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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

Name of foundation GEORGE J & JESSICA HARRIS FOUNDATION		A Employer identification number 06-1393429
Number and street (or P O box number if mail is not delivered to street address) C/O ROBERT MASOTTI, 1100 SUMMER STREET	Room/suite	B Telephone number 203-323-1191
City or town, state, and ZIP code STAMFORD, CT 06905-5534		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,672,423.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		73.	73.		STATEMENT 1
4 Dividends and interest from securities		169,125.	169,125.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		24,207.			
b Gross sales price for all assets on line 6a		616,342.			
7 Capital gain net income (from Part IV, line 2)			24,207.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)		618.	618.		STATEMENT 3
11 Other income		194,023.	194,023.		
12 Total. Add lines 1 through 11		40,000.	10,000.		30,000.
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		6,214.	6,214.		0.
c Other professional fees STMT 5		38,231.	38,231.		0.
17 Interest					
18 Taxes STMT 6		1,000.	1,000.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		3,363.	1,681.		1,682.
24 Total operating and administrative expenses. Add lines 13 through 23		88,808.	57,126.		31,682.
25 Contributions, gifts, grants paid		270,000.			270,000.
26 Total expenses and disbursements. Add lines 24 and 25		358,808.	57,126.		301,682.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-164,785.			
b Net investment income (if negative, enter -0-)			136,897.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		490,808.	246,383.	246,383.
	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				
	7	Other notes and loans receivable ▶				
		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 STMT 8		103,778.	103,778.	106,639.
	b	Investments - corporate stock STMT 9		1,790,915.	1,751,493.	2,457,538.
	c	Investments - corporate bonds STMT 10		58,250.	58,250.	62,451.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		2,268,242.	2,387,304.	2,799,412.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		4,711,993.	4,547,208.	5,672,423.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		4,711,993.	4,547,208.	
30	Total net assets or fund balances		4,711,993.	4,547,208.		
31	Total liabilities and net assets/fund balances		4,711,993.	4,547,208.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,711,993.
2	Enter amount from Part I, line 27a	2	-164,785.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,547,208.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,547,208.

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 SEE ATTACHED STATEMENTS				
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 616,342.		592,135.	24,207.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			24,207.	
2 Capital gain net income or (net capital loss)		2		24,207.
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). If (loss), enter -0- in Part I, line 8		3		N/A

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	255,084.	5,048,402.	.050528
2010	270,768.	5,133,871.	.052741
2009	242,739.	4,960,823.	.048931
2008	225,953.	4,885,259.	.046252
2007	303,264.	5,846,016.	.051875
2 Total of line 1, column (d)		2	.250327
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	.050065
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	5,622,169.
5 Multiply line 4 by line 3		5	281,474.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	1,369.
7 Add lines 5 and 6		7	282,843.
8 Enter qualifying distributions from Part XII, line 4		8	301,682.

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	1,369.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,369.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,369.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,645.	7	1,645.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	276.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 276. Refunded			

Part VII-A Statements Regarding Activities

	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CT</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **▶ N/A**

14 The books are in care of **▶ MASOTTI & MASOTTI** Telephone no. **▶ 203-323-1191**
 Located at **▶ 1100 SUMMER STREET, 4TH FLOOR, STAMFORD, CT** ZIP+4 **▶ 06905-5534**

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** **N/A**

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? **Yes** **No**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **▶** **X**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ _____		
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.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
ROBERT B WISE, ESQ 1100 SUMMER STREET, 4TH FLOOR STAMFORD, CT 06905-5534	TRUSTEE 1.00	10,000.	0.	0.
ROBERT P MASOTTI, CPA 1100 SUMMER STREET, 4TH FLOOR STAMFORD, CT 06905-5534	TRUSTEE 1.00	10,000.	0.	0.
CHARLOTTE WISE 25 SKYVIEW DRIVE STAMFORD, CT 06902-1509	TRUSTEE 2.00	10,000.	0.	0.
LAURA A MASOTTI 36 KINGSWOOD PLACE RIDGEFIELD, CT 06877-4709	TRUSTEE 2.00	10,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

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

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

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

0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	5,274,580.
b	Average of monthly cash balances	1b	433,206.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,707,786.
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	0.
3	Subtract line 2 from line 1d	3	5,707,786.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	85,617.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,622,169.
6	Minimum investment return. Enter 5% of line 5	6	281,108.

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	281,108.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,369.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,369.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	279,739.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	279,739.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	279,739.

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	301,682.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
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	301,682.
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	5	1,369.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	300,313.

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.

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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				279,739.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	15,517.			
b From 2008				
c From 2009				
d From 2010	16,810.			
e From 2011	4,950.			
f Total of lines 3a through e	37,277.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	301,682.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				279,739.
e Remaining amount distributed out of corpus	21,943.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	59,220.			
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		0.		
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	15,517.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	43,703.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	16,810.			
d Excess from 2011	4,950.			
e Excess from 2012	21,943.			

N/A

▶

☐ 4942(1)(3) or ☐ 4942(1)(5)

(4) Gross investment income

[illegible]

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.)
----------------	--	--

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

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:

1100 SUMMER STREET, STAMFORD, CT 06905-5534

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

THE PURPOSE FOR WHICH FUNDS ARE REQUESTED, COPY OF IRS DETERMINATION LETTER

c Any submission deadlines:

NONE

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

NONE

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 SCHEDULE ATTACHED	N/A	SEE SCHEDULE ATTACHED	SEE SCHEDULE ATTACHED	270,000.
Total			3a	270,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>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> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

- 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
N/A		

**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.

Signature of officer or trustee

Date _____

TRUSTEE
Title

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

PTIN

MASOTTI & MASOTTI

07/31/13

P00281062

Firm's name ► **MASOTTI & MASOTTI, LLC**

Firm's EIN ► 06-0769038

Firm's address ► 1100 SUMMER STREET
STAMFORD, CT 06905

Phone no. (203) 323-1191

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 334.3 KRAFT FOODS INC CL A		P	VARIOUS	12/19/12
b 2000 BAC CAPITAL TRUST II		P	12/15/04	11/05/12
c 1238 GENERAL ELECTRIC CAPITAL CORP PFD		P	05/12/04	11/13/12
d 262 GENERAL ELECTRIC CAPITAL CORP PFD		P	05/12/04	01/02/13
e 3000 FERRELL GAS PARTNERS, LP		P	VARIOUS	01/23/13
f 1200 MARKET VECTORS OIL SERVICES		P	12/23/11	01/23/13
g 1500 CPFL ENERGIA SA ADR		P	01/13/12	05/29/13
h 1676.452 NUVEEN TRADEWINDS VALUE OPPORT CL A		P	VARIOUS	08/20/12
i 1831.6 NUVEEN TRADEWINDS VAL OPPORT CL A		P	VARIOUS	08/20/12
j 16444.807 PIMCO TOTAL RETURN CL P		P	VARIOUS	02/08/13
k 989.218 PIMCO TOTAL RETURN CL P		P	VARIOUS	02/08/13
l 6665.623 JP MORGAN HIGH YIELD SELECT		P	VARIOUS	06/03/13
m 434.068 JP MORGAN HIGH YIELD SELECT		P	VARIOUS	06/03/13
n 8773.425 MAINSTAY HIGH YIELD CORP BOND FUND		P	VARIOUS	06/03/13
o 641.613 MAINSTAY HIGH YIELD CORP BOND FUND		P	VARIOUS	06/03/13

(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 15,376.		2,654.	12,722.
b 50,000.		50,414.	-414.
c 30,950.		30,584.	366.
d 6,550.		6,473.	77.
e 54,689.		30,860.	23,829.
f 48,968.		60,410.	-11,442.
g 33,146.		43,299.	-10,153.
h 49,774.		55,704.	-5,930.
i 4,606.		4,725.	-119.
j 184,017.		185,048.	-1,031.
k 11,069.		11,202.	-133.
l 54,925.		51,339.	3,586.
m 3,989.		3,940.	49.
n 53,869.		51,577.	2,292.
o 3,940.		3,906.	34.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			12,722.
b			-414.
c			366.
d			77.
e			23,829.
f			-11,442.
g			-10,153.
h			-5,930.
i			-119.
j			-1,031.
k			-133.
l			3,586.
m			49.
n			2,292.
o			34.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

3

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 CAPITAL GAINS DIVIDENDS				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 10,474.			10,474.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			10,474.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	24,207.
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). If (loss), enter "-0-" in Part I, line 8 }		3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
DEPARTMENT OF THE TREASURY	1.
FIRST NIAGARA BANK NA	37.
JP MORGAN ASSET MANAGEMENT	1.
MORGAN STANLEY	34.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	73.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIAMANT INVESTMENT CORP	83,138.	0.	83,138.
MICHIGAN BELL TELEPHONE	3,925.	0.	3,925.
MORGAN STANLEY	80,745.	10,474.	70,271.
MUNICIPAL BOND INCOME	5,538.	0.	5,538.
UBS FINANCIAL SERVICES	6,253.	0.	6,253.
TOTAL TO FM 990-PF, PART I, LN 4	179,599.	10,474.	169,125.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FERRELL GAS PARTNERS LP	2,504.	2,504.	
ONEOK PARTNERS LP	-297.	-297.	
PLAINS ALL AMERICAN PIPELINE	2,885.	2,885.	
ENBRIDGE ENERGY PARTNERS LP	-2,365.	-2,365.	
AMERIGAS PARTNERS LP	-2,109.	-2,109.	
TOTAL TO FORM 990-PF, PART I, LINE 11	618.	618.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	6,214.	6,214.			0.
TO FORM 990-PF, PG 1, LN 16B	6,214.	6,214.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEE	38,231.	38,231.			0.
TO FORM 990-PF, PG 1, LN 16C	38,231.	38,231.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ESTIMATED TAX PAYMENT	1,000.	1,000.			0.
TO FORM 990-PF, PG 1, LN 18	1,000.	1,000.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	3,363.	1,681.			1,682.
TO FORM 990-PF, PG 1, LN 23	3,363.	1,681.			1,682.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED		X	103,778.	106,639.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			103,778.	106,639.
TOTAL TO FORM 990-PF, PART II, LINE 10A			103,778.	106,639.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,751,493.	2,457,538.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,751,493.	2,457,538.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	58,250.	62,451.
TOTAL TO FORM 990-PF, PART II, LINE 10C	58,250.	62,451.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	COST	2,387,304.	2,799,412.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,387,304.	2,799,412.

GEORGE J. & JESSICA HARRIS FOUNDATION

SECURITIES VALUATION

FISCAL YEAR ENDED JUNE 30, 2013

Form 990-PF, Balance Sheet Part II, Line 10(a)-(c) & Line 13

NO. OF SHARES	SECURITIES	COST BASIS	MARKET VALUE
<u>COMMON STOCKS:</u>			
1,450	ALTRIA GROUP INC	7,376.40	50,735.50
500	AMERICAN EXPRESS	33,065.17	37,380.00
150	APPLE, INC	60,304.56	59,479.50
1,200	AT&T	33,234.44	42,480.00
1,000	CISCO SYSTEMS INC	43,753.20	24,335.00
3,600	COLGATE PALMOLIVE CO	90,312.00	206,244.00
1,000	CONOCOPHILLIPS	49,807.62	60,500.00
400	EXXON MOBIL CORP	23,916.80	36,140.00
2,200	GENERAL ELECTRIC	49,541.90	51,018.00
1,000	GLAXOSMITHKLINE	56,549.90	49,970.00
1,200	HOME DEPOT INC	46,637.76	92,964.00
1,800	JOHNSON & JOHNSON	99,758.96	154,548.00
3,600	JOHNSON CONTROLS INC	82,068.56	128,844.00
500	MCDONALDS CORP	45,172.25	49,500.00
1,600	MONDELEZ INTERNATIONAL, INC.	20,611.01	45,648.00
1,000	PEPSICO INC	63,660.30	81,790.00
1,500	PETSMART INC	40,253.55	100,485.00
4,788	PFIZER INC	124,576.55	134,111.88
1,450	PHILIP MORRIS INTERNATIONAL	16,808.52	125,599.00
500	PHILLIPS 66	14,802.08	29,455.00
1,100	PROCTOR & GAMBLE	61,023.48	84,689.00
1,700	UNITED TECHNOLOGIES CORP	95,378.34	157,998.00
2,000	VARIAN MEDICAL SYSTEMS, INC	68,862.91	134,900.00
1,500	VERIZON COMMUNICATIONS	63,917.85	75,510.00
700	WALT DISNEY COMPANY	24,069.53	44,205.00
TOTAL COMMON STOCKS		1,315,463.64	2,058,528.88
<u>EXCHANGE TRADED FUNDS:</u>			
500	ISHARES MSCI BRAZIL	35,067.15	21,930.00
TOTAL EXCHANGE-TRADED FUNDS		35,067.15	21,930.00
<u>UTILITY STOCKS:</u>			
1,000	AMEREN CORP	49,235.48	34,440.00
800	CONSOLIDATED EDISON	34,157.19	46,648.00
1,500	GREAT PLAINS ENERGY INC	46,586.25	33,810.00

GEORGE J. & JESSICA HARRIS FOUNDATION
SECURITIES VALUATION

FISCAL YEAR ENDED JUNE 30, 2013

Form 990-PF, Balance Sheet Part II, Line 10(a)-(c) & Line 13

825	INTEGRYS ENERGY GROUP, INC	43,296.68	48,287.25
1,500	PUBLIC SERVICE ENTERPRISE GRO	47,964.90	48,990.00
2,600	TECO ENERGY CORP	49,946.52	44,694.00
TOTAL UTILITY STOCKS		271,187.02	256,869.25
<u>PREFERRED STOCK:</u>			
2,000	CITIGROUP CAP IX 6.00 % PFD	50,459.60	49,900.00
1,000	ROYAL BANK OF SCOTLAND GRP PLC 5.75 %	24,977.30	20,450.00
2,000	ROYAL BANK OF SCOTLAND PFD F 7.65 %	54,338.00	49,860.00
TOTAL PREFERRED STOCKS		129,774.90	120,210.00
TOTAL CORPORATE STOCK INVESTMENTS [Line 10(b)]		1,751,492.71	2,457,538.13
<u>CORPORATE BONDS:</u>			
50,000	MICHIGAN BELL TELEPHONE 7.85 % 01-15-22	58,250.00	62,451.20
TOTAL CORPORATE BONDS [Line 10(c)]		58,250.00	62,451.20
<u>MUNICIPAL BONDS</u>			
75,000	STAMFORD CT G.O. 5.550 % 08-01-29	78,045.03	78,987.75
25,000	WISCONSIN G.O. 5.500 % 05-01-29	25,732.70	27,651.00
TOTAL MUNICIPAL BONDS		103,777.73	106,638.75
<u>Mutual Funds:</u>			
4,683.029	AMERICAN FUNDS GROWTH FUND CLASS F	130,996.03	180,109.30
11,104.125	BLACKROCK EQUITY DIVIDEND FUND CL A	189,107.37	242,403.05
7,025.891	BLACKROCK GLOBAL ALLOCATION FUND INC CL A	130,658.94	145,506.20
3,799.181	CALAMOS EVOLVING WORLD GROWTH FUND CL A	50,117.65	48,021.65
8,412.815	HENDERSON GLOBAL EQUITY INCOME CLASS A	61,120.15	63,180.24
5,638.655	IVY ASSET STRATEGY FUND CLASS A	130,596.94	152,243.69
13,555.503	LOOMIS SAYLES STRATEGIC INCOME FUND CL A	198,779.21	211,330.29
8,382.230	NEUBERGER BERMAN LG SH INST	100,000.00	98,994.14
1,478.214	OPPENHEIMER DEVELOPING MARKETS FUND CL A	49,644.95	49,608.86
16,671.077	OPPENHEIMER INTL BOND FD CL A	113,133.58	101,360.15
18,715.911	PIMCO ALL ASSET FUND CL A	225,802.90	224,403.77
19,641.563	PRUDENTIAL ABSOLUTE RETURN BOND FUND	196,805.77	192,290.90
5,464.932	PRUDENTIAL GLOBAL REAL ESTATE FUND CL A	105,437.12	118,698.32
6,807.131	PRUDENTIAL JENNISON 20/20 FOCUS FUND CL A	108,719.69	121,983.79

GEORGE J. & JESSICA HARRIS FOUNDATION**SECURITIES VALUATION****FISCAL YEAR ENDED JUNE 30, 2013****Form 990-PF, Balance Sheet Part II, Line 10(a)-(c) & Line 13**

11,573.780	PUTNAM FLOATING RATE INCOME FUND	103,024.97	102,890.90
11,029.670	SENTINEL CONSERVATIVE STRATEGIES FUND CL A	129,012.74	143,496.01
10,912.927	WELLS FARGO ASSET ALLOCATION FUND CLASS A	132,259.58	144,814.54
TOTAL MUTUAL FUNDS		2,155,217.59	2,341,335.80
<u>REITS:</u>			
2,000	HEALTH CARE PROPERTY INVESTORS, INC.	42,016.00	90,880.00
1,800	MACK-CALI REALTY CORP	66,025.72	44,082.00
1,200	WASHINGTON REAL ESTATE INVESTMENT TRUST	36,000.44	32,292.00
TOTAL REITS		144,042.16	167,254.00
<u>PUBLICLY TRADED LIMITED PARTNERSHIPS:</u>			
600	AMERIGAS PARTNERS, L.P.	21,412.92	29,658.00
1,600	ENBRIDGE ENERGY PARTNERS, LP	4,838.20	48,784.00
600	KINDER MORGAN ENERGY PARTNERS, LP	52,050.74	51,240.00
1,000	ONEOK PARTNERS LP	(5,090.50)	49,520.00
2,000	PLAINS ALL AMERICAN PIPE LINE LP	14,833.00	111,620.00
TOTAL PARTNERSHIPS		88,044.36	290,822.00
TOTAL OTHER INVESTMENTS [Line 13]		2,387,304.11	2,799,411.80
TOTAL - ALL INVESTMENTS		4,300,824.55	5,426,039.88