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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.

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning , 2012, and ending , 20

Name of foundation
WILLIAM H & MATTIE W HARRIS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
6655 WEST SAHARA B-11

City or town, state, and ZIP code
Las Vegas NV 89146

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ 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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **7,656,711** (Part I, column (d) must be on cash basis.)

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

A Employer identification number
26-2841027

B Telephone number (see instructions)
(702) 253-1317

C If exempt application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), & (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (attach schedule) ☐ if the foundation is not required to attach Sch. B				
	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	244,084	244,084		
	5 a Gross rents				
	b Net rental income or (loss)	126,480			
	6 a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	498,756			
	7 Capital gain net income (from Part IV, line 2)		126,480		
	8 Net short-term capital gain			0	
	9 Income modifications			0	
	10 a Gross sales less rtns. & allowances				
OPERATING & ADMINISTRATIVE EXPENSES	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) #1	-2,745	-2,745		
	12 Total. Add lines 1 through 11	367,819	367,819	0	
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages	51,000	25,500		25,500
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) #2	9,056	9,056		
	c Other professional fees (attach schedule) #3	24,616	24,616		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) #4	28,603	26,482		2,121
	19 Depreciation (attach sch.) and depletion #5	663	336		
	20 Occupancy	19,414	9,707		9,707
	21 Travel, conferences, and meetings	14,512			14,512
	22 Printing and publications	127			127
	23 Other expenses (attach schedule) #6	19,957	6,087		13,970
	24 Total operating and administrative expenses. Add lines 13 through 23	167,948	101,784	0	65,937
	25 Contributions, gifts, grants paid	211,160			211,160
	26 Total exp. & disbursements. Add lines 24 and 25	379,108	101,784	0	277,097
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-11,289			
	b Net investment income (if neg., enter -0-)		266,035		
	c Adjusted net income (if neg., enter -0-)				

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		540,018	258,370	258,370
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accts. ▶		2,845		
	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 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		3,130	3,130	3,130
	10a	Investments -- U.S. and state govt. obligations (attach schedule) #7		205,333	204,392	243,131
	b	Investments -- corporate stock (attach schedule) #8		3,506,227	3,814,020	6,380,594
	c	Investments -- corporate bonds (attach schedule) #9		191,828	208,139	212,977
	11	Investments -- land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments -- mortgage loans					
13	Investments -- other (attach schedule) #10		99,311	48,164	537,448	
14	Land, buildings, and equipment basis ▶		82,540			
	Less: accumulated depreciation (attach schedule) ▶		78,957			
15	Other assets (describe ▶ See attachment #12)		20,075	17,478	17,478	
16	Total assets (to be completed by all filers -- see the instructions. Also, see page 1, item I)		4,573,013	4,557,276	7,656,711	
LIABILITIES	17	Accounts payable and accrued expenses		4,635	4,135	
	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)		8,554	4,135	
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		4,564,459	4,553,141	
	30	Total net assets or fund balances (see instructions)		4,564,459	4,553,141	
	31	Total liabilities and net assets/fund balances (see instructions)		4,573,013	4,557,276	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year -- Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,564,459
2	Enter amount from Part I, line 27a	2	-11,289
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,553,170
5	Decreases not included in line 2 (itemize) ▶ See attachment #14	5	29
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30	6	4,553,141

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	126,480
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8.		3	-6,651

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))
2011	257,869	6,459,208	0.039923
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

2 Total of line 1, column (d)	2	0.265579
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	0.053116
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,376,451
5 Multiply line 4 by line 3	5	391,808
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,660
7 Add lines 5 and 6	7	394,468
8 Enter qualifying distributions from Part XII, line 4	8	277,097

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 -- see instructions)

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.)		1	5,321
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 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	5,321
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	5,321
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,800	
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	2,800	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,521	
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 2013 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 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 2012 or the taxable year beginning in 2012 (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 ▶ <u>harrisfoundation-nevada.com</u>				
14	The books are in care of ▶ <u>See attachment #16</u> Telephone no. ▶ _____			
	Located at ▶ _____ ZIP+4 ▶ _____			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -- Check here ▶ ☐			
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ _____				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ N/A ☐ 5b**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870. ☐ 6b X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A ☐ 7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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 ☐ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,457,830
b	Average of monthly cash balances	1b	5,133
c	Fair market value of all other assets (see instructions)	1c	25,820
d	Total (add lines 1a, b, and c)	1d	7,488,783
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	7,488,783
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	112,332
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,376,451
6	Minimum investment return. Enter 5% of line 5	6	368,823

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	368,823
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,321
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,321
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	363,502
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	363,502
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	363,502

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. -- total from Part I, column (d), line 26	1a	277,097
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	277,097
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	277,097

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 instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				363,502
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	125,336			
c From 2009	92,842			
d From 2010	28,896			
e From 2011				
f Total of lines 3a through e	247,074			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 277,097				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required -- see instructions)				
c Treated as distributions out of corpus (Election required -- see instructions)				
d Applied to 2012 distributable amount				277,097
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	86,405			86,405
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	160,669			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount -- see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount -- see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	160,669			
10 Analysis of line 9.				
a Excess from 2008	38,931			
b Excess from 2009	92,842			
c Excess from 2010	28,896			
d Excess from 2011				
e Excess from 2012				

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

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	

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					
---------------------------------------	--	--	--	--	--

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

See attachment # 19

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

See attachment # 20

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

See attachment # 21

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

c Any submission deadlines.

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See attachment #22				
Total			3a	211,160
b Approved for future payment See attachment #23				
Total			3b	20,000

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See 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	244,084	
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	-2,745	
8 Gain or (loss) from sales of assets other than inventory			14	126,480	
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		367,819	0
13 Total. Add line 12, columns (b), (d), and (e)				13	367,819

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No	
	Signature of officer or trustee <i>Robert D Price</i>	Date 5/10/13	Title PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name ROBERT D PRICE	Preparer's signature <i>Robert D Price</i>	Date 05-03-13	Check ☒ if self-employed	PTIN P00997254
	Firm's name ▶ TERRY PRICE & WUNDERLI CPAS			Firm's EIN ▶ 20-2097679	
	Firm's address ▶ 4460 S HIGHLAND DR STE 330			Phone no (801) 272-8990	

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

Inspection

For calendar year 2012 or tax period beginning

, and ending

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Description of Other Income	Revenue and Expenses	Net Investment Income	Adjusted Net Income
Loss from Partnership K-1's	-2,745	-2,745	
Totals:	-2,745	-2,745	

990 SCHEDULE OF ACCOUNTING FEES

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

Open to Public

Inspection

For calendar year 2012, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Accounting Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Independent audit & tax ret	9,056	9,056		
Total:	9,056	9,056		

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 2012, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Whittier Trust fees	24,616	24,616		
Total:	24,616	24,616		

990 SCHEDULE OF TAXES PAID

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

Open to Public

Inspection

For calendar year 2012, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Excise taxes-2011 return	17,196	17,196		
Excise taxes-2012 estimates	2,800	2,800		
Payroll taxes	4,242	2,121		2,121
Foreign taxes withheld from dividends	4,365	4,365		
Total:	28,603	26,482		2,121

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

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

For Calendar year 2012, or tax year period beginning

Name of Organization

Employer Identification Number

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Total:	82,540	78,294
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HARRIS FOUNDATION

FEIN 26-2841027
DEPRECIATION SCHEDULE
12/31/12

FURNITURE	PURCHASE DATE	LIFE	MTD	COST	ACCUM DEPR 31-Dec-11	DEPR EXP 31-Dec-12	ACCUM DEPR 31-Dec-12	Undeprec Cost
3 CHAIRS	11/5/92	7 YRS	S/L	1,936.70	1,936.70	0.00	1,936.70	0.00
7 CHAIRS-CONFERENCE RM	12/4/92	7 YRS	S/L	4,014.64	4,014.64	0.00	4,014.64	0.00
BATHROOM CABINET	7/30/92	7 YRS	S/L	715.00	715.00	0.00	715.00	0.00
3 FILE CABINETS	5/12/92	7 YRS	S/L	4,072.37	4,072.37	0.00	4,072.37	0.00
4 SHELF UNITS	5/8/92	7 YRS	S/L	1,360.00	1,360.00	0.00	1,360.00	0.00
BOOKSHELF	7/9/92	7 YRS	S/L	890.00	890.00	0.00	890.00	0.00
SOFA-CONFERENCE ROOM	2/17/93	7 YRS	S/L	1,739.71	1,739.71	0.00	1,739.71	0.00
TABLE-CONFERENCE ROOM	3/31/93	7 YRS	S/L	2,961.14	2,961.14	0.00	2,961.14	0.00
TV & VCR CABINET	10/29/96	7 YRS	S/L	7,855.28	7,855.28	0.00	7,855.28	0.00
TELEPHONE TABLE STAND	7/30/97	7 YRS	S/L	268.25	268.25	0.00	268.25	0.00
TOTAL				25,813.09	25,813.09	0.00	25,813.09	0.00

LEASEHOLD IMPROVEMENTS

VERTICAL BLINDS	7/20/92	7 YRS	S/L	1,175.00	1,175.00	0.00	1,175.00	0.00
DEADBOLT LOCKS	6/30/92	7 YRS	S/L	212.59	212.59	0.00	212.59	0.00
ALARM SYSTEM	6/10/92	7 YRS	S/L	1,270.00	1,270.00	0.00	1,270.00	0.00
BLINDS	5/6/92	7 YRS	S/L	1,000.00	1,000.00	0.00	1,000.00	0.00
CARPETING	5/13/92	7 YRS	S/L	930.00	930.00	0.00	930.00	0.00
OFFICE IMPROVEMENTS	6/29/92	31.5 YRS	S/L	10,300.24	6,390.10	326.99	6,717.10	3,583.14
TOTAL				14,887.83	10,977.69	326.99	11,304.69	3,583.14

EQUIPMENT

IBM TYPEWRITER	6/10/92	5 YRS	S/L	1,508.70	1,508.70	0.00	1,508.70	0.00
VACUUM CLEANER	6/10/92	7 YRS	S/L	524.25	524.25	0.00	524.25	0.00
REFRIGERATOR	5/27/92	7 YRS	S/L	2,490.00	2,490.00	0.00	2,490.00	0.00
STEREO SYSTEM	5/13/92	7 YRS	S/L	3,120.09	3,120.09	0.00	3,120.09	0.00
SHREDDER	7/30/92	5 YRS	S/L	2,352.93	2,352.93	0.00	2,352.93	0.00
TV	5/26/94	5 YRS	S/L	438.80	438.80	0.00	438.80	0.00
SOFTWARE	2/7/94	5 YRS	S/L	3,300.00	3,300.00	0.00	3,300.00	0.00
TELEPHONE SYSTEM	3/29/96	5 YRS	S/L	2,537.15	2,537.15	0.00	2,537.15	0.00
VCR	3/14/97	5 YRS	S/L	663.29	663.29	0.00	663.29	0.00
COMP USA COMPUTER SYS	1/14/98	5 YRS	S/L	12,933.15	12,933.15	0.00	12,933.15	0.00
SHREDDER	1/15/99	5 YRS	S/L	1,706.65	1,706.65	0.00	1,706.65	0.00
COMPUTER	5/11/01	5 YRS	S/L	3,244.32	3,244.32	0.00	3,244.32	0.00
SOFTWARE UPGRADE	2/16/01	3 YRS	S/L	800.00	800.00	0.00	800.00	0.00
2 MONITORS & DELL COMPUTE	2/22/05	5 YRS	S/L	2,000.58	2,000.58	0.00	2,000.58	0.00
Dell Laptop Computer	4/4/07	5 YRS	S/L	1,719.19	1,633.23	85.96	1,719.19	0.00
Toshiba E-250 Copy Machine	7/6/07	5 YRS	S/L	2,500.00	2,250.00	250.00	2,500.00	0.00
TOTAL				41,839.10	41,503.14	335.96	41,839.10	0.00

GRAND TOTAL				82,540.02	78,293.92	662.95	78,956.88	3,583.14
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990 AMORTIZATION SCHEDULE

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

Open to Public Inspection	For Calendar year 2012, or tax year period beginning	and ending
Name of Organization	Employer Identification Number	
WILLIAM H & MATTIE W HARRIS FOUNDATION	26-2841027	

Description of Expenses	Date Acquired	Amount Amortized	Prior Year Deduction	Amortization Period
Organization Costs	01-01-20	7,112	1,897	15
Total:		7112	1897	
	Current Year Expenses	474	Adjusted Net Income	Total Amortization Amount
			474	2,371
Total:		474	474	2,371

990 OTHER EXPENSES SCHEDULE

Attachment 6: page 2 990-PF Page 1, Part I, Line 23

Open to Public

Inspection

For calendar year 2012, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Description of Activity	Revenue and Expenses	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Bank charges	388	194		194
Dues & memberships	575	288		287
Insurance	1,547	773		774
Maintenance & repairs	1,491	746		745
Office supplies	1,198	599		599
Postage	746	373		373
Storage space rent	974	487		487
Telephone expense	2,424	1,212		1,212
Internet access	851	475		476
Utilities	931	466		465
Meals for trustee meetings	6,235			6,235
Amortization of family manuscript	2,123			2,123
Total:	19,483	5,613		13,970

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 2012, 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			204,392	243,131
State and Municipal Government Obligations				
Total U.S. and State Government Obligations			204,392	243,131

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 2012, or tax period beginning , and ending	Employer Identification Number
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION		26-2841027

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
See investment schedule attached	X		3,814,020	6,380,594
Total:			3,814,020	6,380,594

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION

(A Private Foundation)

December 31, 2012

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	65,500	12,120
Air Prods & Chems Inc	500	32,154	42,010	9,856
American Wtr Wks Co	2,000	54,160	74,260	20,100
Amazon Com Inc	500	92,384	125,435	33,052
Apache Corp Com	1,000	117,360	78,500	(38,860)
Apple Computer Inc	200	49,485	106,435	56,950
AT & T	6,000	140,714	202,260	61,546
BCE Inc	2,000	79,880	85,880	6,000
Berkshire Hathaway Inc. B shrs	5,000	205,299	448,500	243,201
Bristol Myers Squibb Co	1,000	20,823	32,590	11,767
Canadian Natl Railway	4,000	61,092	364,040	302,948
Chevron Corp	3,000	81,492	324,420	242,928
Community Bancorp New Mexico	3,720	59,520	59,520	0
Diageo PLC ADR	2,000	154,971	233,160	78,189
Dominion Res Inc VA	6,000	147,022	310,800	163,778
Embraer SA SP ADR	1,000	33,190	28,510	(4,680)
Exxon Mobil Corp	2,000	79,580	173,100	93,520
General Electric	30,000	222,767	629,700	406,933
Google Inc.	200	117,606	141,476	23,870
J P Morgan Chase Alerian ETF (AMJ)	2,000	55,840	76,920	21,080
Kraft Foods Group	1,333	43,177	60,612	17,434
Medtronic	3,000	68,149	123,060	54,911
Microsoft Corp	3,000	82,873	80,130	(2,743)
Mondelez Intl Inc Cl A	4,000	79,891	101,812	21,921
Nisource Inc	4,000	50,472	99,560	49,088
Novartis AG Sponsrd ADR	3,000	162,556	189,900	27,344
Proctor & Gamble Co	3,500	158,768	237,615	78,847
Public Storage Dep Pfd Sh	2,000	51,156	52,300	1,144
Royal Bank Cda Montreal	4,000	40,800	241,200	200,400
Sabmiller PLC ADR (SBMRY)	2,000	40,920	93,579	52,659
Seadrill Limited	4,000	127,656	147,200	19,544
Singapore Telec ADR (SGAPY.PK)	4,000	77,712	108,960	31,249
Southern Co	3,000	53,235	128,430	75,195
Starbucks Corp	2,000	96,228	107,260	11,032
Taiwan Semiconductor	5,000	60,748	85,800	25,053
Teco Energy	4,000	47,709	67,040	19,331
Telstra Corp Ltd ADR (TLSYY)	3,400	60,282	77,350	17,068
TEVA Pharmaceutical Inds Ltd ADR	1,000	39,083	37,340	(1,743)
United Technologies Corp	2,000	64,703	164,020	99,317
Verizon Communications	3,000	86,895	129,810	42,915
Vodafone Group PLC	3,000	82,440	75,570	(6,870)
Westpac Bkg Corp Sponsrd ADR	1,000	99,280	137,910	38,630
Windstream Corp	15,000	173,608	124,200	(49,408)
Wisdomtree TR EM LCL (ELD)	2,000	106,960	106,920	(40)
Total investment in stocks		3,814,020	6,380,594	2,566,574

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 2012, or tax period beginning , and ending	Employer Identification Number
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION		26-2841027

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
See investment schedule attached	X		208,139	212,977
Total:			208,139	212,977

990 SCHEDULE OF INVESTMENTS - OTHERS

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

Open to Public

Inspection

For calendar year 2012, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

[illegible]

THE WILLIAM H. AND MATTIE WATTIS HARRIS FOUNDATION
(A Private Foundation)
December 31, 2012

Federal Identification Number 26-2841027

Schedule I, Continued

Investment Securities, continued

	# Units	Cost	Market Value	Unrealized Gain (Loss)
Partnerships				
CL Software Partners	1,652	83,718	86,728	3,010
Enterprise Products Partners	9,000	(35,554)	450,720	486,274
Total investment in partnerships		48,164	537,448	489,284
Total stocks & partnership investments		3,862,184	6,918,042	3,055,858
Debt Obligations				
Corporate debt obligations				
Amerigas Partners LP Note, 5%, mat. 08/20/19	50,000	51,136	53,500	2,364
Coca Cola Bonds, 4.875%, mat. 2/01/17	50,000	54,490	53,768	(722)
Mercedes Corp bonds, 4.5%, mat. 6/18/15	50,000	53,045	52,786	(259)
ETF High Yield Bonds	1,300	49,468	52,923	3,455
Total corporate debt obligations		208,139	212,977	4,838
U.S. Government Debt Obligations				
GNMA GTD Pool #11344 due February 20, 2020, 9.0%				
		281	406	125
Federal Home Loan Bank due Dec. 8, 2017, 5.00%	100,000	102,966	119,959	16,993
\$100,000 U.S. Treasury Bonds due May 15, 2016, 7.25%	100,000	101,145	122,766	21,621
Total U.S. Government debt obligations		204,392	243,131	38,739
Total investment in debt obligations		412,531	456,108	43,577
Total of all Investment Securities		4,274,715	7,374,150	3,099,435

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 2012, or tax year period beginning		and ending	
Name of Organization		Employer Identification Number			
WILLIAM H & MATTIE W HARRIS FOUNDATION		26-2841027			
Category or Description of Property	Cost or Other Basis	Accumulated Depreciation	End of Year Book Value	Ending FML (990-PF Only)	
Office remodel & equipment	82,540	78,957	3,583	3,583	
Total:		82,540	78,957	3,583	3,583

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

For calendar year 2012, or tax period beginning

, and ending

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Totals:

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

Inspection

For calendar year 2012, or tax period beginning

, and ending

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Totals:

990 SCHEDULE OF OTHER DECREASES

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

Open to Public Inspection	For calendar year 2012, or tax period beginning , and ending	
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION		Employer Identification Number 26-2841027
Description of Decrease		Total Amount
Non-deductible ptrrsp items on K-1's		29
Total:		29

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 2012 or tax period beginning , and ending			
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION					Employer Identification Number 26-2841027
	(a) List and Describe the Kind(s) of Property Sold (e.g., Real Estate, 2-story Brck Warehouse; or Common Stock, 200 shs. MLC Co)	(b) How Acquired P -- Purchase D -- Donation	(c) Date Acquired (mo., day, yr.)	(d) Date Sold (mo., day, yr.)	
1	See schedule attached	P	06-17-2011	03-17-2012	
2	Long Term trans-see schedule attached	P	01-26-1993	08-24-2012	
3	Bond sales or maturuties-see schedule	P	02-20-1990	03-19-2012	
4	Gains from partnership K-1's	P			
	(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	27,999		34,650	-6,651	
2	260,007		195,579	64,428	
3	165,248		142,047	23,201	
4	45,502			45,502	
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				-6,651	
2				64,428	
3				23,201	
4				45,502	

THE WILLIAM H & MATTIE WATTIS HARRIS FOUNDATION

Capital Gains & (Losses)

31-Dec-12

Tax ID #. 26-2841027

# Shares	DESCRIPTION	PURCH DATE	SALE DATE	SALE PROCEEDS	ADJUSTED COST BASIS	ST - GAIN (LOSS)	LT - GAIN (LOSS)	GAIN TOTAL
30	GE 3/17/2012 \$21 call options	6/17/2011	3/17/2012	1,769 53	0	1,769 53		1,769 53
10	Berk 1/21/2012 \$82 50 call options	6/17/2011	1/21/2012	2,149 81	0	2,149 81		2,149 81
	TOTAL FOR OPTIONS			3,919 34		3,919 34		3,919 34
5,000	Frontier Communications Corp	7/23/2010	3/23/2012	20,999 61	41,763 55	0 00	(20,763 94)	(20,763 94)
2,000	Telefonica S A Spons ADR	3/23/2012	6/14/2012	24,065 45	34,638 60	(10,573 15)	0 00	(10,573 15)
1,741 66	Duke Energy	1/26/1993	8/24/2012	114,964 70	56,243 39	0 00	58,721 31	58,721 31
0 75	Cemig SA Spons ADR- cash in lieu	1/26/2007	6/1/2012	12 81		0 00	12 81	12 81
5,258 00	Cemig SA Spons ADR	1/26/2007	9/21/2012	74,029 92	47,572 47	0 00	26,457 45	26,457 45
0 32	Kraft Foods Group	10/30/2012	10/9/2012	14 72	11 75	2 97	0 00	2 97
2,000 00	BAC Cap Trust II (BAC-PV)	1/31/2002	11/5/2012	50,000 00	50,000 00	0 00	0 00	0 00
	TOTAL FOR STOCKS			284,087 21	230,229 76	(10,570 18)	64,427 63	53,857 45
	BOND MATURITIES, SALES, & CALLS							
	GNMA GTD Pool #11344	20-Feb-90	various in 2012	32 72	31 75	0 00	0 97	0 97
50,000	MORGAN STANLEY DW DISC SRMT	9/22/2010	2/29/2012	49,000 00	50,000 00	0 00	(1,000 00)	(1,000 00)
110,000	Toyota corp bonds @7 5%, due 3/19/12	8/31/2009	3/19/2012	116,215 00	92,015 00	0 00	24,200 00	24,200 00
	TOTAL FOR BONDS			165,247 72	142,046 75	0 00	23,200 97	23,200 97
	NET GAINS FROM PARTNERSHIP K-1'S		12/17/2012	45,502 00	0 00		45,502 00	45,502 00
	TOTALS FOR ALL SECURITIES & K-1's			498,756 27	372,276 51	(6,650 84)	133,130 60	126,479 76

990 BOOKS ARE IN CARE OF

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

Open to Public Inspection	For calendar year 2012, or tax period beginning	, and ending
Name of Organization 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) 253-131

Fax Number (702) 253-054

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 2012, 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
RuthAnne Anderson Kingston, GA	President 1.00			
Haydn Hite Honolulu, HI	Exec Vice President			
Marilyn Hite Napa, CA	Treasurer			
Jessica Hite ,	Secretary			
Cody Anderson ,	Financial Controller			
Cassidy Harrison Los Angeles, CA	Director			

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 2012, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM H & MATTIE W HARRIS FOUNDATION

26-2841027

Part VIII	Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
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(a) Name and Address of Each Employee Paid More Than \$50,000	(b) Title and Average Hours Per Week Devoted to Position	(c) Compensation	(d) Contributions to Empl Benefit Plans & Deferred Compensation	(e) Expense Account and Other Allowances
Karen Winnefeld Las Vegas, NV 89146-	Office Secretary 40.00	51,000		

990 INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 19: page 1 - 990-PF Page 10, Part XV, line 1a

Open to Public Inspection	For calendar year 2012, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027
Contributing Manager	
None	

990 INFORMATION REGARDING FOUNDATION MANAGERS

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

Open to Public Inspection	For calendar year 2012, or tax period beginning , and ending
Name of Organization WILLIAM H & MATTIE W HARRIS FOUNDATION	Employer Identification Number 26-2841027
Shareholder Manager	
None	

990 APPLICATION SUBMISSION INFORMATION

Attachment 21: page 1 990-PF Page 10, Part XV, Line 2

Open to Public

For Calendar year 2012, or tax year period beginning

and ending

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

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

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

Open to Public
Inspection

For calendar year 2012, 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.				211,160

Total:

211,160

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

CONTRIBUTIONS 12/31/2012

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Ability Found 5236 South Greenpine Drive Murray, UT 84124	NO	Equipment Placement Program	5,000.00
Amicus 15 South 5th Street, Suite 1100 Minneapolis, MN 55402	NO	Reconnect Program	3,000.00
ArtReach 3400 West 38 th Avenue, Suite 200 Denver, CO 80211	NO		6,000.00
Aspen Center for Environmental Studies 2001 Hook Spur Road Basalt, CO 81621	NO	Discretionary Grant	2,000.00
Aspen Santa Fe Ballet 0245 Sage Way Aspen, CO 81611	NO	Discretionary. Aspen Campus.	3,000.00
Bilingual Education for Central America - BECA 418 East 84 th Street, #5 New York, NY 10028	NO	Discretionary Grant	2,000.00
Billfish Foundation (The) 2161 E. Commercial Blvd., 2 nd Floor Ft. Lauderdale, FL 33308	NO	Discretionary	1,000.00

Page Total 22,000

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

CONTRIBUTIONS 12/31/2012

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Blue Rose Ranch 30997 US Hwy 287 Springfield, CO 81073	NO	Horse Rescue	5,000.00
Boise Urban Garden School PO Box 833 Boise, ID 83701	NO	BUGS - Youth gardening program	5,000.00
Canyonlands Field Institute PO Box 68 Moab, UT 84532	NO	Discretionary Grant	1,000.00
Casa de Vida 1290 Mill Street Reno, NV 89502	NO	Case Management & Youth Mentoring Programs	5,000.00
Caron Renaissance Institute 7789 Beacon Sq Blvd Boca Raton, Florida 33487	NO	Discretionary Grant	1,000.00
Cheetah Conservation Fund 2210 Mt. Vernon Avenue, 2nd Floor Alexandria, VA 22301	NO	Discretionary Grant	4,000.00
Colorado Canyons Association 543 Main Street Grand Junction, CO 81501	NO	Colorado River Education and Restoration Programs	5,000.00
Cornerstones Community Partnerships 227 Otero Street Santa Fe, NM 87501	NO	Youth Education & Training Program	5,000.00

Page Total 31,000

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

CONTRIBUTIONS 12/31/2011

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Council on Foundations PO Box 0021 Washington, DC 20055	NO	Annual membership grant	160.00
Darlington School 1014 Cave Springs Road Rome, GA 30161	NO	Discretionary Grant	3,150.00
Desert Montessori School 316 Camino Delora Santa Fe, NM 87505	NO	Discretionary Grant	500.00
Dothan Miracle League 2526 West Main Street, P.O. Box 8743 Dothan, AL 36304	NO	Discretionary Grant	2,000.00
EcoFlight 311K, AABC Aspen, CO 81611	NO	Discretionary Grant	2,000.00
ExcelQuest 10580 McCarran Blvd. #115=387 Reno, NV 89503	NO	Human Diversity Project	5,000.00
The Fistula Foundation 1900 The Alameda, Suite 500 San Jose, CA 95126-1427	NO	Discretionary Grant	5,000.00

Page Total 17,810

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

CONTRIBUTIONS 12/31/2012

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Food Depot (The) 1222 Siler Road Santa Fe, NM 87507	NO	Discretionary Grant	1,800.00
Frazier International History Museum 829 West Main Street Louisville, KY 40205	NO	Discretionary Grant	1,000.00
Friends of the Missouri Breaks Monument 224 West Main Street Lewistown, MT 59457	NO	Volunteer Education Outreach	5,000.00
Greater Tacoma Community Foundation 950 Pacific Avenue, Suite 1100 Tacoma, WA 98402	NO	Harlock Park Place	12,000.00
Guide Dogs for the Blind P.O. Box 3950 San Rafael, CA 94912	NO	Discretionary Grant	550.00
Indian Pueblo Cultural Center 2401 12 th Street, NW Albuquerque, NM 87104	NO	Pueblo House Summer Camp	6,000.00
Independence Pass Foundation PO Box 2190 Aspen, CO 81612	NO	Discretionary Grant	1,000.00
The Innocence Project 100 Fifth Avenue, 3rd Floor New York, NY 10011	NO	Discretionary Grant	2,000.00

29,350

Page Total

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

CONTRIBUTIONS 12/31/2012

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
International Game Fish Association 300 Gulf Stream Way Dania Beach, FL 33004	NO	Discretionary.	1,000.00
Kids & Horses, Inc. PO Box 4236 Incline Village, NV 89450	NO	Scholarship Fund for Equine Therapy	5,000.00
Las Vegas Valley Humane Society 3395 S. Jones Blvd., #454 Las Vegas, NV 89146	NO	Discretionary Grant	500.00
Los Padres / Forest Watch PO Box 831 Santa Barbara, CA 93102	NO	Discretionary Grant	1,000.00
Mesa Land Trust 1006 Main Street Grand Junction, CO 81501	NO	CBP Ranch acquisition	5,000.00
Minneapolis Heart Institute Foundation 920 Est 28 th Street, Suite 100 Minneapolis, MN 55407	NO	Discretionary Grant Student Advisors Grant	3,050.00 1,000.00
National Dance Institute of New Mexico 1140 Alto Street Santa Fe, NM 87501	NO	Discretionary Grant	2,000.00
The Nevada Wilderness Project 333 Flint St. Reno, NV 89501	NO	Discretionary Grant	500.00

Page Total 19,050

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

CONTRIBUTIONS 12/31/2012

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Ojai Raptor Center PO Box 182 Oak View, CA 93022	NO	Discretionary Grant	500.00
Ojai Valley Land Conservancy PO Box 1092 Ojai, CA 93024	NO	Discretionary Grant	500.00
The Park People 1510 South Grant Street Denver, CO 80210	NO	Denver Digs Tree Project	5,000.00
Pfleger Institute of Environmental Research 901-B Peir View Way Oceanside, CA 92054	NO	Discretionary Grant	1,000.00
Phamaly Theatre Company PO Box 44216 Denver, CO 80201	NO	Theater performances for actors with disabilities	6,000.00
Planned Parenthood of So. Nevada 3220 West Charleston Blvd. Las Vegas, NV 89102	NO	Discretionary Grant	500.00
Raptor Rehab of Kentucky PO Box 18002 Louisville, KY 40367	NO	Discretionary Grant	1,000.00
Rocky Mountain Institute 2317 Snowmass Creek Road Snowmass, CO 81654	NO	Discretionary Grant	1,000.00

Page Total 15,500

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

CONTRIBUTIONS 12/31/2012

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Santa Fe Opera PO Box 2408 Santa Fe, NM 87504	NO	Discretionary Grant	1,000.00
Santa Fe Preparatory School 1101 Camino de la Cruz Blanca Santa Fe, NM 87505	NO	Discretionary Grant	4,500.00
Santa Fe Pro Musica PO Box 2091 Santa Fe, NM 87505	NO	Chamber Music for young musicians.	6,000.00
Save the Manatee 500 N. Maitland Ave. Maitland, FL 32751	NO	Discretionary Grant	1,550.00
Shelby County Humane Society 40 North 7 th Street Shelbyville, KY 40065	NO	Discretionary Grant	1,000.00
St. Elizabeth Shelter 804 Alarid Street Santa Fe, NM 87505	NO	Discretionary Grant	2,000.00
St. John's College 1160 Camino Cruz Blanca Santa Fe, NM 87505	NO	Discretionary Grant	2,000.00
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

Page Total 20,050

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

CONTRIBUTIONS 12/31/2012

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
University of Utah, School of Medicine 501 Chipeta Way Salt Lake City, UT 84108	NO	Summer Camp for Children with Autism	6,000.00
Utah Museum of Contemporary Art 20 South West Temple Salt Lake City, UT 84101	NO	Art Truck Program for youth	3,000.00
Volunteers in Medicine 4770 Harrison Drive, #105 Las Vegas, NV 89121	NO	Discretionary Grant	5,500.00
Weber State University 4018 University Circle Ogden, UT 84408-4018	NO	Discretionary Grant Archival Project	1,000.00 3,000.00
Wilderness Workshop P.O. Box 1442 Carbondale, CO 81623	NO	Discretionary Grant	1,000.00
Wildlife Associates PO Box 3098 Half Moon Bay, CA 94019	NO	Environmental Education	5,000.00
Women & Children's Center of the Sierra 255 West Peckham Lane, Suite B Reno, NV 89509	NO	Outreach Programs for Women	5,000.00

Page Total 29,500

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

CONTRIBUTIONS 12/31/2012

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
YMCA of Rome-Floyd County 810 East 2 nd Avenue Rome, GA 30161	NO	Discretionary Grant Student Advisors Project	19,900.00 1,000.00
Your Community Connection 2261 Adams Avenue Ogden, UT 84401	NO	2012 YCC Annual Awards	5,000.00
Zoological Society of San Diego PO Box 120551 San Diego, CA 92112	NO	Discretionary Grant	1,000.00
<i>Page Total</i>			<u>26,900</u>
<i>Contributions Grand Total</i>			<u><u>211,160</u></u>

990 GRANTS AND CONTRIBUTIONS FOR FUTURE PAYMENTS

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

Open to Public Inspection	For calendar year 2012, 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)				
Your Community Connection 2261 Adams Avenue Ogden, UT 84401			Mattie W Harris-American Woman Award	20,000
				20,000