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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
WILLIAM H & MATTIE WATTIS
HARRIS FOUNDATION

A Employer identification number
26-2841027

Number and street (or P O box number if mail is not delivered to street address)
6655 WEST SAHARA

Room/suite
B-118

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

City or town, state or province, country, and ZIP or foreign postal code
LAS VEGAS NV 89146

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 9,005,954

J Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	13,956	13,956		
	4	Dividends and interest from securities	221,916	221,916		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	31,987			
	b	Gross sales price for all assets on line 6a 730,913				
	7	Capital gain net income (from Part IV, line 2)		31,987		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 2	3,508	3,508		
	12	**Total.** Add lines 1 through 11	271,367	271,367	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages	53,000	26,500		26,500
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	8,530	8,530		
	c	Other professional fees (attach schedule) STMT 4	33,760	33,760		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	16,470	14,194		2,276
	19	Depreciation (attach schedule) and depletion STMT 6	327	164		
	20	Occupancy	18,179	9,090		9,089
	21	Travel, conferences, and meetings	6,958			6,958
	22	Printing and publications	119			119
	23	Other expenses (att sch) STMT 7 STMT 8	23,949	8,504		15,445
	24	**Total operating and administrative expenses.** Add lines 13 through 23	161,292	100,742	0	60,387
	25	Contributions, gifts, grants paid	274,060			274,060
	26	**Total expenses and disbursements.** Add lines 24 and 25	435,352	100,742	0	334,447
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-163,985			
	b	**Net investment income** (if negative, enter -0-)		170,625		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing	2,416	1,081	1,081
	2	Savings and temporary cash investments	255,954	455,063	455,063
	3	Accounts receivable ▶ 221			
		Less: allowance for doubtful accounts ▶		221	221
	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 (att. schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,130	3,130	3,130
	10a	Investments – U.S and state government obligations (attach schedule) STMT 9	204,392	102,642	113,680
	b	Investments – corporate stock (attach schedule) SEE STMT 10	3,814,020	3,508,301	7,465,817
	c	Investments – corporate bonds (attach schedule) SEE STMT 11	208,139	276,607	265,397
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 12	48,164	27,420	683,428
	14	Land, buildings, and equipment basis ▶ 79,876			
		Less accumulated depreciation (attach sch) ▶ STMT 13 76,620	3,583	3,256	3,256
	15	Other assets (describe ▶ SEE STATEMENT 14)	17,478	14,881	14,881
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	4,557,276	4,392,602	9,005,954
Liabilities	17	Accounts payable and accrued expenses	4,135	3,472	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	4,135	3,472	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,553,141	4,389,130	
	30	**Total net assets or fund balances** (see instructions)	4,553,141	4,389,130	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,557,276	4,392,602	

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	4,553,141
2	Enter amount from Part I, line 27a	2	-163,985
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,389,156
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	26
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,389,130

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	31,987
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))
2012	277,097	7,376,451	0.037565
2011	257,869	6,459,208	0.039923
2010	316,521	5,797,579	0.054595
2009	349,555	5,159,633	0.067748
2008	360,913	6,730,358	0.053625

2 **Total** of line 1, column (d)	2	0.253456
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050691
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,309,959
5 Multiply line 4 by line 3	5	421,240
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,706
7 Add lines 5 and 6	7	422,946
8 Enter qualifying distributions from Part XII, line 4	8	334,447

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,413
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0
3	Add lines 1 and 2			3	3,413
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,413
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,321		
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	5,321
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,908
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1,908 Refunded ▶			11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? If "Yes," attach a detailed description of the activities.	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? If "Yes," attach a conformed copy of the changes	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 **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	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? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation SEE STMT 16	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ HARRISFOUNDATION-NEVADA.COM

14 The books are in care of ▶ KAREN WINNEFELD Telephone no ▶ 702-253-1317

6655 WEST SAHARA SUITE B-118

Located at ▶ LAS VEGAS NV ZIP+4 ▶ 89146

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	1c		
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	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. ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013)	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 2013?		4b		X

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

5a	During the year did the foundation pay or incur any amount to·			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
	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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and 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
SEE STATEMENT 16				

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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	8,411,251
b	Average of monthly cash balances	1b	8,913
c	Fair market value of all other assets (see instructions)	1c	16,343
d	**Total** (add lines 1a, b, and c)	1d	8,436,507
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	8,436,507
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	126,548
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,309,959
6	**Minimum investment return.** Enter 5% of line 5	6	415,498

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	415,498
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a 3,413		
b	Income tax for 2013. (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	3,413
3	Distributable amount before adjustments Subtract line 2c from line 1	3	412,085
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	412,085
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	412,085

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	334,447
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	334,447
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	334,447

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					412,085
2 Undistributed income, if any, as of the end of 2013:					
a Enter amount for 2012 only					
b Total for prior years: 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2013:					
a From 2008	38,931				
b From 2009	92,842				
c From 2010	28,896				
d From 2011					
e From 2012					
f **Total** of lines 3a through e		160,669			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 334,447					
a Applied to 2012, 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 2013 distributable amount					334,447
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))		77,638			77,638
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		83,031			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount – see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount – see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		83,031			
10 Analysis of line 9					
a Excess from 2009	54,135				
b Excess from 2010	28,896				
c Excess from 2011					
d Excess from 2012					
e Excess from 2013					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test – enter. (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

N/A

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

N/A

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 address of the person to whom applications should be addressed

KAREN WINNEFELD 702-253-1317
6655 WEST SAHARA LAS VEGAS NV 89146

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

SEE STATEMENT 17

c Any submission deadlines

SEMI-ANNUAL FEBRUARY 1 AND AUGUST 1

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

SEE STATEMENT 18

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				274,060
Total			▶ 3a	274,060
b Approved for future payment YOUR COMMUNITY CONNECTION 2261 ADAMS AVENUE OGDEN UT 84401			MATTIE W HARRIS-AMERICAN WOMAN AWARD	15,000
Total			▶ 3b	15,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	13,956	
4 Dividends and interest from securities			14	221,916	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	3,508	
8 Gain or (loss) from sales of assets other than inventory		945	14	31,042	
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)		945		270,422	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 271,367

(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.)
N/A	

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

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

Signature of officer or trustee: [signature] | Date: 5/8/14 | Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
ROBERT D PRICE	[signature]	05-06-14	
Firm's name ▶ TERRY, PRICE & WUNDERLI, LLC		PTIN	P00997254
Firm's address ▶ 4460 HIGHLAND DR STE 330		Firm's EIN ▶	20-2097679
SALT LAKE CITY, UT 84124-3562		Phone no	801-272-8990

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

CONTRIBUTIONS 12/31/2013

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Amicus 15 South 5th Street, Suite 1100 Minneapolis, MN 55402	NO	Reconnect Program	3,000.00
Art Center (The) **Western Colorado Center for the Arts** 1803 North 7th Street Grand Junction, CO 81501	NO	Discretionary	1,000.00
Artsmart New Mexico 102 East Water Street Santa Fe, NM 87501	NO	Youth Arts Program	5,000.00
Aspen Center for Environmental Studies 2001 Hook Spur Road Basalt, CO 81621	NO	Discretionary Grant	2,000.00
Aspen Santa Fe Ballet 0245 Sage Way Aspen, CO 81611	NO	Discretionary. Aspen Campus.	3,000.00
Bilingual Education for Central America - BECA 418 East 84th Street, #5 New York, NY 10028	NO	Discretionary Grant	3,000.00
Billfish Foundation (The) 2161 E. Commercial Blvd., 2nd Floor Ft. Lauderdale, FL 33308	NO	Discretionary	1,000.00
		Page Total	18,000.00

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

CONTRIBUTIONS 12/31/2013

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Born Free USA PO Box 22505 Sacramento, CA 95822	NO	Sea Sense Program	5,000.00
Canyonlands Field Institute PO Box 68 Moab, UT 84532	NO	Field Camp Planning Discretionary Grant	5,000.00 1,000.00
Central Utah Art Center 175 East 200 South Salt Lake City, UT 84111	NO	Art Education Program	5,000.00
Challenge Aspen PO Box 6639 Snowmass, CO 81615	NO	Discretionary Grant	1,000.00
Cheetah Conservation Fund 2210 Mt. Vernon Avenue, 2nd Floor Alexandria, VA 22301	NO	Discretionary Grant	1,000.00
Colorado Mountain Club 710 10th Street, Suite 200 Golden, CO 80401	NO	Youth Education Programs	2,500.00
Council on Foundations PO Box 0021 Washington, DC 20055	NO	Annual membership grant	160.00
		Page Total	20,660.00

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

CONTRIBUTIONS 12/31/2013

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Craighead Institute 201 South Wallace Avenue, Suite B2D Bozeman, MT 59715	NO	Pika Conservation Project	3,000.00
Darlington School 1014 Cave Springs Road Rome, GA 30161	NO	Discretionary Grant	4,500.00
Dothan Miracle League 2526 West Main Street, P.O. Box 8743 Dothan, AL 36304	NO	Discretionary Grant	5,000.00
EcoFlight 311K, AABC Aspen, CO 81611	NO	Discretionary Grant	1,000.00
Elementary Institute of Science 601 51st Street San Diego, CA 92114	NO	Youth Science Programs	3,500.00
Fresh Start Surgical Gifts 2011 Palomar Airport Road, #206 Carlsbad, CA 92011	NO	Surgery Weekend Cycle	2,000.00
Girls Scouts of New Mexico 400 Jefferson Plaza NE Albuquerque, NM 87109	NO	Nambe Pueblo Wellness Program	6,000.00

Page Total 25,000.00

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

CONTRIBUTIONS 12/31/2013

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Glen Canyon Institute 429 East 100 South Salt Lake City, UT 84111	NO	Lake Mead First Project	4,000.00
Great Ogden Community Nature Center 966 West 12th Street Ogden, UT 84404	NO	Summer Day Camp	6,000.00
Greater Tacoma Community Foundation 950 Pacific Avenue, Suite 1100 Tacoma, WA 98402	NO	Harlock Park Place.	5,000.00
Guide Dogs for the Blind P.O. Box 3950 San Rafael, CA 94912	NO	Discretionary Grant	1,250.00
Higher Ground Youth Challenge PO Box 1071 Longmont, CO 80502	NO	Summer Camp Programs	6,000.00
Huntington's Disease Society of America Las Vegas Affiliate 27702 Crow Valley Pkwy, D-4, #360 Las Vegas, NV 92694	NO	Las Vegas Support Group	1,000.00
Indian Pueblo Cultural Center 2401 12th Street, NW Albuquerque, NM 87104	NO	Pueblo House Summer Camp	6,000.00
		Page Total	29,250.00

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

CONTRIBUTIONS 12/31/2013

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
The Innocence Project 100 Fifth Avenue, 3rd Floor New York, NY 10011	NO	Discretionary Grant	1,000.00
International Game Fish Association 300 Gulf Stream Way Dania Beach, FL 33004	NO	Discretionary.	1,000.00
L.E.A.N. c/o All Vegas Horses 5824 Kane Holly Street Las Vegas, NV 89130	NO	Discretionary Grant	500.00
LightHawk PO Box 653 Lander, WY 82520	NO	Discretionary Grant	2,500.00
Minneapolis Heart Institute Foundation 920 Est 28th Street, Suite 100 Minneapolis, MN 55407	NO	Discretionary Grant Student Advisors Grant	3,200.00 500.00
Mom's Closet 204 Old Harrods Creek Road, Suite 11 Louisville, KY 40233	NO	Discretionary Grant	1,000.00
National Dance Institute of New Mexico 1140 Alto Street Santa Fe, NM 87501	NO	Discretionary Grant	2,000.00
		Page Total	11,700.00

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

CONTRIBUTIONS 12/31/2013

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Nevada Humane Society 2825 Longley Lane, Suite B Reno, NV 89502	NO	Angel Pet Adoption Program Discretionary Grant	6,000.00 2,500.00
Pfleger Institute of Environmental Research 901-B Peir View Way Oceanside, CA 92054	NO	Discretionary Grant	3,000.00
Planned Parenthood of So. Nevada 3220 West Charleston Blvd. Las Vegas, NV 89102	NO	Discretionary Grant	1,000.00
Raptor Rehab of Kentucky PO Box 18002 Louisville, KY 40367	NO	Discretionary Grant	2,000.00
Rising Sun Gallery & Studios 203 South Maine Street Fallon, NV 89406	NO	Children's Theatre Program	6,000.00
Rocky Mountain Quilt Museum 1213 Washington Avenue Golden, CO 80401	NO	Discretionary Grant	1,000.00
Salt Lake Education Foundation 400 East 100 South Salt Lake City, UT 84111	NO	Project Discovery	6,000.00
		Page Total	27,500.00

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

CONTRIBUTIONS 12/31/2013

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
Santa Fe Opera PO Box 2408 Santa Fe, NM 87504	NO	Discretionary Grant In Memory of Wm. Rohrbach	1,500.00
Santa Fe Preparatory School 1101 Camino de la Cruz Blanca Santa Fe, NM 87505	NO	Discretionary Grant In Memory of Wm. Rohrbach	6,000.00
Save the Manatee 500 N. Maitland Ave. Maitland, FL 32751	NO	Discretionary Grant	2,250.00
Sempervirens Fund 419 South San Antonio Rd., Ste. 211 Los Altos, CA 94022-3640	NO	Memorial Tree for Wm. Rohrbach	5,000.00
Sharing Place (The) 1695 East 3300 South Salt Lake City, UT 84106	NO	Teen Grief Support Groups	5,000.00
Shelby County Humane Society 40 North 7th Street Shelbyville, KY 40065	NO	Discretionary Grant	1,500.00
Southern Utah Wilderness Alliance 425 East 100 South Salt Lake City, UT 84111	NO	Discretionary Grant	1,000.00
		Page Total	22,250.00

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

CONTRIBUTIONS 12/31/2013

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
St. John's College 1160 Camino Cruz Blanca Santa Fe, NM 87505	NO	Discretionary Grant Wm. Rohrbach Lectureship	70,200.00
Taos Children's Theatre PO Box 1653 Rancho de Taos, NM 87557	NO	Theatre & Dance Programs	4,000.00
Vegas PBS / KLVX 3050 East Flamingo Road Las Vegas, NV 89121	NO	Keep Kids Fit workshops	6,000.00
Volunteers in Medicine 4770 Harrison Drive, #105 Las Vegas, NV 89121	NO	Discretionary Grant	1,000.00
Weber State University 4018 University Circle Ogden, UT 84408-4018	NO	Discretionary Grant Archival Project	1,000.00 3,000.00
WildEarth Gaurdians 516 Alto Street Santa Fe, NM 87501	NO	Mexican Wolf Program Discretionary Grant	3,000.00 1,000.00
Wilderness Workshop P.O. Box 1442 Carbondale, CO 81623	NO	Discretionary Grant	2,000.00
Wildlife Research Institute PO Box 2209 Ramona, CA 92065	NO	Golden Eagle Tracking Project	4,000.00
		Page Total	95,200.00

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

CONTRIBUTIONS 12/31/2013

Schedule 1

ORGANIZATION NAME & ADDRESS	INDIVIDUAL	PROJECT	AMOUNT
YMCA of Rome-Floyd County 810 East 2nd Avenue Rome, GA 30161	NO	Discretionary Grant	17,500.00
Your Community Connection 2261 Adams Avenue Ogden, UT 84401	NO	2014 YCC Annual Awards	5,000.00
Zoological Society of San Diego PO Box 120551 San Diego, CA 92112	NO	Discretionary Grant	2,000.00
		Page Total	24,500.00
		Totals from prev. pgs.	249,560.00
		2013 Grant Total	274,060.00

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1000 AT&T			PURCHASE				
	9/23/11	6/07/13	$ 35,489	$ 29,170	$	$	$ 6,319
560 VERIZON COMMUNICATIONS			PURCHASE				
	10/27/00	6/07/13	27,445	26,633			812
440 VERIZON COMMUNICATIONS			PURCHASE				
	9/24/92	6/07/13	21,564	10,412			11,152
1000 APACHE CORP COMMON			PURCHASE				
	3/18/11	8/23/13	76,439	117,360			-40,921
2000 SOUTHERN COMPANY			PURCHASE				
	7/20/94	10/25/13	84,679	23,219			61,460
1000 SOUTHERN COMPANY			PURCHASE				
	2/20/04	10/25/13	42,339	30,015			12,324
1000 TEVA PHARMACEUTICAL ADR			PURCHASE				
	6/14/12	11/06/13	37,055	39,083			-2,028
2000 PUBLIC STORAGE PFD SH			PURCHASE				
	3/05/12	12/16/13	42,999	51,156			-8,157
4000 TECO ENERGY			PURCHASE				
	9/26/86	12/13/13	67,959	47,709			20,250
15,000 WINDSTREAM CORP			PURCHASE				
	11/21/07	12/13/13	120,156	173,608			-53,452
GNMA POOL #11344			PURCHASE				
	2/20/90	6/30/13	36	32			4
100K US TRSY BONDS, 7.25% 5/15/16			PURCHASE				
	8/24/93	3/28/13	121,250	101,061			20,189
1300 ETF HIGH YIELD BONDS			PURCHASE				
	5/24/10	6/04/13	52,558	49,468			3,090
LONG-TERM GAIN/LOSS FROM PASS-THROUGH ENTITY							
			945				945
TOTAL			$ 730,913	$ 698,926	$ 0	$ 0	$ 31,987

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
EARNINGS FROM PARTNERSHIPS	$ 3,508	$ 3,508	$
TOTAL	$ 3,508	$ 3,508	$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 8,530	$ 8,530	$	$
TOTAL	$ 8,530	$ 8,530	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISOR FEES	$ 33,760	$ 33,760	$	$
TOTAL	$ 33,760	$ 33,760	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ 185	$ 93	$	$ 92
PAYROLL TAXES	4,367	2,183		2,184
EXCISE TAX-2012	2,521	2,521		
EXCISE TAX-2013 ESTIMATES	5,321	5,321		
FOREIGN TAXES	4,076	4,076		
TOTAL	$ 16,470	$ 14,194	$ 0	$ 2,276

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Description	Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FURN & EQUIPMENT	6/10/92	$ 69,576	$ 69,576	STRAIGHT LINE	5-7	$	$	$
LEASEHOLD IMPROVEMENTS	6/29/92	10,300	6,717	STRAIGHT LINE	31.5	327	164	
TOTAL		$ 79,876	$ 76,293			$ 327	$ 164	$ 0

Statement 7 - Form 990-PF, Part I, Line 23 - Amortization

Description	Date Acquired	Cost Basis	Prior Year Amortization	Life	Current Year Amortization	Net Investment Income	Adjusted Net Income	COGS
ORGANIZATION COSTS	12/29/07	$ 7,114	$ 2,371	15	$ 474	$ 474	$	
TOTAL		$ 7,114	$ 2,371		$ 474	$ 474	$ 0	

Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
BANK CHARGES	409	204		205
DUES & MEMBERSHIPS	575	288		287
INSURANCE	1,570	785		785
MAINTENANCE & REPAIRS	1,435	717		718
OFFICE SUPPLIES	2,767	1,384		1,383
POSTAGE	1,617	808		809
SECURITY	712	356		356
STORAGE SPACE RENT	1,718	859		859
TELEPHONE EXPENSE	3,202	1,601		1,601

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INTERNET ACCESS	$ 950	$ 475	$	$ 475
UTILITIES	1,105	553		552
MEALS FOR TRUSTEE MEETINGS	3,909			3,909
AMORTIZ OF FAMILY MANUSCRIPT	2,123			2,123
MISCELLANEOUS EXPENSES	1,383			1,383
TOTAL	$ 23,475	$ 8,030	$ 0	$ 15,445

Statement 9 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GNMA, US T-BILLS, FHLB	$ 204,392	$ 102,642		$ 113,680
TOTAL	$ 204,392	$ 102,642		$ 113,680

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STOCK PORTFOLIO	$ 3,814,020	$ 3,508,301		$ 7,465,817
TOTAL	$ 3,814,020	$ 3,508,301		$ 7,465,817

Statement 11 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS & FUNDS	$ 208,139	$ 276,607		$ 265,397
TOTAL	$ 208,139	$ 276,607		$ 265,397

Federal Statements

Statement 12 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PARTNERSHIP INTERESTS	$ 48,164	$ 27,420		$ 683,428
TOTAL	$ 48,164	$ 27,420		$ 683,428

Statement 13 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
OFFICE EQUIPMENT	$ 3,583	$ 79,876	$ 76,620	$ 3,256
TOTAL	$ 3,583	$ 79,876	$ 76,620	$ 3,256

Statement 14 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
FAMILY HISTORY MANUSCRIPT	$ 12,735	$ 10,613	$ 10,613
ORGANIZ. COST-NET OF AMORT	4,743	4,268	4,268
TOTAL	$ 17,478	$ 14,881	$ 14,881

Statement 15 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
NON-DEDUCTIBLE PTNRSP EXPENSES	$ 26
TOTAL	$ 26

Statement 16 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General Explanation

Description
NOT REQUIRED BY STATE OF NEVADA

Federal Statements

Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
RUTHANNE ANDERSON 6655 WEST SAHARA SUITE B-118 LAS VEGAS NV 89146	PRESIDENT	4.00	0	0	524
HAYDN HITE 6655 WEST SAHARA SUITE B-118 LAS VEGAS NV 89146	EXEC VICE PR	1.00	0	0	714
MARILYN HITE 6655 WEST SAHARA SUITE B-118 LAS VEGAS NV 89146	TREASURER	1.00	0	0	0
CODY ANDERSON 6655 WEST SAHARA SUITE B-118 LAS VEGAS NV 89144-1525	FINANCIAL CO	1.00	0	0	393
CASSIDY HARRISON 6655 WEST SAHARA SUITE B-118 LAS VEGAS NV 89144-1525	DIRECTOR	1.00	0	0	1,221
JESSICA HITE 6655 WEST SAHARA SUITE B-118 LAS VEGAS NV 89144-1525	SECRETARY	1.00	0	0	0
DARRYL LEWIS 6655 WEST SAHARA SUIT B-118 LAS VEGAS NV 89146	GRANT REPORT	1.00	0	0	764
DUSTIN HITE 6655 WEST SAHARA SUITE B-118 LAS VEGAS NV 89146	DIRECTOR	1.00	0	0	0
HENRY HITE 6655 WEST SAHARA SUITE B-118 LAS VEGAS NV 89146	DIRECTOR	2.00	0	0	0
JAMES HITE	CONFERENCE O	1.00	0	0	0

Federal Statements

Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
665 WEST SAHARA SUITE B-118 LAS VEGAS NV 89146					
SHARON LEWIS 6655 WEST SAHARA B-118 LAS VEGAS NV 89146	HISTORIAN	2.00	0	0	0

Statement 17 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
FOUR COPIES OF FOUNDATION FORMS, NARRATIVE WITH PURPOSE, PROGRAM, OTHER FUNDING SOURCES, AND INSTITUTION REPORT.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
SEMI-ANNUAL FEBRUARY 1 AND AUGUST 1

Statement 18 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
GENERALLY NONE, ALTHOUGH GRANTS ARE NOT AWARDED TO INDIVIDUALS.

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
CORP & GOVT BONDS	$ 17,181		14		
BOND DISCOUNT ACCRETION	19		14		
BOND PREMIUM AMORTIZATION	-3,252		14		
FROM PARTNERSHIP K-1'S	8		14		
TOTAL	$ 13,956				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
CORPORATE STOCKS	$ 221,916		14		
TOTAL	$ 221,916				

Other Investment Income

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
EARNINGS FROM PARTNERSHIPS	$ 3,508		14	
TOTAL	$ 3,508			