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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

SOUTHWEST GAS CORPORATION FOUNDATION

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

P.O. BOX 98510 (5241 SPRING MOUNTAIN RD.)

City or town, state, and ZIP code

LAS VEGAS NV 89193-8510

**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 **J** Accounting method:  Cash  Accrual  
 end of year (from Part II, col. (c), **line 16**) ► \$ 1,671,931 (Part I, column (d) must be on cash basis.)

**A** Employer identification number

94-2988564

**B** Telephone number (see instructions)

(702) 876-7247

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

STMT 1	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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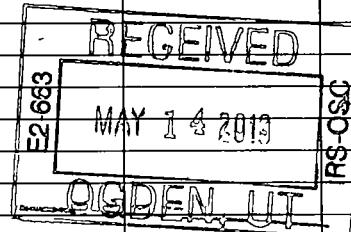
1 Contributions, gifts, grants, etc , received (attach schedule)	647,475			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	9	9		
4 Dividends and interest from securities . . . . .	32,220	32,220		
5a Gross rents . . . . .				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2) . . .		0		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold . . .		0		
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) . . . . .				
<b>12 Total.</b> Add lines 1 through 11 . . . . .	679,704	32,229	0	

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) . . . . .				
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) STMT 7 . . .	1,100			
19 Depreciation (attach schedule) and depletion . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) STMT 7 . . . . .	159			
<b>24 Total operating and administrative expenses.</b>				
Add lines 13 through 23 . . . . .	1,259	0	0	0
<b>25 Contributions, gifts, grants paid . . . . .</b>	630,646			569,214
<b>26 Total expenses and disbursements. Add lines 24 and 25</b>	631,905	0	0	569,214
<b>27 Subtract line 26 from line 12:</b>				
a <b>Excess of revenue over expenses and disbursements</b>	47,799			
b <b>Net investment income (if negative, enter -0-)</b>		32,229		
c <b>Adjusted net income (if negative, enter -0-)</b>			0	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

SCANNED MAY 23 2013



<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .	45,649	93,448	93,448
	2	Savings and temporary cash investments . . . . .			
	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 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 . . . . .			
	10a	Investments—U.S. and state government obligations (attach schedule) . . . . .			
	b	Investments—corporate stock (attach schedule) <sup>STMT 2</sup> . . . . .	1,142,375	1,142,375	1,578,483
	c	Investments—corporate bonds (attach schedule) . . . . .			
<b>Liabilities</b>	11	Investments—land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	1,188,024	1,235,823	1,671,931
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
<b>Net Assets or Fund Balances</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
	<b>Foundations that follow SFAS 117, check here ► <input type="checkbox"/></b> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	604,013	647,210	
	25	Temporarily restricted . . . . .	16,003	20,605	
	26	Permanently restricted . . . . .	568,008	568,008	
	<b>Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/></b> and complete lines 27 through 31.				
<b>Part III</b> <b>Analysis of Changes in Net Assets or Fund Balances</b>	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 . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,188,024	1,235,823	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,188,024	1,235,823	

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	1,188,024
2	Enter amount from Part I, line 27a . . . . .	2	47,799
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,235,823
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	1,235,823

**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					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
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		

**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 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	639,485	1,426,800	0.4482
2010	633,451	1,238,214	0.5116
2009	584,399	998,197	0.5855
2008	576,502	872,378	0.6608
2007	545,838	631,243	0.8647
2 Total of line 1, column (d)			2 3.0708
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 .614
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,654,087
5 Multiply line 4 by line 3			5 1,015,609
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 322
7 Add lines 5 and 6			7 1,015,931
8 Enter qualifying distributions from Part XII, line 4			8 569,214
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)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	645
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> 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	645
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	645
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012		
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	571
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	0
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> ► STMT 6 726 <b>Refunded</b> ►	11	0

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
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	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b	X
	<i>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.</i>		
c	Did the foundation file <b>Form 1120-POL</b> for this year?	1c	X
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	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?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►  NEVADA		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	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)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	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)	<input checked="" type="checkbox"/> 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)	<input checked="" type="checkbox"/> 12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input checked="" type="checkbox"/> 13	X	
14	The books are in care of ► SOUTHWEST GAS CORPORATION Located at ► 5241 SPRING MOUNTAIN ROAD, LAS VEGAS, NV	Telephone no. ► 702-876-7247 ZIP+4 ► 89150-0002		
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	<input checked="" type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	<input checked="" type="checkbox"/> 16	Yes	No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
1c	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? 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.) 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____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
2b			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? If "Yes," did it have excess business holdings in 2012? 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a	X
4b	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?	<input type="checkbox"/> 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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	<i>If "Yes" to 6b, file Form 8870.</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

**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
ROY R. CENTRELLA P.O. BOX 98510, LV, NV 89150-0002	TRUSTEE	0		
KAREN HALLER P.O. BOX 98510, LV, NV 89150-0002	TRUSTEE	0		
JEFFREY W. SHAW P.O. BOX 98510, LV, NV 89150-0002	TRUSTEE	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		
<b>Total number of others receiving over \$50,000 for professional services</b>	►	

**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	NONE	
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	NONE	
2		
All other program-related investments. See instructions		
3		
<b>Total. Add lines 1 through 3</b>	►	0

**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	1,574,035
b	Average of monthly cash balances	1b	105,241
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,679,276
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	1,679,276
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	25,189
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,654,087
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	82,704

**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	82,704
2a	Tax on investment income for 2012 from Part VI, line 5	2a	645
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	645
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	82,059
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	82,059
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	82,059

**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	569,214
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	569,214
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	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	569,214

**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 . . . . .				82,059
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 . . . . .	514,388			
b From 2008 . . . . .	533,162			
c From 2009 . . . . .	534,966			
d From 2010 . . . . .	572,025			
e From 2011 . . . . .	568,681			
f Total of lines 3a through e . . . . .	2,723,222			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 573,370				
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 . . . . .				82,059
e Remaining amount distributed out of corpus . . . . .	491,311			
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 . . . . .	3,214,533			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				0
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 . . . . .	3,214,533			
10 Analysis of line 9:				
a Excess from 2008 . . . . .	533,162			
b Excess from 2009 . . . . .	534,966			
c Excess from 2010 . . . . .	572,025			
d Excess from 2011 . . . . .	568,681			
e Excess from 2012 . . . . .	491,311			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

<b>1a</b>	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>b</b>	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
<b>2a</b>	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .				
<b>b</b>	85% of line 2a . . . . .				0
<b>c</b>	Qualifying distributions from Part XII, line 4 for each year listed . . .				0
<b>d</b>	Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b>	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . .				0
<b>3</b>	Complete 3a, b, or c for the alternative test relied upon:				
<b>a</b>	"Assets" alternative test—enter:				
(1)	Value of all assets . . . . .				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i) . . . .				0
<b>b</b>	"Endowment" alternative test—enter $\frac{1}{3}$ of minimum investment return shown in Part X, line 6 for each year listed . . .				0
<b>c</b>	"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) . . . .				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . .				0
(3)	Largest amount of support from an exempt organization . . . .				0
(4)	Gross investment income . . . .				0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

Suzanne Farinas, P.O. Box 98510 (5241 Spring Mountain Rd.), Las Vegas, NV (702) 876-7247

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

STATEMENT 4

**c** Any submission deadlines:

STATEMENT 4

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

STATEMENT 4

**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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
STATEMENT 3				630,646
<b>Total</b>				► 3a 630,646
<b>b Approved for future payment</b>				
STATEMENT 5				240,000
<b>Total</b>				► 3b 240,000

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

Enter gross amounts unless otherwise indicated.

**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** . . . . .
- 4 Dividends and interest from securities** . . . . .
- 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** . . . . .
- 8 Gain or (loss) from sales of assets other than inventory** . . . . .
- 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)** . . . . .

(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.)
------------	--

3	REPRESENTS INTEREST EARNED ON FUNDS HELD IN ACCESSIBLE BANK ACCOUNTS AVAILABLE FOR DISBURSEMENT FOR CHARITABLE PURPOSES.
---	--

4	REPRESENTS DIVIDENDS EARNED IN SECURITIES HELD BY THE FOUNDATION, ULTIMATELY TO BE USED FOR CHARITABLE PURPOSES.
---	--

**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
<p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash . . . . .</p> <p>(2) Other assets . . . . .</p>		1a(1)	x
		1a(2)	x
<p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization . . . . .</p> <p>(2) Purchases of assets from a noncharitable exempt organization . . . . .</p> <p>(3) Rental of facilities, equipment, or other assets . . . . .</p> <p>(4) Reimbursement arrangements . . . . .</p> <p>(5) Loans or loan guarantees . . . . .</p> <p>(6) Performance of services or membership or fundraising solicitations . . . . .</p>		1b(1)	x
		1b(2)	x
		1b(3)	x
		1b(4)	x
		1b(5)	x
		1b(6)	x
		1c	x
<p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p>			
<p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.</p>			

**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) is based on all information of which preparer has any knowledge  
*John Doe, CPA*

5/7/13

Dat

113 TRUSTEE

Date \_\_\_\_\_ Title \_\_\_\_\_

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check  if  
self-employed

Finals - 2009

End of FIN

**Firm's name**

### Firm's EIN

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2012****Name of the organization**

SOUTHWEST GAS CORPORATION FOUNDATION

**Employer identification number**

94-2988564

**Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See Instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
SOUTHWEST GAS CORPORATION FOUNDATION	94-2988564

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SOUTHWEST GAS CORPORATION 5241 SPRING MOUNTAIN ROAD LAS VEGAS, NV 89150-0002	\$ 640,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	SUSSEX ECONOMIC ADVISORS, LLC 3 TRAILSIDE WAY NORFOLK, MA 02056-1787	\$ 5,375	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	POLLY JO AND LUIS FRISBY 16494 MUNI RD APPLE VALLEY, CA 92307	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	JEROME T. AND VIRGINIA SCHMITZ 7612 GRASSY BANK ST LAS VEGAS, NV 89139	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	ERIC AND SONNYA DEBONIS 10244 GARDEN GLEN LN LAS VEGAS, NV 89135	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	EDWARD JANOV 7697 SPANISH LAKE DR LAS VEGAS, NV 89113	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
SOUTHWEST GAS CORPORATION FOUNDATION	94-2988564

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	LAURA LOPEZ HOBBS 6442 MONDELL PINE CIRCLE LAS VEGAS, NV 89146	\$ 100	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
8	JEFFREY AND CYNTHIA SHAW 2404 JUNIPER CANYON LAS VEGAS, NV 89134	\$ 100	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
9	JOHN P HESTER 7645 COLEY AVENUE LAS VEGAS, NV 89117	\$ 100	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
10	JULIE WILLIAMS 2754 WATERFORD PLACE CARSON CITY, NV 89703	\$ 100	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
11	JOSE AND PRISCILLA ESPARZA 6231 W MOLLY DR PHOENIX, AZ 85083	\$ 100	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
12	ANITA AND PAT ROMERO 3758 RUSKIN ST LAS VEGAS, NV 89117	\$ 100	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
SOUTHWEST GAS CORPORATION FOUNDATION	94-2988564

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	GREGORY AND RAEANN PETERSON 1720 ARROWHEAD ST NORTH LAS VEGAS, NV 89030	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	DONALD SODERBERG 11028 O'KEEFE CT LAS VEGAS, NV 89144	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	JUSTIN AND MONICA BROWN 5490 CADWELL PARK ST LAS VEGAS, NV 89149	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	ROY AND JANE CENTRELLA 10217 NIGHTOWL CREEK LAS VEGAS, NV 89144	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	BRADFORD AND ELIZABETH HARRIS 15836 W DESERT MIRAGE DR SURPRISE, AZ 85379	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	CHRIS AND EMILY SOHUS 769 TOZZETTI LANE HENDERSON, NV 89012	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
SOUTHWEST GAS CORPORATION FOUNDATION	94-2988564

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	GARY AND LEE CLARK 14035 N RUNNING BROOK LN MARANA, AZ 85658-4503	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	RANDY AND ROBYN GABE 6445 COLEY AVE LAS VEGAS, NV 89146	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	GAIL A MLACHNIK 9221 SIENNA VISTA DR LAS VEGAS, NV 89117	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	KENNETH AND MAUREEN KENNY 8334 HIDDEN CROSSING LN LAS VEGAS, NV 89129	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	WILLIAM MOODY 8644 ISOLA DRIVE, LAS VEGAS, NV 89117	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

<b>Name of organization</b> SOUTHWEST GAS CORPORATION FOUNDATION	<b>Employer identification number</b> 94-2988564
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
-----	-----	\$ -----	-----
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
-----	-----	\$ -----	-----
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
-----	-----	\$ -----	-----
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
-----	-----	\$ -----	-----
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
-----	-----	\$ -----	-----
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
-----	-----	\$ -----	-----

<b>Name of organization</b>			<b>Employer identification number</b>
SOUTHWEST GAS CORPORATION FOUNDATION			94-2988564
<b>Part III</b> <b>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.</b> Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc., contributions of <b>\$1,000 or less</b> for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed.			
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

**The Southwest Gas Corporation Foundation (FEIN 94-2988564)**  
**For tax year 2012**

**Form 990-PF, Part I, Line 1: Contributions, gifts, grants, etc., received**

<b>Contributor</b>	<b>2012</b>	<b>2011</b>
Southwest Gas Corporation	640,000	\$ 642,732
Henry G Laub Foundation		\$ 100,000
Sussex Economic Advisors, LLC	5,375	
Polly and Luis Frisby	100	
Jerome and Virginia Schmitz	100	
Eric and Sonnya Debonis	100	
Edward Janov	100	
Laura Lopez Hobbs	100	
Jeffrey and Cynthia Shaw	100	
John Hester	100	
Julie Williams	100	
Jose and Priscilla Esparza	100	
Anita and Pat Romero	100	
Gregory and RaeAnn Peterson	100	
Donald Soderberg	100	
Justin and Monica Brown	100	
Roy and Jane Centrella	100	
Bradford and Elizabeth Harris	100	
Chris and Emily Sohus	100	
Gary and Lee Clark	100	
Randy and Robyn Gabe	100	
Gail Mlachnik	100	
Kenneth and Maureen Kenny	100	
William Moody	100	
<b>Total</b>	<b><u>\$ 647,475</u></b>	<b><u>\$ 742,732</u></b>

**The Southwest Gas Corporation Foundation (FEIN 94-2988564)**  
**For tax year 2012**

**Form 990-PF, Part II, Line 10b Investments in Corporate Stock**

	Beginning Book Value	Book Value	End of Year Fair Market Value
Southwest Gas Corp. Common Stock	743,666	743,666	1,188,243
Dreyfus Premire Balance Fund	<u>398,709</u>	<u>398,709</u>	<u>390,240</u>
 Total Investment in Stock	 <u>1,142,375</u>	 <u>1,142,375</u>	 <u>1,578,483</u>

**THE SOUTHWEST GAS CORPORATION FOUNDATION (FEIN: 94-2988564)**

**Form 990 PF, Part XV, Line 3: Grants and Contributions paid during the year 2012**

<i>Agency or Organization</i>	<i>Purpose</i>	<i>Amount</i>
<b>Contributions Distributed from Unrestricted Funds</b>		
100 Academy of Excellence Foundation	Contribution	\$ 1,000
100 Academy of Excellence Foundation	Community Spirit Award Winner Designee	500
100 Club of Arizona	Jason Schechterle Scholarship Ball	800
88-Crme	Contribution	1,500
A New Leaf	Contribution on behalf of Garry Hernandez	640
Amberly's Place	Advocacy services for victims	255
American Cancer Society	Donation on behalf of retiring employee William A. Scott	655
American Cancer Society	Silver Sponsor - Relay for Life	500
American Cancer Society	Contribution	300
American Cancer Society	Relay for Life in Winnemucca	250
American Cancer Society/Great West Division, Inc	Sponsorship of Relay for Life Event	250
American Red Cross	Contribution	2,500
American Red Cross	Contribution	2,500
American Red Cross	Contribution	2,500
American Red Cross	Contribution	1,500
American Red Cross	Contribution on behalf of Nan Muraoka	405
American Red Cross Real Heroes	Contribution	1,000
Anti-Defamation League	Torch of Liberty Awards Dinner (11/1/12)	750
Arizona 4-H Youth Foundation	Contribution	500
Arizona Brain Food	Food pantry donation	1,000
Arizona Business and Education Council	Capital Campaign	1,000
Arizona Community Action Association	2012 Platinum Conf Partnership (\$2,500) & Dues (\$300)	2,800
Arizona Community Foundation, DACF	Contribution	327
Arizona Construction Career Days	Sponsorship	500
Arizona Dream Builder Foundation	Sponsor "Friends of Arizona Dream Builder Foundation"	5,000
Arizona Education Foundation	AEF Education Champion Bronze Sponsorship	2,500
Arizona Families for Children	Contribution	1,000
Arizona Grantmakers Forum	2012 Membership Dues	625
Arizona Opportunities Industrialization Center	Founder's Day Dinner Sponsorship	1,000
Arizona Public Safety Foundation	Contribution	500
Arizona Science Center	Natural Gas Education Program Development	5,000
Arizona State University	Matching/Joanne Barrett	40
Arizona State University Foundation	Sparky Sponsorship for Founder's Day (2/29/12)	500
Arizona's Children Foundation	Contribution	1,500
ASCE Future City	Gold Sponsor of Future City Competition	500
ASCE Future City	Gold Sponsor of Future City Competition	500
ASU Foundation	ASU Foundation Trustee Leadership Fund	10,000
ASU Foundation	Third Annual Spirit of Service Scholars Luncheon	3,000
ASU Foundation	ASU Scholarships Fund	241
ASU Foundation	Matching/Michael Dodt	150
ASU Foundation (EFL)	Annual Economic Forecast Luncheon - two tables	1,800
ASU Foundation/ECP Account	Membership renewal for Ron Bassler	1,000
AZ Wildfire Fastpitch Softball, Inc	Contribution on behalf of Ronald Aragon	655
Barstow College Foundation	Scholarships donation	1,500
Barstow College Foundation	Desert Heritage Writing Contest	200
Barstow Rodeo Group	Contribution	300
Benson Unified High School District #9-FFA Chapter	Contribution	250
Big Brothers Big Sisters of Southern Nevada	Holiday Bike and Board Bonanza-Little Roadster Sponsor	500
Bisbee Coalition for the Homeless	Contribution	125
Boulder City Museum and Historical Association	Contribution	2,500

**THE SOUTHWEST GAS CORPORATION FOUNDATION (FEIN: 94-2988564)**

*Form 990 PF, Part XV, Line 3: Grants and Contributions paid during the year 2012*

<i>Agency or Organization</i>	<i>Purpose</i>	<i>Amount</i>
<b>Contributions Distributed from Unrestricted Funds</b>		
Boy Scouts of America - Grand Canyon Council	2012 Legacy Award Dinner	1,000
Boy Scouts of America-California Inland Empire Council	Contribution	1,000
Boys & Girls Club	Contribution	1,000
Boys & Girls Club of Sierra Vista	Contribution	250
Boys & Girls Club of Western Nevada	Sponsor a child attending performing arts summer program	135
Boys & Girls Clubs of Henderson	Presenting sponsor of Fun Day for Kids 2012	5,000
Boys & Girls Clubs of Las Vegas	Sponsorship on behalf of Chris Sohus	2,500
Boys & Girls Clubs of Las Vegas	Sponsorship on behalf of Chris Sohus	2,500
Boys & Girls Clubs of Metropolitan Phoenix	Support for Power Hour Program	5,000
Boys & Girls Clubs of Southern Nevada	Boys Night Out 2012	1,000
Boys & Girls Clubs of Tucson	Pledge/5th & Final Installment	5,000
Boys & Girls Clubs of Tucson	Contribution	1,500
Boys & Girls Clubs of Tucson-Holmes Turtle Clubhouse	Contribution	1,170
Boys and Girls Clubs of Southern Nevada	Girls Day 2012	3,000
Brigham Young University	Matching/Greg Peterson	200
Brigham Young University	Matching/David Randall	100
Brigham Young University	Matching/Bonnie Spencer	25
Brigham Young University	Matching/Bonnie Spencer	25
Buena Bands Association	Contribution	250
Cameo Foundation	Sponsor 8th Annual Cameo Ball	750
Candlelighters Childhood Cancer Foundation of Nevada	Contribution	500
Career Concepts for Youth, Inc	Stay In School & Achieve Program Sponsor	6,000
Carson High School Calendar	Contribution	300
Carson High School Safe Grad 2012	Contribution	150
Carson Tahoe Cancer Center	Look Good Feel Better Program	250
CASA	Support for Children's Activity Fund of Carson City	250
Casa Grande Food Bank	Contribution	500
Casa Grande Food Bank	Contribution	125
Catalina Council Boy Scouts of America	Contribution	500
CG Toy Run Fund	Contribution	318
Chefs for Kids	Table sponsor- Chefs for Kids Dinner (4/28/12)	1,600
Chefs for Kids, Inc	T-shirt Sponsor of Chefs for Kids 5K Run	500
Child & Family Resources, Inc	Contribution	327
Child and Family Resources	Contribution	1,170
Child Focus	Purchase one table - 9th Annual Mother's Day Tea & Brunch	750
Children's Advocacy Alliance	Contribution on behalf of Laura & Guy Hobbs	500
Churchill County High School Greenwave Archery Team	National Archery Tournament	150
Churchill County Junior Livestock Show	Support for students	250
Clean Energy Project	Megawatt Level Contribution	5,000
Clifton Community Food Bank	Contribution	125
Cochise Community Foundation-Veterans Fund	Contribution	250
Communities in Schools Northeastern Nevada	Support for hunger prevention & wellness programs	500
Community Action Human Resources Agency	Santa Cruz Valley Food Bank	500
Community Food Bank of Southern Arizona	Community Food Bank Mardi Gras Sponsorship	3,000
Community Food Bank of Southern Arizona	Contribution	2,500
Community Food Pantry of Benson Arizona	Contribution	250
Community Information Referral	2012 Pledge to 2-1-1 Campaign	5,000
Coolidge Youth Coalition	Contribution	500
Court Appointed Special Advocates	Replaces lost check #6267	500
Crisis Nursery	Spirit of Southwest Designee - Mario Gradias	1,000
Crossroads Mission	Rescue Joe Tonight Campaign	500

**THE SOUTHWEST GAS CORPORATION FOUNDATION (FEIN: 94-2988564)**

**Form 990 PF, Part XV, Line 3: Grants and Contributions paid during the year 2012**

<i>Agency or Organization</i>	<i>Purpose</i>	<i>Amount</i>
<b>Contributions Distributed from Unrestricted Funds</b>		
Crossroads Mission	Don't Forget the Mission Contribution	500
Crossroads Mission	Thanksgiving Dinner	200
CSN Foundation	Gold Sponsorship - Legacy of Achievement Gala	5,000
Cystic Fibrosis Foundation, Nevada Chapter	Contribution on behalf of retiring employee Ted Pistone	775
David J Drakulich Art Foundation	Support of Veteran's Art Project	250
Desert Communities United Way	Contribution	3,500
Desert Communities United Way	Campaign Kick-Off & Miniature Golf Tournament	250
Desert Reign, Inc	Sponsorship of Desert Reign Sports & Nutrition Camp	500
Disabled Sports USA Far West	Contribution	1,000
Douglas ARC	Contribution for Mother's Day Cake Auction	300
Douglas Area Food Bank, Inc	Contribution	125
Douglas High School Safe Grad 2012	Contribution	150
DRI Foundation	Nevada Medal Dinner Sponsorship	5,000
Easter Seals	Contribution	1,000
Easter Seals Nevada	Gold Sponsorship - Walk With Me Event (4/7/12)	2,500
Easter Seals Nevada	Rental/Party Sponsor of Cheers to Chocolate	1,500
Educational Enrichment Foundation	Support of grants for teachers' classroom projects	500
Elko County Habitat for Humanity	Contribution	300
Elko Youth Rodeo	Contribution	150
Emerge Center Against Domestic Abuse	Contribution	1,500
Environmental Fund of Arizona, Inc	Contribution	2,500
Executive Women International - Phoenix Chapter	Silver Level Sponsor - Golf Tournament Fundraiser	1,500
Executive Women International - Phoenix Chapter	2012 Chapter Dues for Cheryl Boone	270
Family Promise of Las Vegas	Contribution	500
FIRST NV	FIRST Robotics Competition	500
First Southern Christian School	Contribution on behalf of retiring employee William Bower	745
FIT	Table - Notte di Carnevale	4,000
FIT	Contribution - Bunco de Mayo	1,000
FIT	Board member dues for Ken Kenny	250
Foundation of Yuma Regional Medical Center	Drive for School Supplies	120
Fountain Hills Sister Cities Corporation	Sponsor 2012 International Carnevale Celebration	250
Friends in Service Helping	Contribution	500
Friends of Arizona Public Radio	Matching/Pasqual Abiles, Jr	50
Friends of Metro Honor Guard	Contribution	1,000
Friends of the Tempe Center for the Arts	5th Anniversary of Fabulous!	1,000
Friends of the Victor Valley Museum	Inaugural Discovery Reception	500
Future City Competition - Arizona Region	2012 Competition	2,500
George Gervin Prep Academy	Silver sponsorship - Recognition Kickoff Dinner	1,500
George Washington University Law School	Matching/Edward C McMurtre	500
Gila Community Food Bank, Inc	Contribution	230
Girl Scouts of Southern Arizona Sahuarito	Contribution	155
Gleaning for the World	Contribution on behalf of retiring employee Don Harper	465
Golden W H E E L Organization	Bronze sponsor for "All You Need is Love" Gala	1,500
Goodwill of Southern Nevada	Contribution on behalf of Board member Jerry Schmitz	2,000
Goodwill of Southern Nevada	Smiling "G" Sponsor - Golf for Goodwill	1,500
Grant a Gift Autism Foundation	Buddy Sponsorship - Race for Hope and Fun Walk	1,000
Grant a Gift Autism Foundation	Contribution	1,000
Greater Phoenix Economic Council	Annual Pledge from March 2012 - March 2013	5,000
Greater Phoenix Urban League, Inc	2012 Whitney Young Dinner, Gold Sponsorship	10,000
Green Valley United Methodist Church	Contribution on behalf of Harry Brockway	760
Hi Desert Charities	Contribution on behalf of Tom Moessner	805

THE SOUTHWEST GAS CORPORATION FOUNDATION (FEIN: 94-2988564)

Form 990 PF, Part XV, Line 3: Grants and Contributions paid during the year 2012

Agency or Organization	Purpose	Amount
<b>Contributions Distributed from Unrestricted Funds</b>		
High Desert Resource Network	Contribution	500
Hospice Compassus	Contribution	200
Hugh O'Brian Youth Leadership	2012 Community Spirit Grant Program	1,000
Huntridge Teen Clinic	Contribution	250
ICLV - Celebrate Recovery	Community Spirit Award Winner Designee	500
Injured Marine Semper Fi Fund	Contribution on behalf of retiring employee Richard Keaton	375
Johns Hopkins	Contribution in Memory of Ernest Johnson	1,000
Junior Achievement of Arizona, Inc	Sponsorship of Arizona's Youth	3,000
Kids' Chance of Arizona	Contribution	150
LaRena Race	Contribution	150
Las Vegas Area Council, BSA	Gold sponsorship - Sporting Clays & Steel Challenge	10,000
Las Vegas Area Council, BSA	Life Sponsorship - Good Scout Luncheon (5/23/12)	10,000
Las Vegas Area Council, BSA	Tournament Sponsor-Invitational Golf Tournament	5,000
Las Vegas Area Council, BSA	Team Sponsorship - 2013 Scouter's Cup	1,000
Las Vegas Area Council, BSA	Scout Expo Ad	500
Las Vegas Area Council, BSA	Purchase table - Annual Banquet (3/3/12)	400
Las Vegas IIA Chapter	Student Scholarship Fund	200
Las Vegas Natural History Museum	Palenque Sponsorship - Dinosaur Ball	3,500
Las Vegas Natural History Museum	Exploration Level Corporate Membership	2,000
Las Vegas Philharmonic	1 Carat Table - Diamonds are Forever Gala	5,000
Las Vegas Science Festival Expo Day	Contribution	500
Las Vegas Sun Summer Camp Fund	Contribution	500
Legal Aid Center of Southern Nevada	Corporate Sponsorship - Pro Bono Awards Luncheon	2,500
Legal Aid of Southern Nevada	Contribution on behalf of Board member Karen Haller	2,500
Lied Discovery Children's Museum	Pledge / 2nd Installment	10,000
Lied Discovery Children's Museum	Building Block Council & Postage costs for Fantasy Gala	7,000
March of Dimes	March for Babies SV Event	500
March of Dimes	Contribution	500
March of Dimes Birth Defects Foundation	March for Babies Globe/Miami (March 2013)	300
March of Dunes, Nevada Chapter	Signature Chefs - Table	2,500
March of Dunes, Southern Arizona Division	March for Babies	500
Maricopa Community College Foundation	Matching/Joanne Barrett	50
Maricopa Community Colleges	Matching/Don Copler	35
Maricopa County NAACP	Sponsor 2012-2013 Books on Top Phoenix Project	2,000
Mayors Prayer Breakfast/UWSN	Platinum Sponsor	5,000
MGFA	Sponsor Walk on behalf of Bethany Bergh/BB's Noodles	500
Miracle Flights for Kids	Contribution	500
Miracle Flights for Kids	Contribution	250
Mobile Meals of Tucson, Inc	Contribution	1,170
Mojave Valley United Way	Contribution	1,000
Moses House Ministries	Contribution	500
Nathan Adelson Hospice	Orchestra Sponsor - Serenades of Life (10/27/12)	1,000
Nathan Adelson Hospice	Contribution	500
Nathan Adelson Hospice Foundation, Inc	Contribution on behalf of retiring employee Stephen Kircher	760
National Energy Foundation	Contribution	1,498
National Kidney Foundation of Arizona	Sponsor Dancing with the Stars Arizona 2012	3,000
National Right to Work Legal Defense Foundation, Inc	Legal Defense Work	1,500
Neighborhood Housing Services of Phoenix	Home Sweet Home Sponsorship at Developer Level	5,000
Nevada Childhood Cancer Foundation	Contribution on behalf of Alice Bamhart	685
Nevada Children's Center	Table sponsor - Great Gatsby Gala	2,000
Nevada Diabetes Association	SALUTE Wine Tasting - Platinum Sponsor	3,500

**THE SOUTHWEST GAS CORPORATION FOUNDATION (FEIN: 94-2988564)**

**Form 990 PF, Part XV, Line 3: Grants and Contributions paid during the year 2012**

<i>Agency or Organization</i>	<i>Purpose</i>	<i>Amount</i>
<b>Contributions Distributed from Unrestricted Funds</b>		
Nevada Military Support Alliance	Contribution	250
Nevada Opera Theatre	Support for Opera Outreach Performances	3,000
Nevada Partnership for Homeless Youth	Contribution	2,500
Nevada Partnership for Homeless Youth	Purchase one table - Graduation Dinner (6/30/12)	450
Nevada Public Radio	Leadership Circle Challenge Sponsor	1,000
Nevada State College Foundation	Table sponsor - 10th Anniversary Gala	2,000
NMSU Foundation	Annual sponsorship fee for Center for Public Utilities	3,000
OASIS Tucson	Support for tutor kits - Intergenerational Tutoring Program	500
Operation Graduation	Contribution	200
Opportunity Village	Contribution on behalf of retiring employee Robert Brewer	925
Outside Las Vegas Foundation	Silver Corporate Sponsor for Open Space & Trails Summit	1,000
Outside Las Vegas Foundation	Contribution on behalf of Laura Lopez-Hobbs	1,000
Pat Tillman Foundation	8th Annual Pat's Run/Walk - April 21, 2012	3,500
Payne Foundation dba Driver's Edge	Contribution	1,000
Pershing County Senior Center	Support for the facility remodel	240
Phoenix Art Museum	2013 Corporate Directors Circle Level Membership	1,500
Phoenix Children's Hospital Foundation	Children's blood cancer research	2,000
Phoenix Community Alliance	Annual contribution assessment for 2012	2,500
Phoenix Community Alliance	Central Avenue Holiday Decoration Fund	210
Phoenix Rotary Club Foundation	Mission of Mercy Medical Clinic Project	5,000
Phoenix Suns Charities	Membership - Sun Charities 88	988
Phoenix Symphony Guild	Annual Membership	2,000
Phoenix Symphony Guild dba Phoenix Youth Symphony	Sponsor of 2012 Phoenix Youth Symphony's Fall Concert	8,000
Pima Community College Foundation	Support of scholarships	1,000
Pima Council on Aging	Support of Home Repair/Seasonal Light-Up Partnership	4,000
Pima Council on Aging	Contribution	2,500
Pinal County Jr Livestock Committee	Contribution	200
Prodigal's Home	Contribution on behalf of Bruce Walberer	775
Project C U R E International Headquarters	Contribution on behalf of retiring employee Don Harper	385
Quiet Storm Foundation	Support of Las Vegas Hoops for Hope	1,000
Red Rock Canyon Interpretive Association	Mojave Max Desert Tortoise Program	500
Relay for Life of Eloy	Contribution	250
Ronald McDonald House	Sponsorship of "Runnin' for the House"	2,500
Ronald McDonald House Charities of Greater Las Vegas	Purchase table to "Ticket to Paradise Gala"	3,500
Ronald McDonald House Charities of Greater Las Vegas	Contribution on behalf of Southwest Gas Management	2,000
Rotary Club of Apple Valley Foundation	Contribution	750
Rotary Club of Big Bear Lake	Fireworks on the Lake	500
Rotary Club of Victor Valley Sunrise	Contribution	750
S A L T	Contribution	1,000
Sahuarita Girl Scouts Council	Girl Scouts Troop #314-Innovative & Contemporary Programs	200
Saint Vincent de Paul Community Food Bank	Contribution	250
Salvation Army	Purchase table - Benefit Banquet on 5/16/12	750
Salvation Army	Contribution	250
Salvation Army Boys & Girls Club	Paint the Town Red Dinner	250
Salvation Army of the Victor Valley	Contribution	1,000
Shade Tree Noah's Animal House	Contribution	1,000
Signal Peak Community Foundation	Donation to Boys & Girls Club of Globe	640
Sky Tavern Junior Ski Program	Contribution	250
Society of St. Vincent de Paul	Sponsor 11th Annual Golf for Charity	1,000
Society of St. Vincent de Paul	Food Drive	1,000
Society of St. Vincent DePaul	Contribution	327

**THE SOUTHWEST GAS CORPORATION FOUNDATION (FEIN: 94-2988564)**

*Form 990 PF, Part XV, Line 3: Grants and Contributions paid during the year 2012*

<i>Agency or Organization</i>	<i>Purpose</i>	<i>Amount</i>
<b>Contributions Distributed from Unrestricted Funds</b>		
Soroptimist International of Victor Valley	41st Christmas Fantasy Donation	500
South Lake Tahoe High School Safe Grad 2012	Contribution	150
Southern Nevada Devil Pups	Support of Summer Camp for Teenagers	525
St Elizabeth of Hungary	Contribution	3,000
St Elizabeth of Hungary Clinic	Contribution	1,170
St Jude Children's Research Hospital	Spirit of Southwest Award Designee - Dean Branch	1,000
St Mary Medical Center Foundation	Contribution	1,000
St Mary's Food Bank Alliance	Contribution	10,000
St Rose Dominican Hospital Foundation	Rose Regatta Entertainment Stage Sponsor	2,500
St Vincent de Paul	Contribution	500
St Vincent DePaul Community Food Bank	Contribution	125
Steven G Schorr Elementary School PTA	Charity Golf Classic (11/13/12)	1,000
Suicide Prevention Network	Contribution	250
Tahoe Nordic Search and Rescue Team	Contribution	500
Tahoe Safe Alliance	Contribution	500
Tempe Community Action Agency	First Crush Sponsor (1,000) & Home Delivered Prog (3,000)	4,000
Tempe Preparatory Academy Foundation	Capital Campaign	5,000
Tempe Union High Schools Education Foundation	TAPP Program	500
The Food Allergy & Anaphylaxis Network	Bronze sponsor - Walk on October 6, 2012	500
The Gary Sunse Foundation	2012 Salute the Troops Event	10,000
The Healing Journey	2012 Women's Expo	250
The Michael J Fox Foundation for Parkinson's Research	Spirit of Southwest Award Designee - Kim Davis	1,000
The Nature Conservancy	Contribution	250
The Salvation Army	Contribution	1,000
The Salvation Army	Contribution	500
The Smith Center	Pledge / 2nd Installment	2,500
The University of Arizona Foundation	Matching/Karen Haller	150
The University of Arizona Foundation	Matching/Don Copler	35
Therapeutic Riding Center	Contribution	250
Three Square	Pledge (1st Installment of Two Year Pledge)	5,000
TIE Foundation	TIE Joseph Spracale Awards Dinner	500
Town of Gila Bend Food Bank	Contribution	500
Triangle YMCA Camp	Support for Children's Summer Program	1,185
Tucson Children's Museum	Contribution	1,170
Tucson Medical Center/Peppi's House	Contribution	1,170
Tucson Rodeo Parade Committee, Inc	Spirit of Southwest Award Designee - Lewis Culin	1,000
Tucson Youth Development, Inc	Sponsorship of 2012 Holiday Sharing Project	1,000
U of U Alumni Association	Golf Tournament Sponsor (4/19/12)	1,000
United Blood Services	Red Blood Cell Sponsor - Life High School Awards Banquet	500
United Cerebral Palsy of Central Arizona	Sponsor Bondurant Cup	1,000
United Fund of Globe Miami, Inc	Contribution	400
United Way of Northern Nevada and the Sierra	Contribution	2,025
United Way of Sierra Vista and Cochise County	Annual Contribution for Southeast District 2012 Campaign	500
United Way of Tucson and Southern Arizona	Contribution	1,170
United Way of Yuma County	Corporate Sponsor	841
United Way of Yuma County	Walk a Mile in Their Shoes	211
University of Arizona Foundation	Pledge / 2nd Installment	25,000
University of Arizona Foundation	Matching/Martha A Marek	510
University of Arizona Foundation	Matching/Lorraine Davidson	100
UNLV Foundation	Pledge / 2nd Installment	50,000
UNLV Foundation	President's Inner Circle - Gold	10,000

**THE SOUTHWEST GAS CORPORATION FOUNDATION (FEIN: 94-2988564)**

*Form 990 PF, Part XV, Line 3: Grants and Contributions paid during the year 2012*

<i>Agency or Organization</i>	<i>Purpose</i>	<i>Amount</i>
<b>Contributions Distributed from Unrestricted Funds</b>		
UNLV Foundation	UNLV Foundation Annual Dinner - Advisors Table	5,000
UNLV Foundation	Lieder Awards Event (9/20/12)	1,500
UNLV Foundation	Matching/Debra Gallo	1,300
UNLV Foundation	Purchase four tickets - Senior Design Dinner	600
UNLV Foundation	Matching/Steve Comer	500
UNLV Foundation	Silver Sponsor - 2012 Tech Connect Event	500
UNLV Foundation	Economics Advisory Board	500
UNLV Foundation	Matching/Roy Centrella	100
UNR - College of Engineering	Matching/Jeanne L. Cardin	1,000
University of Utah	Matching/Jeffrey W. Shaw	2,500
Uplift Foundation of Nevada	Support of Student Leadership Conference	1,000
US Vets	Honoring Those Who Serve Benefit Dinner	1,500
Utah State University	Matching/James Cattanach	50
Valle del Sol	Contribution	5,000
Valley Assistance Services	Support of monetary assistance fund	1,500
Valley Forward Association	2012 Corporate Membership & Annual Business Membership	2,500
Valley Interfaith Project	2012 VIP Corporate Investment Campaign	3,500
Valley Metro	Sponsorship of 2012 Clean Air Campaign	500
Valley of the Sun Juneteenth	Event support - Indoor Freedom Zone	1,000
Valley of the Sun United Way	2011 Campaign Corporate Pledge	10,000
VALLEYLIFE	Gala Dinner Sponsorship	1,000
Variety Early Learning Center	Contribution	575
Variety Early Learning Center	Contribution	500
VFW Sunshine Capital - Post 1763	Motorcycle Fund Raising Event (12/15/12)	500
Victor Valley Chamber Foundation	Scholarships donation	1,650
Visionscope Groups	Contribution	250
Washington Legal Foundation	Civic Communications Program	500
Washington State University Foundation	Matching/Karen Haller	125
West Valley Church of Christ	Spirit of Southwest Award Designee - Lee Ramey	1,000

THE SOUTHWEST GAS CORPORATION FOUNDATION (FEIN: 94-2988564)

Form 990 PF, Part XV, Line 3: Grants and Contributions paid during the year 2012

<i>Agency or Organization</i>	<i>Purpose</i>	<i>Amount</i>
<b>Contributions Distributed from Unrestricted Funds</b>		
Willcox Against Substance Abuse	Contribution	327
Willcox Community Food Pantry	Contribution	250
Willcox Community Food Pantry	Contribution	125
Women's Transition Project Inc	Women's Transitional Housing/Treatment Center	250
Wounded Warrior Project	Spirit of Southwest Award Designee - Lee Anne Bylund	1,000
Wounded Warrior Project	Contribution on behalf of retiring employee Mike Davis	790
Wounded Warrior Project	Contribution on behalf of Marty Badalucco	725
Wounded Warrior Project	Contribution on behalf of retiring employee Kenneth Pollock	700
Wounded Warrior Project	Contribution on behalf of Vince Arcaro	415
Wounded Warrior Project, Inc	Contribution	750
Xico	Table sponsor - Annual Dinner & Art Auction (2/24/12)	950
YMCA of Southern Nevada	Strong Kids Campaign - Contributor Level	4,000
YMCA of Southern Nevada	Golf Tournament Team Sponsor(8/6/12)	1,600
Youth on Their Own	Contribution	500
Yuma Community Food Bank	Build a Hunger Free Community	200
Yuma Community Food Bank	Contribution	125
Yuma Community Foundation	Support for Yuma Veterans Fund	10,000
 Total Unrestricted Donations		 594,646
<b>Contributions Distributed from Temporarily Restricted Funds</b>		
Kelsey Acuna	HGL Scholarship	1,500
Cody Anderson	HGL Scholarship	1,500
Jorgina Arballo	HGL Scholarship	1,500
Joshua Aurich	HGL Scholarship	1,500
Alyse Dorman	HGL Scholarship	1,500
William Fang	HGL Scholarship	1,500

THE SOUTHWEST GAS CORPORATION FOUNDATION (FEIN: 94-2988564)

Form 990 PF, Part XV, Line 3: Grants and Contributions paid during the year 2012

<i>Agency or Organization</i>	<i>Purpose</i>	<i>Amount</i>
<b>Contributions Distributed from Unrestricted Funds</b>		
Jasmine Ghanb	HGL Scholarship	1,500
Jacob Holly	HGL Scholarship	1,500
Brooke Johnson	HGL Scholarship	1,500
Dean McLaughlin	HGL Scholarship	1,500
Claire Melo	HGL Scholarship	1,500
Sarah Schrader	HGL Scholarship	1,500
Anthony Sikorski	HGL Scholarship	1,500
Henry Sikorski	HGL Scholarship	1,500
Nicholas Sikorski	HGL Scholarship	1,500
William Thacker	HGL Scholarship	1,500
Cody Wood-Hromidko	HGL Scholarship	1,500
Jesseca Zwerg	HGL Scholarship	1,500
Michael Ledesma	HGL Scholarship	1,500
Trent VanTress	HGL Scholarship	1,500
Megan Justice	HGL Scholarship	1,500
Kylie Thompson	HGL Scholarship	1,500
Stephanie Lobos	HGL Scholarship	1,500
Kundra Stanfield	HGL Scholarship	1,500
 Total Restricted Donations		 36,000
 Gross Distributions		
		 \$ 630,646

**SOUTHWEST GAS CORPORATION****CONTRIBUTIONS REQUEST FROM FOUNDATION (over \$100)**

ORC \_\_\_\_\_ District number and name \_\_\_\_\_ Division \_\_\_\_\_

Department \_\_\_\_\_ Date request received \_\_\_\_\_

Requesting organization \_\_\_\_\_

Contact name \_\_\_\_\_

Address \_\_\_\_\_

Telephone number \_\_\_\_\_ Employer ID # \_\_\_\_\_

**Note:** Attach a copy of the I.R.S. letter to the requesting organization qualifying them as a non-profit, tax-exempt, charitable organization in accordance with I.R.C. 501 (c) (3). The employer identification number should be included in the I.R.S. letter.

Make check payable to (name if different than above) \_\_\_\_\_

Send check to (address if different than above) \_\_\_\_\_

**OR** Forward check to SWG originator (name) \_\_\_\_\_ Mail code \_\_\_\_\_

Dollar amount or service requested \_\_\_\_\_

Purpose \_\_\_\_\_

Comments (if any) \_\_\_\_\_

**Recommended amount \$** \_\_\_\_\_

Recommended by (SWG employee name, position and signature) \_\_\_\_\_

To be paid now?  Yes  NoTo be paid by pledges?  Yes  No

If this donation is to be paid by pledges, indicate payments and dates below.

**Pledges***Amount of Payment**Due Date**Amount of Payment**Due Date*1<sup>st</sup>4<sup>th</sup>2<sup>nd</sup>5<sup>th</sup>3<sup>rd</sup>6<sup>th</sup>**Management Approval**Approved  Yes  No Amount Approved \$ \_\_\_\_\_

Date Approved \_\_\_\_\_

Manager or above (approves up to \$500) \_\_\_\_\_

(type name and sign)

Division Vice President (approves up to \$5,000) \_\_\_\_\_

(type name and sign)

**Note:** Contributions Committee approves for all requests over \$5,000.

**Contributions Committee**Approved  Yes  No Amount Approved \$ \_\_\_\_\_

Date Approved \_\_\_\_\_

By Committee Member \_\_\_\_\_

(type name and sign)

Comments (if any) \_\_\_\_\_

Budget Charged:  Executive  Operations Budgeted  Non-Budgeted**Distribution:** White – President & CEO, LVB-283  
Pink – Originator (with check if applicable)Canary – Tax Department, LVC-435  
Gold – Originator

**The Southwest Gas Corporation Foundation (FEIN 94-2988564)**  
**For tax year 2012**

**Form 990-PF, Part XV, Line 3b: Grants and Contributions approved for future payments**

<b>Recipient</b>	<b>Purpose</b>	<b>Grant</b>	<b>Payable in Future Years</b>
University of Arizona Foundation	To provide support	\$100,000 payable over four years	\$50,000
UNLV - Alternative Energy Initiative	To provide support	\$250,000 payable over five years	150,000
The Smith Center	To provide support	\$10,000 payable over five years	5,000
Lied's Discovery Children's Museum	To provide support	\$50,000 payable over five years	\$30,000
Three Square	To provide support	\$10,000 payable over two years	\$5,000
<b>TOTAL</b>			<b><u>\$240,000</u></b>

**The Southwest Gas Corporation Foundation (FEIN 94-2988564)**  
**For tax year 2012**

**Form 990-PF, Part VI, Line 11: Amount Credited to 2013 Estimated Tax**

2012				
Tax Owed	Credit From 2011 Payment	Payment Included with 2012 990-PF	Amount Overpaid	Amount to be credited to 2013 estimated tax
645	571	800	0	726

**The Southwest Gas Corporation Foundation (FEIN 94-2988564)**  
**For tax year 2012**

**Form 990-PF, Part I, Line 18, 23: Operating and Administrative Expenses**

<b>Expense</b>	<b>Description</b>	<b>Amount</b>
Taxes	Federal tax based on investment income	1,100
Bank Fees	Wells Fargo Bank Fees	159
<b>Total</b>		<b>\$ 1,259</b>

**The Southwest Gas Corporation Foundation (FEIN 94-2988564)**  
**Form 990-PF for tax year 2012**

Attached is a payment of \$800.00 for tax year 2012. Per 990-PF P. 4 line 9 for 2012 the tax due is \$74. Please credit 2013 estimated tax for the overpayment of \$726.00.