,000.00
University of Nevada Foundation, Reno Division of Health Sciences- School of Nursing Reno, NV 89557	NO	Frances Cafferatta Scholarship Fund In honor of C. Don Brown	2,000.00
University of Utah 1957 South Central Campus Drive Salt Lake City, UT 84112	NO	Arrhythmia Research Center	5,000.00
Volunteers in Medicine 4770 Harrison Drive, #105 Las Vegas, NV 89121	NO	Discretionary Grant	1,000.00

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

CONTRIBUTIONS 12/31/2011

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Waikiki Community Center 310 Paoakalani Avenue Honolulu, HI 96815	NO	Discretionary Grant	12,000.00
WildEarth Guardians 312 Monezuma Avenue Santa Fe, NM 87501	NO	Discretionary Grant	1,000.00
Wyoming Business Coalition on Health 2021 Clifton Casper, WY 82609	NO	Solicited Grant	5,000.00
Xerces Society, Inc. 4828 SE Hawthorne Blvd. Portland, OR 97215	NO	Discretionary Grant	5,000.00
YMCA of Rome-Floyd County 810 East 2 nd Avenue Rome, GA 30161	NO	Discretionary.	14,600.00
Your Community Connection 2261 Adams Avenue Ogden, UT 84401	NO	2011 YCC Awards	5,000.00
Zoological Society of San Diego PO Box 120551 San Diego, CA 92112	NO	Discretionary Grant	1,500.00
<i>Total</i>			<u><u>198,420</u></u>

990 GRANTS AND CONTRIBUTIONS FOR FUTURE PAYMENTS

Attachment 22: page 1 990-PF Page 11, Part XV Line 3b

Open to Public Inspection	For calendar year 2011, or tax period beginning _____, and ending _____.
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Name of Organization
WILLIAM H & MATTIE W HARRIS FOUNDATION

Employer Identification Number
26-2841027

[illegible]

13,000

990 GRANTS AND CONTRIBUTIONS FOR FUTURE PAYMENTS

Attachment 22: page 1 990-PF Page 11, Part XV Line 3b

Open to Public Inspection	For calendar year 2011, or tax period beginning _____, and ending _____.
---------------------------	--

Name of Organization
WILLIAM H & MATTIE W HARRIS FOUNDATION

Employer Identification Number
26-2841027

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)				
School of Nursing Reno, NV 89557 Your Community Connection 2261 Adams Avenue Ogden, UT 84401 Weber State University Ogden, UT			Reno school of medicine in honor of Don Brown Mattie W Harris-American Woman Award cost of archiving Foundation's records	2,000 25,000 6,000
				33,000

33,000