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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
Harris Foundation
co Hiter Harris III

A Employer identification number
54-1844579

Number and street (or P O box number if mail is not delivered to street address) Room/suite
6315 Three Chopt Road

B Telephone number (see instructions)
(804) 648-0072

City or town, state, and ZIP code
Richmond, VA 23226

C If exemption application is pending, check here ☐

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

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,177,976

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), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	42	42	42	
	4	Dividends and interest from securities	71,019	71,019	71,019	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	70,643			
	b	Gross sales price for all assets on line 6a 666,615				
	7	Capital gain net income (from Part IV, line 2)		70,643		
	8	Net short-term capital gain			20,380	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	19	19	19	
	12	**Total.** Add lines 1 through 11	141,723	141,723	91,460	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,350			
	c	Other professional fees (attach schedule)		8,715		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	25	901		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	32,759			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	37,134	9,616		0
	25	Contributions, gifts, grants paid	337,960			337,960
	26	**Total expenses and disbursements.** Add lines 24 and 25	375,094	9,616		337,960
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-233,371			
	b	**Net investment income** (if negative, enter -0-)		132,107		
	c	**Adjusted net income** (if negative, enter -0-)			91,460	

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash—non-interest-bearing			
2 Savings and temporary cash investments	90,722	70,447	70,447
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	1,560	1,240	1,240
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			
10a Investments—U S and state government obligations (attach schedule)			
b Investments—corporate stock (attach schedule)	747,219	947,725	1,321,148
c Investments—corporate bonds (attach schedule)			
11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)	2,117,528	1,695,274	1,783,802
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	1,983	1,339	1,339
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,959,012	2,716,025	3,177,976
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		0	
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, check 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	2,959,012	2,716,025	
30 **Total net assets or fund balances** (see page 17 of the instructions)	2,959,012	2,716,025	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,959,012	2,716,025	

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	2,959,012
2	Enter amount from Part I, line 27a	2	-233,371
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,725,641
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,725,641

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)
1 a				
b	Capital Gain Dividends			
c	SEE E-FILE ATTACHMENT #2	P	2011-11-01	2012-12-31
d	SEE E-FILE ATTACHMENT #1	P	2012-11-01	2012-12-31
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				20,803
b				
c	297,099		267,639	29,460
d	348,713		328,333	20,380
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				29,460
d				20,380
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	70,643
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	20,380

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	273,949	3,224,891	0 08495
2010	299,237	3,148,847	0 09503
2009	264,210	3,224,856	0 08193
2008	125,060	3,346,906	0 03737
2007	37,960	3,717,515	0 01021

2	**Total** of line 1, column (d).	2	0 30949
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 06190
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,356,039
5	Multiply line 4 by line 3.	5	207,729
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,321
7	Add lines 5 and 6.	7	209,050
8	Enter qualifying distributions from Part XII, line 4.	8	337,960

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 page 18 of the instructions)

1a	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 instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	1,321
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	
3	Add lines 1 and 2		3	1,321
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,321
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,051		
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	6,051
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	4,730
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,730	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
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*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Hiter Harris III Telephone no ▶(804) 648-0072

Located at ▶6315 Three Chopt Rd RICHMOND VA ZIP +4 ▶23226

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 | |

		Line	Yes	No
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		No

See 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.

			Line	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 page 20 of the instructions)?		1b	Yes	
	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		No
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		No
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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)?	**5b**		**No**
	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			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Katherine Alexander Harris 6315 Three Chopt Road Richmond, VA 23226	Director 0 00	0		
Jil W Harris 6315 Three Chopt Road Richmond, VA 23226	Secty/Treas 0 00	0		
H Hiter Harris III 6315 Three Chopt Rd Richmond, VA 23226	President 1 00	0		

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 average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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 page 24 of the 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	3,321,086
b	Average of monthly cash balances	1b	86,060
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,407,146
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,407,146
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,107
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,356,039
6	**Minimum investment return.** Enter 5% of line 5	6	167,802

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	167,802
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,321		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,321
3	Distributable amount before adjustments Subtract line 2c from line 1	3	166,481
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	166,481
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	166,481

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	337,960
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	337,960
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	1,321
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	336,639

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					166,481
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.					
c From 2009.	102,967				
d From 2010.	143,801				
e From 2011.	116,514				
f Total of lines 3a through e.		363,282			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 337,960					
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).		0			
d Applied to 2012 distributable amount.					166,481
e Remaining amount distributed out of corpus		171,479			
5 Excess distributions carryover applied to 2012					
(If an amount appears in column (d), the same amount must be shown in column (a).)					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		534,761			
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					0
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		534,761			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .	102,967				
c Excess from 2010. . . .	143,801				
d Excess from 2011. . . .	116,514				
e Excess from 2012. . . .	171,479				

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 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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 of the person to whom applications should be addressed

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				337,960
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	42	
4 Dividends and interest from securities. . . .			14	71,019	
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	19	
8 Gain or (loss) from sales of assets other than inventory			18	70,643	
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). .				141,723	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 141,723

(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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-05-14	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Elaine M Ragland CPA	Elaine M Ragland CPA			P00291584

Firm's name ▶	Stephen M Ragland Ltd	Firm's EIN ▶
Firm's address ▶	7204 Glen Forest Drive Suite 300 Richmond, VA 23226	Phone no (804) 288-8516

Form 990PF Part XV Line 1a - 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).

Jıl W Harrıs
H Hıter Harrıs III

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Flow Ministries 2307 Hull Street Richmond, VA 23224	N/A	Public	Unrestricted	1,000
Common Impact 281 Summer Street Boston, MA 02210	N/A	Public	Unrestricted	5,000
Christ Episcopal Church 500 Pouncey Tract Rd Glen Allen, VA 23059	N/A	Public	Unrestricted	5,000
Garth Newell Music Center 403 Garth Newell Ln Hot Springs, VA 24445	N/A	Public	Unrestricted	500
Harvard Business School 117 Western Ave Allston, MA 02134	N/A	Public	Unrestricted	5,000
The Healing Place 700 Dinwiddie Ave Richmond, VA 23224	N/A	Public	Unrestricted	1,000
Rappahanock General Hospital 101 Harris Road Kilmarnock, VA 22482	N/A	Public	Unrestricted	500
Utah Skeleton and Bobsled 3419 Olympic Parkway Park City, UT 84098	N/A	Public	Unrestricted	4,000
The Nature Conservatory 490 Westfiels Road Charlottesville, VA 22901	N/A	Public	Unrestricted	10,000
Virginia Foundation for Independant 8010 Ridge Road Richmond, VA 23229	N/A	Public	Unrestricted	6,000
VCU School of Arts 325 North Harrison St Richmond, VA 23284	N/A	Public	UNRESTRICTED	27,500
SPORTABLE 1365 OVERBROOK RD RICHMOND, VA 23220	N/A	Public	UNRESTRICTED	2,500
WAKE FOREST UNIVERSITY 1834 WAKE FOREST ROAD WINSTONSALEM, NC 27106	N/A	Public	unrestricted contribution	15,000
ELIJAH HOUSE ACADEMY 6255 WARWICK ROAD RICHMOND, VA 23224	N/A	PRIVATE	unrestricted contribution	1,000
UVA JEFFERSON SCHOLAR FOUNDATION 112 CLARKE COURT CHARLOTTESVILLE, VA 22903	N/A	Public	Unrestricted Contribution	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VMFA FOUNDATION 200 N BOULEVARD RICHMOND, VA 23220	N/A	Public	Unrestricted Contribution	50,000
FAISON SCHOOL FOR AUTISM 1701 BYRD AVE RICHMOND, VA 23230	N/A	Public	UNRESTRICTED CONTRIBUTION	6,000
Washington Lee University DEVELOPMENT BUILDING Lexington, VA 24450	N/A	Public	UNRESTRICTED CONTRIBUTION	25,000
Salvation Army Christmas Mothe 2 W GRACE STREET Richmond, VA 23220	N/A	Public	Unrestricted Contribution	1,000
Virginia Historical Society 428 N BOULEVARD Richmond, VA 23220	N/A	Public	Unrestricted Contribution	16,000
Virginia Home for Boys Girls 8716 WEST BROAD ST RICHMOND, VA 23294	N/A	Public	UNRESTRICTED CONTRIBUTION	2,500
Massey Cancer Center 401 COLLEGE ST Richmond, VA 23298	N/A	Public	Unrestricted Contribution	5,000
FOCUS 250 W Main St Suite 200 Charlottesville, VA 22902	N/A	N/A	Unrestricted Contribution	500
Virginia Athletics Foundation c/o University of Virginia Charlottesville, VA 22904	N/A	Public	Unrestricted Contribution	4,960
Big Oak Ranch P O Box 507 Springvale, AL 35146	N/A	PRIVATE	Unrestricted Contribution	2,000
Cross-Over Ministries Inc 108 Cowardin Avenue Richmond, VA 23224	N/A	Public	Unrestricted Contribution	3,500
St Christopher's School 711 ST CHRISTOPHERS RD Richmond, VA 23229	N/A	Public	Unrestricted contribution	5,000
Sweet Briar College 134 CHAPEL ROAD Sweet Briar, VA 24595	N/A	Public	Unrestricted Contribution	1,000
St Catherine's School 6001 GROVE AVENUE Richmond, VA 23226	N/A	N/A	Unrestricted Contribution	55,000
Bolling Haxell House Foundation 211 East Franklin Street Richmond, VA 23219	N/A	Public	Unrestricted Contribution	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Hampden-Sydney College 1 COLLEGE ROAD HampdenSydney, VA 23943	N/A	Public	Unrestricted Contribution	15,500
Chesapeake Academy Foundation P O Box 8 Irvington, VA 22480	N/A	Public	support of education	5,000
First Presbyterian Church 4602 Cary Street Road Richmond, VA 23226	N/A	N/A	unrestricted contribution	30,000
Total . . . . ▶ **3a**				337,960

TY 2012 Accounting Fees Schedule

Name: Harris Foundation

co Hiter Harris III

EIN: 54-1844579

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,350	0	0	0

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TY 2012 Investments Corporate Stock Schedule

Name: Harris Foundation
co Hiter Harris III
EIN: 54-1844579
Software ID: 12000229
Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Marsh McLennan Co	6,806	6,825
Macys Inc	3,260	3,161
IShares Russell 1000 Growth	179,810	178,460
Dominion Resource Inc	3,194	3,263
V F Corporation	3,549	3,170
CMS Energy	3,146	3,559
Wisconsin Energy Corp	3,145	3,390
Westar Energy LTD	4,681	4,579
ACE Limited	5,592	5,746
SIMON-PPTY GROUP	3,437	3,478
PUBLIC STORAGE INC COM-	4,161	4,639
ROYAL DUTCH SHELL PLC-	15,979	16,410
BHP BILLITON LTD-	4,295	4,862
ACCENTURE PLC-	8,142	10,374
MEREDITH CORP-	2,838	3,514
SHERWIN WILLIAMS CO-	6,659	11,844
RPM INTL INC-	4,343	5,725
JOHN HANCOCK FDS III DISCIPLINED-	80,000	95,000
WASTE MGMT INC-	3,706	4,049
WAL-MART STORES-	5,226	6,141
TJX COS INC NEW-	3,643	5,179
TIME WARNERINC NEW-	7,459	10,475
TEXAS INSTRUMENTS-	5,088	4,973
RAYTHEON-	6,689	8,461
PROCTOR & GAMBLE CO-	8,682	9,301
KINDER MORGAN-	6,100	7,737
KIMBERLY CLARK-	8,316	9,878
HONEYWELL INTL-	7,403	10,155
EMERSON ELEC-	4,678	5,084
DU PONT E I DE NEMOURS-	8,810	8,321

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CME GROUP INC-	5,536	5,574
CHUBB CORP-	7,274	8,135
BRISTOL MYERS SQUIBB-	15,009	16,099
BOEING CO-	8,596	9,420
BLACKROCK INC-	5,177	6,821
AMGEN INC-	7,620	10,085
GLAXOSMITHKLINE PLC-	12,445	12,345
DIAGEO PLC-	7,398	12,824
NORDSTROM INC-	3,081	4,280
WELLS FARGO & CO-	8,694	9,741
VERIZON COMMUNICATIONS-	14,776	20,640
US BANCORP DEL-	8,610	11,115
UNITED TECHNOLOGIES CORP-	3,181	3,526
SEMPRA ENERGY-	5,950	8,300
PRICE T ROWE GROUP-	4,743	5,470
PNC FINL SVCS CROUP-	8,349	8,163
PHILIP MORRIS INTL INC-	15,580	22,750
PFIZER INC-	13,023	18,358
PARKER HANNIFIN CORP-	3,413	4,253
OCCIDENTAL PETE CORP-	8,277	7,431
NEXTERA ENERGY-	3,826	4,982
MICROSOFT CORP-	16,573	16,213
METLIFE INC-	3,445	2,734
MERCK & CO-	12,132	13,592
MCDONALDS CORP-	10,922	11,908
J P MORGAN CHASE-	12,702	13,762
INTERNATIONAL BUSINESS MACHS-	13,938	20,304
INTEL CORP-	15,501	13,650
HOME DEPOT INC-	11,899	21,709
HEINZ H J-	8,315	9,748

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL-	17,668	21,551
DOVER CORP-	8,796	11,171
CHEVRON CORP-	17,714	22,169
AUTOMATIC DATA PROCESSING-	5,955	7,913
AT&T-	14,047	17,731
AMERICAN EXPRESS-	6,982	9,024
AMERICAN ELEC POWER-	3,860	4,866
ALTRIA GROUP-	5,521	7,671
ABBOTT LABS-	8,753	11,266
JOHNSON & JOHNSON-	9,767	10,585
APPLE INC-	153,840	405,516

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TY 2012 Investments - Other Schedule

Name: Harrıs Foundatıon
co Hıter Harrıs III

EIN: 54-1844579

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PIMCO COMMODITY REALRETURN STRATEGY FND-	AT COST	150,799	121,860
EXCELSIOR MULTI-STRATEGY HEDGE FUND-	AT COST	253,642	262,529
PIMCO TOTAL RETURN FUND-	AT COST	384,509	392,556
ISHARES BARCLAYS INTERMED CR BD FUND-	AT COST	164,519	176,951
DIGITAL REALTY TRUST INC-	AT COST	5,315	5,567
VANGUARD MSCI EMERGING MKTS-	AT COST	200,263	202,612
JOHN HANCOCK FDS III INTL GROWTH-	AT COST	26,461	28,552
HARBOR INTERNATIONAL FUND-	AT COST	63,477	70,042
COLUMBIA SMALL CAP VALUE-	AT COST	55,129	56,877
COLUMBIA SMALL CAP GROWTH-	AT COST	59,851	60,320
COLUMBIA MID CAP GROWTH-	AT COST	94,523	100,025
COLUMBIA SELECT LARGE CAP GROWTH-	AT COST	236,786	305,911

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TY 2012 Other Assets Schedule

Name: Harrıs Foundatıon
co Hıter Harrıs III

EIN: 54-1844579

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Unpaıd Interest Declared		2	2
Unpaıd Dıvıdends Declared	1,983	1,337	1,337

TY 2012 Other Expenses Schedule

Name: Harrıs Foundatıon
co Hıter Harrıs III

EIN: 54-1844579

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISC	64			
LIFE INSURANCE	26,000			
DUES	6,695			

TY 2012 Other Income Schedule

Name: Harris Foundation
co Hiter Harris III

EIN: 54-1844579

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	19	19	19

TY 2012 Other Professional Fees Schedule

Name: Harrıs Foundatıon
co Hıter Harrıs III

EIN: 54-1844579

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other Prof Fees		8,715	0	0

TY 2012 Taxes Schedule

Name: Harris Foundation
co Hiter Harris III
EIN: 54-1844579
Software ID: 12000229
Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
State Corporation Commission	25			
Foreign Tax on Dividend Income		901		

HARRIS FOUNDATION
54-1844579
DISPOSITIONS-SHORT TERM
FYE 12/31/12

DESCRIPTION	# SHARES/UNITS	ACQ DATE	SALES DATE	SALES PRICE	COST OR BASIS	GAIN/(LOSS)
Linear Technology Corporation	86	11/21/11	01/10/12	2,593 27	2,755 82	(162 55)
Transocean Limited	75	09/16/11	03/06/12	3,974 73	3,968 93	5 80
Target	51	11/23/11	03/26/12	2,954 17	2,709 31	244 86
AT&T	43	11/21/11	04/13/12	2,175 91	2,080 09	95 82
Johnson & Johnson	21	09/02/11	05/08/12	1,374 56	1,383 54	(8 98)
Public SVC Enterprise Group	181	11/21/11	06/11/12	5,659 78	5,942 09	(282 31)
Bristol Myers Squibb Co	3	09/09/11	08/16/12	94 57	92 75	1 82
Chubb Corp	1	10/26/11	08/16/12	72 18	68 43	3 75
Philip Morris Intl	4	10/17/11	08/16/12	368 88	285 17	83 71
Royal Dutch Shell PLC	2	09/16/11	08/16/12	141 17	146 62	(5 45)
Columbia Select Large Cap Growth	1862 891	12/22/11	08/17/12	25,000 00	22,112 52	2,887 48
Columbia Select Large Cap Growth	10026 354	12/22/11	08/17/12	178,637 65	157,887 48	20,750 17
Nucor Corp	67	11/25/11	09/11/12	2,534 44	2,467 16	67 28
United Technologies	23	04/25/12	09/11/12	1,822 34	1,865 56	(43 22)
Gallagher Arthur J& Co	41	11/21/11	10/16/12	1,488 75	1,277 14	211 61
Gallagher Arthur J& Co	33	11/21/11	10/17/12	1,192 41	1,026 65	165 76
Gallagher Arthur J& Co	69	11/21/11	10/18/12	2,493 31	2,142 29	351 02
Gallagher Arthur J& Co	25	11/22/2011	10/19/12	907 34	770 54	136 80
Ishares Russell 100 Growth	1700	4/9/2010	11/5/2012	110,047 03	112,175 01	(2,127 98)
Penn West Pete LTD	168	11/25/2011	11/13/2012	1,792 86	2,924 09	(1,131 23)
Norfolk Southern Corp	58	11/23/2011	11/15/2012	3,387 50	4,251 56	(864 06)
Totals				348,712 85	328,332 75	20,380 10

HARRIS FOUNDATION
54-1844579
DISPOSITIONS-LONG TERM
FYE 12/31/12

DESCRIPTION	# SHARES/UNITS	ACQ DATE	SALES DATE	SALES PRICE	COST OR BASIS	GAIN/(LOSS)
PG&E CORP	27	05/07/10	02/16/12	1,114 50	1,192 08	(77 58)
PG&E CORP	48	20/28/10	02/17/12	1,978 27	2,119 25	(140 98)
Metlıfe	43	10/28/10	03/26/12	1,667 98	1,921 99	(254 01)
Target	93	10/28/10	03/26/12	5,387 02	4,888 68	498 34
AT&T	43	05/07/10	04/13/12	423 09	397 71	25 38
PIMCO Total Return Fund	2202 643	04/12/10	08/17/12	25,000 00	24,295 15	704 85
Columbıa Select Large Cap Growth	11862 32	04/12/10	08/29/12	115,327 24	92,671 06	22,656 18
Nucor Corp	67	05/09/11	09/11/12	2,534 45	3,030 92	(496 47)
Unıted Technologıes Corp	54	10/28/10	09/11/12	4,278 54	3,994 25	284 29
Lımıted Brands In	99	10/17/11	10/22/12	4,833 15	4,197 74	635 41
Columbıa Mıd-Cap Growth Fund	299 625	11/26/10	11/01/12	8,000 00	7,628 45	371 55
Harbor Internatıonal Fund	33 835	04/13/10	11/01/12	2,000 00	2,014 88	(14 88)
PIMCO Total Return Fund	5176 877	04/12/10	11/01/12	60,000 00	57,100 95	2,899 05
PIMCO Total Return Fund	727 802	04/12/10	11/01/12	5,000 00	6,295 49	(1,295 49)
Ishares Barclays Intermedıate Cr Bd	300	04/09/10	11/05/12	33,555 05	31,104 00	2,451 05
PIMCO Total Return Fund	2247 191	04/10/10	11/23/12	26,000 00	24,786 52	1,213 48
Totals				297,099 29	267,639 12	29,460 17