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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation MARY W. HARRIMAN FOUNDATION		A Employer identification number 23-7356000
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite C/O BROWN BROTHERS HARRIMAN TRUST CO, NA		B Telephone number (212) 493-8185
	City or town, state, and ZIP code 140 BROADWAY, 5TH FL. NEW YORK, NY 10005		C If exemption application is pending, check here ☐
			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
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) \$ 25,978,032.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	47.	47.		STATEMENT 1
	4 Dividends and interest from securities	342,433.	342,433.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	34,664.			
	b Gross sales price for all assets on line 6a	1,266,684.			
	7 Capital gain net income (from Part IV, line 2)		34,664.		
	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)					
11 Other income	27,583.	4,538.		STATEMENT 3	
12 Total. Add lines 1 through 11	404,727.	381,682.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	13,844.	0.		13,844.
	14 Other employee salaries and wages	10,778.	0.		10,778.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	22,665.	0.		22,665.
	c Other professional fees STMT 5	14,312.	14,312.		0.
	17 Interest				
	18 Taxes STMT 6	27,152.	4,090.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	35,056.	4,111.		30,945.
	24 Total operating and administrative expenses. Add lines 13 through 23	123,807.	22,513.		78,232.
	25 Contributions, gifts, grants paid	1,249,500.			1,249,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,373,307.	22,513.		1,327,732.	
27 Subtract line 26 from line 12	<968,580.>				
a Excess of revenue over expenses and disbursements		359,169.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

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		98,612.	45,802.	45,802.
	2	Savings and temporary cash investments		1,025,000.	1,715,000.	1,715,000.
	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				
	b	Investments - corporate stock STMT 8		15,851,897.	17,121,201.	17,649,793.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans STMT 9		943,854.	42,559.	46,399.
	13	Investments - other STMT 10		8,141,770.	5,923,173.	6,521,031.
	14	Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)		3,511.	7.	7.
	16	Total assets (to be completed by all filers)		26,064,644.	24,847,742.	25,978,032.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ <u>EXPENSE PAYABLE</u>)		0.	13,609.	
	23	Total liabilities (add lines 17 through 22)		0.	13,609.	
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		26,064,644.	24,834,133.	
	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				
	30	Total net assets or fund balances		26,064,644.	24,834,133.	
	31	Total liabilities and net assets/fund balances		26,064,644.	24,847,742.	

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	26,064,644.
2	Enter amount from Part I, line 27a	2	<968,580.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	25,096,064.
5	Decreases not included in line 2 (itemize) ▶ <u>PRIOR YEAR COST BASIS ADJUSTMENT</u>	5	261,931.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,834,133.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE	P		
b SEE ATTACHED SCHEDULE	P		
c LITIGATION SETTLEMENTS	P		
d CAPITAL GAINS DIVIDENDS			
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 1,251,709.		1,221,838.	29,871.
b 10,070.		10,182.	<112.>
c 2,036.			2,036.
d 2,869.			2,869.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			29,871.
b			<112.>
c			2,036.
d			2,869.
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	34,664.
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 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))
2008	1,503,448.	27,993,786.	.053706
2007	1,592,757.	31,979,011.	.049806
2006	1,475,952.	29,976,778.	.049237
2005	1,356,102.	28,740,648.	.047184
2004	1,267,929.	28,734,213.	.044126

2 Total of line 1, column (d)	2	.244059
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	.048812
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	25,771,028.
5 Multiply line 4 by line 3	5	1,257,935.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,592.
7 Add lines 5 and 6	7	1,261,527.
8 Enter qualifying distributions from Part XII, line 4	8	1,327,732.

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 3,592.
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 3,592.
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 3,592.
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 22,756.	
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 22,756.
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 19,164.
11 Enter the amount of line 10 to be credited to 2010 estimated tax	19,164. Refunded	11 0.

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?		
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) NY		
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 2009 or the taxable year beginning in 2009 (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

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BARBARA O'CONNELL Telephone no ► (212) 493-8185 Located at ► 140 BROADWAY, 11TH FL. NEW YORK, NY ZIP+4 ► 10005			
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			

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ 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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2009 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 2009) 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 2009?	4b	X

Form 990-PF (2009)

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?

X

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.

(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 11		13,844.	1,059.	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

Form 990-PF (2009)

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	24,198,018.
b	Average of monthly cash balances	1b	1,965,462.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	26,163,480.
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	26,163,480.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	392,452.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,771,028.
6	Minimum investment return. Enter 5% of line 5	6	1,288,551.

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	1,288,551.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,592.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,592.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,284,959.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,284,959.
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	1,284,959.

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	1,327,732.
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	1,327,732.
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	3,592.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,324,140.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,284,959.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			371,490.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,327,732.				
a Applied to 2008, but not more than line 2a			371,490.	
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 2009 distributable amount	0.			956,242.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				328,717.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

SOURCE	AMOUNT
BROWN BROTHERS HARRIMAN & CO	47.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	47.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST PAID	<3,500.>	0.	<3,500.>
BROWN BROTHERS HARRIMAN & CO	10,481.	0.	10,481.
BROWN BROTHERS HARRIMAN & CO	335,452.	0.	335,452.
BROWN BROTHERS HARRIMAN & CO	2,869.	2,869.	0.
TOTAL TO FM 990-PF, PART I, LN 4	345,302.	2,869.	342,433.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS RECEIPTS	4,538.	4,538.	
TAX REFUND	130.	0.	
TAX OVERPAYMENT APPLIED TO 2009	22,915.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	27,583.	4,538.	

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	16,080.	0.		16,080.
AUDITING FEES	6,585.	0.		6,585.
TO FORM 990-PF, PG 1, LN 16B	22,665.	0.		22,665.

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 FEES	14,312.	14,312.			0.
TO FORM 990-PF, PG 1, LN 16C	14,312.	14,312.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	147.	0.			0.
FOREIGN TAXES	4,090.	4,090.			0.
OVERPAYMENT APPLIED TO 2010	22,915.	0.			0.
TO FORM 990-PF, PG 1, LN 18	27,152.	4,090.			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	
AMINISTRATIVITE EXPENSE	10,168.	0.			10,168.
FICA - ER	1,884.	0.			1,884.
MEDICAL INSURANCE	3,696.	0.			3,696.
MEMBERSHIP	3,000.	0.			3,000.
RENT	7,053.	1,763.			5,290.
SIMPLE IRA MATCHING	408.	0.			408.
SUBSCRIPTIONS	4,630.	0.			4,630.
COMPUTER SYSTEM MAINTENANCE	602.	0.			602.
ADP FEE	317.	0.			317.
PORTFOLIO DEDUCTION	2,348.	2,348.			0.
WORKER'S COMP INSURANCE	80.	0.			80.
PUBLISHING	120.	0.			120.
FILLING FEE	750.	0.			750.
TO FORM 990-PF, PG 1, LN 23	35,056.	4,111.			30,945.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UNION PACIFIC CORP - SEE ATTACHED	8,816.	1,278,000.
MUTUAL FUNDS - SEE ATTACHED	17,112,385.	16,371,793.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,121,201.	17,649,793.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS - SEE ATTACHED	42,559.	46,399.
US GOVERNMENT OBLIGATIONS - SEE ATTACHED	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 12	42,559.	46,399.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH REAL RETURN FUND CL I	COST	554,141.	504,926.
BBH ABS RET O/S SER A TR - SEE ATTACHED	COST	784,159.	764,186.
BBH ASIAN OPPTY FUND - SEE ATTACHED	COST	1,500,000.	1,531,171.
BBH L/S EQTY O/S FD SER A TR - SEE ATTACHED	COST	3,000,000.	3,683,723.
BBH PEP FUND	COST	84,873.	37,025.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,923,173.	6,521,031.

Mary & W Harriman Foundation

Portfolio Evaluation - combined
as of 12/31/2009

SECURITY DESCRIPTION	PURCHASE DATE	ORIGINAL COST	COST/ UNIT	31-Dec PRICE	CURRENT VALUE
MORTGAGE BACKED SECURITIES					
54 FEDERAL HOME LOAN MTGE CORP. POOL #553913	01/29/92	53.92	99.48	103.05	56.00
7,161 GOVERNMENT NATIONAL MTGE ASSN POOL #188862	05/04/89	7,013.10	97.93	109.19	7,820.00
5,897 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	12/19/89	5,865.00	99.46	113.40	6,687.00
7,279 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	01/03/96	7,380.24	101.38	111.04	8,083.00
823 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	02/09/94	872.59	105.93	115.01	947.00
7,322 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	02/09/94	7,742.92	105.74	113.63	8,321.00
13,474 GOVERNMENT NATIONAL MTGE ASSN POOL #456869	06/18/98	13,631.12	101.16	107.50	14,485.00
MORTGAGE BACKED SECURITIES TOTAL		42,558.89			46,399.00

COMMON STOCKS

20,000 UNION PACIFIC CORP (UNP O)

COMMON STOCKS TOTAL

MUTUAL FUNDS

69,156 BBH INTERNATIONAL EQUITY FUND CL N
32,573 BBH INTERNATIONAL EQUITY FUND CL N
89,810 BBH INTERNATIONAL EQUITY FUND CL N
48,068 BBH INTERNATIONAL EQUITY FUND CL N

147,819 BBH CORE SELECT CL N (BBTEX3)
149,850 BBH CORE SELECT CL N (BBTEX3)

72,897 BBH BROAD MARKET FUND CL N
40,404 BBH BROAD MARKET FUND CL N
101,729 BBH BROAD MARKET FUND CL N
59,347 BBH BROAD MARKET FUND CL N

118,720 PIMCO TOTAL RETURN FUND
36,363 RIDGEWORTH SEIX HIGH YIELD
37,453 T ROWE PRICE INST HIGH YIELD

21,006 VANGUARD FIXED INCOME SEC FDIINFLATION-PROTE

10/31/87 8,815.75 0.44 63.90 1,278,000.00
8,815.75 1,278,000.00

01/07/00 1,000,000.00 14.46 12.44 860,304.00
03/17/00 500,000.00 15.35 12.44 405,212.00
04/24/01 1,040,000.00 11.58 12.44 1,117,237.00
05/25/05 560,000.00 11.65 12.44 597,974.00

05/28/08 2,000,000.00 13.53 12.59 1,861,050.00
12/24/08 1,500,000.00 10.01 12.59 1,886,613.00

10/12/06 732,615.34 10.05 10.22 745,008.00
10/05/07 400,000.00 9.90 10.22 412,929.00
02/26/09 1,000,000.00 9.83 10.22 1,039,674.00
07/31/09 600,000.00 10.11 10.22 606,528.00

05/28/08 1,279,802.00 10.78 10.80 1,282,176.00
06/25/04 400,000.00 11.00 9.28 337,455.00
06/25/04 400,000.01 10.68 9.39 351,685.00

03/27/08 269,303.52 12.82 12.55 263,632.00

Mary & W Harriman Foundation

Portfolio Evaluation - combined
as of 12/31/2009

SECURITY DESCRIPTION		PURCHASE DATE	ORIGINAL COST	COST/ UNIT	31-Dec PRICE	CURRENT VALUE
31,520 VANGUARD FIXED INCOME SEC FDNFLATION-PROTE						
		06/30/08	400,000.01	12.69	12.55	395,587.00
71,789 OAKMARK SELECT FUND-CL 1						
		06/22/07	2,539,922.00	35.38	24.29	1,743,773.00
10,625 RAINIER INVT MGMT MUT FDS SMCAP EQ INST						
		05/16/06	400,456.25	37.69	26.74	284,113.00
53,559 USAA MUT FUND INC AGGRESSIVE GRO						
		06/25/04	1,402,191.00	26.18	28.13	1,506,632.00
6,611 VANGUARD INSTL INDEX FD						
		06/29/04	688,094.84	104.08	101.98	674,211.00
MUTUAL FUNDS TOTAL			17,112,384.97			16,371,793.00
MANAGED SECURITIES						
119 BBH ABS RET O/S FD SER E TR 1 FINAL PRICES						
		07/01/06	11,586.75	96.90		-
15,131 BBH ABS RET O/S SER A TR 1 PRELIM PRICES						
			772,571.78			764,186.00
BBH ABS RET O/S SER A TR 1 PRELIM PRICES TOTAL						
			784,158.53			764,186.00
347 BBH ASIAN OPPTY FUND (CAYMAN) CL A-U TR 1 E						
		06/01/06	375,000.00	79.11	1,198.13	416,359.00
314 BBH ASIAN OPPTY FUND (CAYMAN) CL A-U TR 1 E						
		01/01/07	375,000.00	191.00	1,198.13	377,244.00
310 BBH ASIAN OPPTY FUND (CAYMAN) CL A-U TR 1 E						
		03/01/07	375,000.00	207.26	1,198.13	372,163.00
304 BBH ASIAN OPPTY FUND (CAYMAN) CL A-U TR 1 E						
		04/01/07	375,000.00	229.59	1,198.13	365,405.00
BBH ASIAN OPPTY FUND (CAYMAN) CL A-U TR 1 E TOTAL						
			1,500,000.00			1,531,171.00
13,708 BBH L/S EQTY O/S FD SER A TR 1 PRELIM PRICES						
		07/01/04	1,500,000.00	109.42	138.97	1,905,040.00
12,799 BBH L/S EQTY O/S FD SER A TR 1 PRELIM PRICES						
		06/01/05	1,500,000.00	117.20	138.97	1,778,683.00
BBH L/S EQTY O/S FD SER A TR 1 PRELIM PRICES TOTAL						
			3,000,000.00			3,683,723.00
105,229 BBH PRIVATE EQ PARTNERS, LP (valued as of 12/31/09)						
			84,873.00	1.00	0.36	37,025.00
BBH PRIVATE EQ PARTNERS, LP (valued as of 12/31/09)						
			84,873.00			37,025.00
254,543 BBH REAL ESTATE INCOME FUND ONSHORE (value of 12/31/09)						
		09/10/07	292,592.93	1.00	1.00	254,543.00
250,439 BBH REAL ESTATE INCOME FUND ONSHORE (value of 12/31/09)						
		07/24/09	261,548.00	1.00	1.00	250,383.00
BBH REAL ESTATE INCOME FUND ONSHORE (value of 12/31/09)						
			554,140.93			504,926.00
MANAGED SECURITIES TOTAL			5,934,759.21			6,521,031.00

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID H. MORTIMER C/O 140 BROADWAY, 11TH FL. NEW YORK, NY 10005	PRESIDENT/DIR 1.00	0.	0.	0.
KATHLEEN L.F. AMES C/O 140 BROADWAY, 11TH FL. NEW YORK, NY 10005	VP/DIR 0.50	0.	0.	0.
ANNA T. KORNICZKY C/O 140 BROADWAY, 11TH FL. NEW YORK, NY 10005	TREASURER 1.00	0.	0.	0.
BARBARA O'CONNELL C/O 140 BROADWAY, 11TH FL. NEW YORK, NY 10005	SECRETARY 1.00	13,844.	1,059.	0.
KATHLEEN H. MORTIMER C/O 140 BROADWAY, 11TH FL. NEW YORK, NY 10005	DIRECTOR 0.50	0.	0.	0.
MARJORIE NORTHROP FRIEDMAN C/O 140 BROADWAY, 11TH FL. NEW YORK, NY 10005	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		13,844.	1,059.	0.

MARY W. HARRIMAN FOUNDATION

Schedule of Charitable Contributions

01/01/09 - 12/31/09

Date	Num	Name/Address	Debit
04/08/2009	1761	HOLDERNESS SCHOOL Chapel La PO Box 1879 Plymouth, NH 03264-1879	20,000 00
06/26/2009	1762	ORANGE COUNTY HISTORICAL SOCIETY Clove Furnace Historic Site Box 55 Arden, NY 10910	30,000 00
06/26/2009	1763	COLUMBIA UNIVERSITY MC 4110 Lewison Hall Rm303 2970 Broadway NYNY 10027	3,000 00
06/26/2009	1764	COMMON GOOD INC 477 Madison Ave 7th Fl NY NY 10022	3,000 00
06/26/2009	1765	COUNCIL ON FOREIGN RELATIONS 58 East 68th St NY NY 10065	2,000 00
06/26/2009	1766	GLYNWOOD CENTER PO Box 157 Cold Spring, NY 10530	2,000 00
06/26/2009	1767	METROPOLITAN MUSEUM OF ART 1000 Fifth Avenue NY NY 1028-0198	10,000 00
06/26/2009	1768	NEW YORK CITY BALLET INC David H Koch Theatre 20 Lincoln Center NY NY 10023	27,000 00
06/26/2009	1769	PALISADES INTERSTATE PARK COMMISSION Administration Bldg Bear Mountain, NY 10911-0427	15,000 00
06/26/2009	1770	ST GEORGE'S SCHOOL PO Box 1910 Newport, RI 02840-0190	500 00
06/26/2009	1771	SCENIC HUDSON, INC One Civic Center Plaza Suite 200 Poughkeepsie, NY 12601	30,000 00
06/26/2009	1772	SCHOOL OF AMERICAN BALLET INC 70 Lincoln Center Plaza NY NY 10023-6583	3,000 00
06/26/2009	1773	BLACK ROCK FOREST CONSORTIUM 129 Continental Rd Cornwall NY 12518	5,000 00
06/26/2009	1774	CALIFORNIA INSTITUTE OF ARTS 24700McBean Pkwy Valencia CA 91355	2,000 00
06/26/2009	1775	MUSEUM VILLAGE 1010 Route M Monroe NY 10950	2,500 00
06/26/2009	1776	NATIONAL PUBLIC RADIO 635 Massachusetts Ave NW Washington, DC 20001-3753	10,000 00
06/26/2009	1777	STORM KING ART CENTER PO Box 280 Old Pleasant Hill Rd Mountainville, NY 10953-0280	37,500 00
06/26/2009	1778	BROOKS SCHOOL 1160 Great Pond Rd North Andover, MA 01845-1298	2,000 00
06/26/2009	1779	THE DRAWING CENTER 35 Wooster St NY NY 10003	2,000 00
06/26/2009	1780	THE MOVING IMAGE INC 209 West houston St NY NY 10014	14,000 00
06/26/2009	1781	NEIGHBORHOOD COALITION FOR SHELTER 157 East 86th St NY NY 10028	7,500 00
06/26/2009	1782	ORANGE COUNTY LAND TRUST PO Box 2442 Middletown, NY 10940	10,000 00
06/26/2009	1783	LAND TRUST ALLIANCE PO Box 792 Saratoga Springs, NY 12866-0792	25,000 00
06/26/2009	1784	AMERICAN UNIVERSITY BEIRUT 3 Dag hammarkjold Plaza NY NY 10017-2303	7,500 00
06/26/2009	1785	BENNINGTON COLLEGE One College Dr Bennington, VT 05201-6001	1,000 00
06/26/2009	1786	LEARNING LEADERS 80 Maiden Lane NY NY 10038-4729	15,000 00
06/26/2009	1787	PALISADES INTERSTATE PARK COMMISSION Administration Bldg Bear Mountain, NY 10911-0427	20,000 00
06/26/2009	1788	FRIENDS OF DARTMOUTH ROWING Dartmouth 6083 Alumni Gymnasium Hanover, NH 03755-3590	4,000 00
06/26/2009	1789	MIDDLESEX SCHOOL 1400 Lowell Rd Concord, MA 01742-9122	7,500 00
06/26/2009	1790	ORANGE PATHWAYS INC 182 Greenwich Avenue Goshen, NY 10924	4,000 00
06/26/2009	1791	AMERICAN FOUNDATION FOR CHINESE MEDICINE 31-13 47 St #3F Long Island City NY 11103	5,000 00

MARY W. HARRIMAN FOUNDATION

Schedule of Charitable Contributions

01/01/09 - 12/31/09

Date	Num	Name/Address	Debit
06/26/2009	1792	BENNINGTON COLLEGE	40,000 00
06/26/2009	1793	CEI-PEA	20,000 00
06/26/2009	1794	GOOD SAMARITAN HOSPITAL	16,000 00
06/26/2009	1795	HOSPITAL FOR SPECIAL SURGERY	2,500 00
06/26/2009	1796	HELEN HAYES HOSPITAL FOUNDATION	2,500 00
06/26/2009	1797	ST LUKE'S WOOD RIVER FOUNDATION	1,000 00
06/26/2009	1798	TRUSTEES OF COLUMBIA UNIVERSITY	2,500 00
06/26/2009	1799	WEILL MEDICAL COLLEGE OF CORNELL UNIVERS	25,000 00
06/26/2009	1800	BLAINE COUNTY RECREATION DISTRICT	6,000 00
06/26/2009	1801	COLUMBIA UNIV HARRIMAN INSTITUTE	35,000 00
06/26/2009	1802	VISITING NURSE SERVICE NEW YORK	10,000 00
06/26/2009	1803	COBB SCHOOL, MONTESSORI	7,500 00
06/26/2009	1804	HUDSON HIGHLANDS NATURE MUSEUM	2,500 00
06/26/2009	1805	ROWLAND HALL ST MARK'S SCHOOL	1,000 00
06/26/2009	1806	VERMONT LAW SCHOOL	1,000 00
06/26/2009	1807	YALE UNIVERSITY	15,000 00
06/26/2009	1808	DARTMOUTH COLLEGE	10,000 00
06/26/2009	1809	SLOATSBURG COMMUNITY AMBULANCE CORP	2,500 00
06/26/2009	1810	CAMPFIRE FOUNDATION	7,500 00
06/26/2009	1811	HOLDERNESSE SCHOOL	4,000 00
06/26/2009	1812	UNIVERSITY OF COLORADO	4,000 00
06/26/2009	1813	ASSOCIATION EARLY CARE & EDUCATION	1,000 00
06/26/2009	1814	BROOKLINE COMMUNITY FOUNDATION	5,000 00
06/26/2009	1815	BROOKLINE EDUCATION FOUNDATION	15,000 00
06/26/2009	1816	MASSACHUSETTS GENERAL HOSPITAL	10,000 00
06/26/2009	1817	WHEELLOCK COLLEGE	35,000 00
06/26/2009	1818	CONCORD ACADEMY	40,000 00
06/26/2009	1819	TRUSTEES OF RESERVATION	7,500 00
06/26/2009	1820	WGBH EDUCATIONAL FOUNDATION	10,000 00
06/26/2009	1821	AMERICAN FOREIGN SERVICE ASSOCIATION	2,500 00
06/26/2009	1822	DEFENDERS OF WILDLIFE	500 00
06/26/2009	1823	NATIONAL PARKS & CONSERVATION ASSOCIATION	22,000 00

MARY W. HARRIMAN FOUNDATION

Schedule of Charitable Contributions

01/01/09 - 12/31/09

Date	Num	Name/Address	Debit
06/26/2009	1824	WORLD WILDLIFE FUND	30,000 00
06/26/2009	1825	WREXHAM FOUNDATION INC	2,500 00
06/26/2009	1826	YALE UNIVERSITY	5,000 00
06/26/2009	1827	CHOATE ROSEMARY HALL	10,000 00
06/26/2009	1828	WALDORF SCHOOL OF BALTIMORE	15,000 00
06/26/2009	1829	DOLORES KOHL EDUCATION FOUNDATION	2,000 00
06/26/2009	1830	NATIONAL MUSEUM POLO HALL OF FAME	10,000 00
06/26/2009	1831	NATURE CONSERVANCY OF IDAHO	5,000 00
06/26/2009	1832	NEW HOPE CHARITIES	2,000 00
06/26/2009	1833	SCHOOL OF THE ARTS FOUNDATION	15,000 00
06/26/2009	1834	SOCIETY OF THE FOUR ARTS	1,000 00
06/26/2009	1835	SUN VALLEY SKI EDUCATION FOUNDATION	5,000 00
06/26/2009	1836	UNITED STATES COURT TENNIS ASSOCIATION	5,000 00
06/26/2009	1837	WELLESLEY COLLEGE ALUMNAE ASSOCIATION	1,000 00
06/26/2009	1838	ZOOLOGICAL SOCIETY- PALM BEACHES	2,000 00
06/26/2009	1839	THE BUCKLEY SCHOOL	35,000 00
06/26/2009	1840	NYU FACES	15,000 00
06/26/2009	1841	OPEN SPACE INSTITUTE	25,000 00
06/26/2009	1842	THE CENTER FOR DISCOVERY	25,000 00
06/26/2009	1843	TAFT SCHOOL	15,000 00
06/26/2009	1844	CENTER FOR HEARING & COMMUNICATION	3,000 00
06/26/2009	1845	COLUMBIA UNIVERSITY	3,500 00
06/26/2009	1846	THE FORMAN SCHOOL	5,000 00
06/26/2009	1848	NATIONAL JR WHEELCHAIR ATHLETE'S FUND	10,000 00
06/26/2009	1849	BOY'S CLUB OF NEW YORK	25,000 00
06/26/2009	1850	NEW YORK PUBLIC LIBRARY	10,000 00
06/26/2009	1851	THIRTEEN/WNET NY	30,000 00
06/26/2009	1852	WNYC RADIO	10,000 00
06/26/2009	1853	LONG ISLAND MASTERWORKS,INC	3,000 00
06/26/2009	1855	BATES COLLEGE	30,000 00
08/21/2009	1856	ART STUDENTS LEAGUE OF NEW YORK	3,000 00
08/21/2009	1857	LINCOLN CENTER INSTITUTE	2,000 00
		1250 24th St NW Washington, DC 20037-1132	
		1913 Yale Station New haven, Ct 06520	
		PO Box 2038 New Haven< CT 06521-2038	
		333 Christian St Wallingford, CT 06492	
		4801 Tamarind Rd Baltimore, MD 21209	
		1770 1st ST #705 Highland Park IL 60035	
		9011 Lake Worth Rd Lake Worth, FL 33467	
		116 First Avenue North Hailey, ID 83333	
		626 North Dixie hwy West Palm Beach, FL 33401	
		PO Box 552 West Palm Beach, FL 33402-0552	
		2 Four Arts Plaza Palm beach FL 33480	
		PO Box 203 Sun Valley, ID 83353	
		55 Mountain farm Rd Tuxedo park, NY 10987	
		106 Central St Wellesley, MA 02481-8203	
		1301 Summit blvd West Palm Beach, FL 33405	
		114 East 73rd St NY NY 10021	
		724 Second Avenue Lower Level NY NY 10016	
		1350 Broadway Ste 201 NY NY 10018	
		1351 Broadway Ste 201 NY NY 10018	
		110 Woodbury Rd Watertown, CT 6795	
		50 Broadway NY NY 10010	
		MC 4110 Lewison Hall Rm303 2970 Broadway Nyny 10027	
		12 Norfolk Rd PO Box 80 litchfield, CT 06759-0080	
		455 East 57th St #5A NY NY 10022	
		287 East 10th St NY NY 10009	
		Fifth Avenue at 42nd St NY NY 10018	
		450 West 33 St NY NY 10001	
		160 Varick St NY NY 10013	
		PO Box 458 Northport, NY 11768	
		2 Andrews Rd Lewiston, ME 04240-6028	
		215 West 57th St NY NY 10019	
		70 Lincoln Center Plaza NY NY 10023-6583	

MARY W. HARRIMAN FOUNDATION

Schedule of Charitable Contributions

01/01/09 - 12/31/09

Date	Num	Name/Address	Debit
08/21/2009	1858	PATTEN FREE LIBRARY	3,500.00
08/21/2009	1859	RECTORY SCHOOL	1,000.00
08/21/2009	1860	HARNESS RACING MUSEUM & HALL OF FAME	7,000.00
08/21/2009	1861	NYSPPC	3,500.00
08/21/2009	1862	ST IGNATIUS SCHOOL	3,000.00
08/21/2009	1863	AMERICAN ASSEMBLY	50,000.00
08/21/2009	1864	AMERICAN MUSEUM OF NATURAL HISTORY	5,000.00
08/21/2009	1865	AMERICAN RED CROSS NEW YORK	10,000.00
08/21/2009	1866	WINSTON CHURCHILL FOUNDATION	10,000.00
08/21/2009	1867	HENRY STREET SETTLEMENT	5,000.00
08/21/2009	1868	MEMORIAL SLOAN KETTERING CANCER CENTER	10,000.00
08/21/2009	1869	MONROE COMMUNITY AMBULANCE CORPS	2,000.00
08/21/2009	1870	NATIONAL URBAN LEAGUE	7,500.00
08/21/2009	1871	NY BOTANICAL GARDEN	4,000.00
08/21/2009	1872	ORANGE REGIONAL MEDICAL CENTER	1,000.00
08/21/2009	1873	PLANNED PARENTHOOD NEW YORK CITY	25,000.00
08/21/2009	1874	STORM KING ART CENTER	20,000.00
08/21/2009	1875	TUXEDO VOLUNTEER AMBULANCE CORPS	2,000.00
08/21/2009	1876	UNITED NEGRO COLLEGE FUND	10,000.00
08/21/2009	1877	WILDLIFE CONSERVATION SOCIETY	10,000.00
08/21/2009	1878	WOODBURY COMMUNITY AMBULANCE CORPS INC	3,000.00
12/07/2009	1879	GROSVENOR NEIGHBORHOOD HOUSE, INC	6,000.00
		TOTAL	1,249,500.00

Mary & W Harriman Foundation

Schedule of Capital Gains/(Losses) - combined

12/31/2009

SECURITY DESCRIPTION

Short-term (Max tax rate 35.0%)

1,000,000 U. S. TREASURY NOTES INFLATION INDE
5,795.36 VANGUARD FIXED INCOME SEC FDNINFLATION-PROTE

Short-term TOTAL

Long-term (Max tax rate 15.0%)

6.3 FEDERAL HOME LOAN MTGE CORP. POOL #553913
6.4 FEDERAL HOME LOAN MTGE CORP. POOL #553913
12 FEDERAL HOME LOAN MTGE CORP. POOL #553913
6.6 FEDERAL HOME LOAN MTGE CORP. POOL #553913
6.6 FEDERAL HOME LOAN MTGE CORP. POOL #553913
6.7 FEDERAL HOME LOAN MTGE CORP. POOL #553913
6.8 FEDERAL HOME LOAN MTGE CORP. POOL #553913
6.8 FEDERAL HOME LOAN MTGE CORP. POOL #553913
6.9 FEDERAL HOME LOAN MTGE CORP. POOL #553913
7 FEDERAL HOME LOAN MTGE CORP. POOL #553913
7 FEDERAL HOME LOAN MTGE CORP. POOL #553913
6.5 FEDERAL HOME LOAN MTGE CORP. POOL #553913
15.1 FEDERAL NATIONAL MTGE ASSN. POOL #112449
41.8 FEDERAL NATIONAL MTGE ASSN. POOL #112449
15.6 FEDERAL NATIONAL MTGE ASSN. POOL #112449
15.7 FEDERAL NATIONAL MTGE ASSN. POOL #112449
15.8 FEDERAL NATIONAL MTGE ASSN. POOL #112449
16 FEDERAL NATIONAL MTGE ASSN. POOL #112449
16.1 FEDERAL NATIONAL MTGE ASSN. POOL #112449
974.6 FEDERAL NATIONAL MTGE ASSN. POOL #112449

64.5 GOVERNMENT NATIONAL MTGE ASSN POOL #188862
65.1 GOVERNMENT NATIONAL MTGE ASSN POOL #188862
65.6 GOVERNMENT NATIONAL MTGE ASSN POOL #188862
67.5 GOVERNMENT NATIONAL MTGE ASSN POOL #188862
66.8 GOVERNMENT NATIONAL MTGE ASSN POOL #188862
67.4 GOVERNMENT NATIONAL MTGE ASSN POOL #188862

ORIGINAL COST	PURCHASE DATE	PROCEEDS	SALE DATE	GAIN OR [-LOSS]
891,141.77	10/08/08	951,708.88	01/09/09	60,567.11
330,696.48	03/27/08	300,000.00	01/30/09	-30,696.48
1,221,838.25		1,251,708.88		\$29,870.63
6.33	01/29/92	6.37	01/01/09	0.04
6.38	01/29/92	6.43	02/01/09	0.05
12.00	01/29/92	12.07	03/01/09	0.07
6.57	01/29/92	6.62	04/01/09	0.05
6.64	01/29/92	6.68	05/01/09	0.04
6.70	01/29/92	6.74	06/01/09	0.04
6.77	01/29/92	6.81	07/01/09	0.04
6.83	01/29/92	6.88	08/01/09	0.05
6.90	01/29/92	6.94	09/01/09	0.04
6.97	01/29/92	7.01	10/01/09	0.04
7.05	01/29/92	7.09	11/01/09	0.04
6.50	01/29/92	6.54	12/01/09	0.04
15.14	01/03/91	15.16	01/01/09	0.02
41.80	01/03/91	41.88	02/01/09	0.08
15.60	01/03/91	15.63	03/01/09	0.03
15.73	01/03/91	15.76	04/01/09	0.03
15.85	01/03/91	15.88	05/01/09	0.03
15.99	01/03/91	16.02	06/01/09	0.03
16.11	01/03/91	16.14	07/01/09	0.03
973.03	01/03/91	974.66	08/01/09	1.63
63.21	05/04/89	64.56	01/01/09	1.35
63.77	05/04/89	65.11	02/01/09	1.34
64.33	05/04/89	65.69	03/01/09	1.36
66.14	05/04/89	67.54	04/01/09	1.40
65.47	05/04/89	66.86	05/01/09	1.39
66.04	05/04/89	67.44	06/01/09	1.40

Mary & W Harriman Foundation

Schedule of Capital Gains/(Losses) - combined

12/31/2009

SECURITY DESCRIPTION	ORIGINAL COST	PURCHASE DATE	PROCEEDS	SALE DATE	GAIN OR (-)LOSS
68 GOVERNMENT NATIONAL MTGE ASSN POOL #188862	66.62	05/04/89	68.03	07/01/09	1.41
68.6 GOVERNMENT NATIONAL MTGE ASSN POOL #188862	67.20	05/04/89	68.62	08/01/09	1.42
69.2 GOVERNMENT NATIONAL MTGE ASSN POOL #188862	67.79	05/04/89	69.22	09/01/09	1.43
69.8 GOVERNMENT NATIONAL MTGE ASSN POOL #188862	68.38	05/04/89	69.83	10/01/09	1.45
70.4 GOVERNMENT NATIONAL MTGE ASSN POOL #188862	68.98	05/04/89	70.44	11/01/09	1.46
71 GOVERNMENT NATIONAL MTGE ASSN POOL #188862	69.59	05/04/89	71.06	12/01/09	1.47
28.5 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	28.39	12/19/89	28.55	01/01/09	0.16
28.7 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	28.62	12/19/89	28.78	02/01/09	0.16
29 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	28.85	12/19/89	29.01	03/01/09	0.16
29.2 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	29.08	12/19/89	29.24	04/01/09	0.16
29.4 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	29.31	12/19/89	29.47	05/01/09	0.16
29.7 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	29.55	12/19/89	29.70	06/01/09	0.15
29.9 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	29.78	12/19/89	29.94	07/01/09	0.16
30.1 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	30.02	12/19/89	30.18	08/01/09	0.16
30.4 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	30.24	12/19/89	30.42	09/01/09	0.18
30.6 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	30.49	12/19/89	30.66	10/01/09	0.17
30.9 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	30.73	12/19/89	30.90	11/01/09	0.17
31.1 GOVERNMENT NATIONAL MTGE ASSN POOL #273631	30.97	12/19/89	31.14	12/01/09	0.17
26.5 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	26.95	01/03/96	26.58	01/01/09	(0.37)
27.4 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	27.79	01/03/96	27.41	02/01/09	(0.38)
28.1 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	28.55	01/03/96	28.16	03/01/09	(0.39)
27.7 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	28.14	01/03/96	27.76	04/01/09	(0.38)
1,782.10 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	1,806.75	01/03/96	1,782.13	05/01/09	(24.62)
22.1 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	22.48	01/03/96	22.17	06/01/09	(0.31)
31.1 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	31.56	01/03/96	31.14	07/01/09	(0.42)
31.6 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	32.09	01/03/96	31.65	08/01/09	(0.44)
23.2 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	23.55	01/03/96	23.23	09/01/09	(0.32)
22.8 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	23.17	01/03/96	22.85	10/01/09	(0.32)
22.9 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	23.31	01/03/96	22.99	11/01/09	(0.32)
31.9 GOVERNMENT NATIONAL MTGE ASSN POOL #362609	32.38	01/03/96	31.95	12/01/09	(0.43)
4.1 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	4.42	02/09/94	4.17	01/01/09	(0.25)
4.2 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	4.46	02/09/94	4.20	02/01/09	(0.26)

Mary & W Harriman Foundation

Schedule of Capital Gains/(Losses) - combined

12/31/2009

SECURITY DESCRIPTION	ORIGINAL COST	PURCHASE DATE	PROCEEDS	SALE DATE	GAIN OR (-)LOSS
4.2 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	4.48	02/09/94	4.23	03/01/09	(0.25)
4.2 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	4.51	02/09/94	4.26	04/01/09	(0.25)
4.3 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	4.56	02/09/94	4.29	05/01/09	(0.27)
4.3 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	4.58	02/09/94	4.32	06/01/09	(0.26)
127.2 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	134.83	02/09/94	127.28	07/01/09	(7.55)
2.4 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	2.62	02/09/94	2.47	08/01/09	(0.15)
2.4 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	2.63	02/09/94	2.48	09/01/09	(0.15)
2.5 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	2.65	02/09/94	2.50	10/01/09	(0.15)
2.5 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	2.67	02/09/94	2.52	11/01/09	(0.15)
2.5 GOVERNMENT NATIONAL MTGE ASSN POOL #368286	2.68	02/09/94	2.54	12/01/09	(0.14)
53.9 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	57.06	02/09/94	53.96	01/01/09	(3.10)
50.6 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	53.58	02/09/94	50.67	02/01/09	(2.91)
52.4 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	55.46	02/09/94	52.45	03/01/09	(3.01)
52.8 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	55.85	02/09/94	52.82	04/01/09	(3.03)
53.2 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	56.25	02/09/94	53.20	05/01/09	(3.05)
54.9 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	58.14	02/09/94	54.98	06/01/09	(3.16)
52.5 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	55.56	02/09/94	52.54	07/01/09	(3.02)
55.7 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	58.94	02/09/94	55.74	08/01/09	(3.20)
53.3 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	56.37	02/09/94	53.31	09/01/09	(3.06)
67.8 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	71.70	02/09/94	67.81	10/01/09	(3.89)
66.8 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	70.72	02/09/94	66.87	11/01/09	(3.85)
65.9 GOVERNMENT NATIONAL MTGE ASSN POOL #376411	69.73	02/09/94	65.94	12/01/09	(3.79)
364.1 GOVERNMENT NATIONAL MTGE ASSN POOL #456869	368.42	06/18/98	364.19	01/01/09	(4.23)
365.3 GOVERNMENT NATIONAL MTGE ASSN POOL #456869	369.55	06/18/98	365.30	02/01/09	(4.25)
377.7 GOVERNMENT NATIONAL MTGE ASSN POOL #456869	382.14	06/18/98	377.75	03/01/09	(4.39)
475.6 GOVERNMENT NATIONAL MTGE ASSN POOL #456869	481.20	06/18/98	475.67	04/01/09	(5.53)
401 GOVERNMENT NATIONAL MTGE ASSN POOL #456869	405.67	06/18/98	401.01	05/01/09	(4.66)
380.5 GOVERNMENT NATIONAL MTGE ASSN POOL #456869	384.92	06/18/98	380.50	06/01/09	(4.42)
403.8 GOVERNMENT NATIONAL MTGE ASSN POOL #456869	408.51	06/18/98	403.82	07/01/09	(4.69)
413.5 GOVERNMENT NATIONAL MTGE ASSN POOL #456869	418.40	06/18/98	413.59	08/01/09	(4.81)
391.5 GOVERNMENT NATIONAL MTGE ASSN POOL #456869	396.05	06/18/98	391.49	09/01/09	(4.56)
392.4 GOVERNMENT NATIONAL MTGE ASSN POOL #456869	397.00	06/18/98	392.45	10/01/09	(4.55)

Mary & W Harriman Foundation

Schedule of Capital Gains/(Losses) - combined

12/31/2009

SECURITY DESCRIPTION

392 GOVERNMENT NATIONAL MTGE ASSN POOL #456869

418.5 GOVERNMENT NATIONAL MTGE ASSN POOL #456869

Long-term TOTAL

Grand TOTAL

<u>ORIGINAL</u>	<u>PURCHASE</u>	<u>PROCEEDS</u>	<u>SALE</u>	<u>GAIN OR</u>
<u>COST</u>	<u>DATE</u>		<u>DATE</u>	<u>(-LOSS)</u>
396.61	06/18/98	392.06	11/01/09	(4.55)
423.43	06/18/98	418.57	12/01/09	(4.86)
10,181.51		10,069.67		(111.84)
1,232,019.76		1,261,778.55		29,758.79

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	MARY W. HARRIMAN FOUNDATION	23-7356000
	Number, street, and room or suite no. If a P.O. box, see instructions C/O BROWN BROTHERS HARRIMAN TRUST CO, NA	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions 140 BROADWAY, 5TH FL. NEW YORK, NY 10005	

Check type of return to be filed (File a separate application for each return)

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BARBARA O'CONNELL

- The books are in the care of ☒ 140 BROADWAY, 11TH FL. NEW YORK, NY - 10005

Telephone No ☒ (212) 493-8185

FAX No ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010

5 For calendar year 2009, or other tax year beginning , and ending

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

INFORMATION FOR FILING A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	3,623.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	22,756.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒ Barbara O'Connell Title ☒ E.A.

Date ☒ 8/3/10

Form 8868 (Rev. 4-2009)