Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, 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

Name of foundation
GLADYS AND ROLAND HARRIMAN FOUNDATION

A Employer identification number
51-0193915

Number and street (or P O box number if mail is not delivered to street address)
C/O BBH TRUST CO.NA-140 BROADWAY
Room/suite
5TH FL

B Telephone number
(212) 493-8185

City or town, state, and ZIP code
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 [X] 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) ▶$ 114,542,197.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(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 ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,657,508.	1,657,508.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	347,907.			
b Gross sales price for all assets on line 6a 4,907,492.				
7 Capital gain net income (from Part IV, line 2)		347,907.		
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	39,126.	0.		STATEMENT 2
12 Total Add lines 1 through 11	2,044,541.	2,005,415.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	55,017.	0.		55,017.
14 Other employee salaries and wages	42,594.	0.		42,594.
15 Pension plans, employee benefits	27,668.	0.		27,668.
16a Legal fees STMT 3	2,521.	0.		2,521.
b Accounting fees STMT 4	49,843.	0.		49,843.
c Other professional fees STMT 5	139,097.	139,097.		0.
17 Interest				
18 Taxes STMT 6	37,815.	4,267.		451.
19 Depreciation and depletion				
20 Occupancy	27,958.	0.		27,958.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	65,867.	53,198.		12,669.
24 **Total operating and administrative expenses.** Add lines 13 through 23	448,380.	196,562.		218,721.
25 Contributions, gifts, grants paid	5,768,476.			5,768,476.
26 **Total expenses and disbursements.** Add lines 24 and 25	6,216,856.	196,562.		5,987,197.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-4,172,315.			
b **Net investment income** (if negative, enter -0-)		1,808,853.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	102,238.	108,252.	108,252.
	2 Savings and temporary cash investments	4,938,000.	1,720,852.	1,720,852.
	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	63,787,641.	63,812,741.	80,772,932.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	25,886,168.	24,902,642.	31,920,820.
	14 Land, buildings, and equipment basis ▶ 9,489.			
	Less accumulated depreciation STMT 10 ▶ 9,489.			
	15 Other assets (describe ▶ STATEMENT 11)	21,546.	19,341.	19,341.
	16 **Total assets (to be completed by all filers)**	94,735,593.	90,563,828.	114,542,197.
Liabilities	17 Accounts payable and accrued expenses		550.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	550.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	94,735,593.	90,563,278.	
	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**	94,735,593.	90,563,278.	
	31 **Total liabilities and net assets/fund balances**	94,735,593.	90,563,828.	

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	94,735,593.
2	Enter amount from Part I, line 27a	2	-4,172,315.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	90,563,278.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	90,563,278.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,907,492.		4,559,585.	347,907.

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				347,907.

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 — 347,907.

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))
2009	5,574,474.	97,316,811.	.057282
2008	7,005,752.	117,495,689.	.059626
2007	7,231,962.	131,521,341.	.054987
2006	5,449,813.	118,418,419.	.046022
2005	6,330,257.	111,857,146.	.056592

2	Total of line 1, column (d)	2	.274509
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	.054902
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	105,905,625.
5	Multiply line 4 by line 3	5	5,814,431.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,089.
7	Add lines 5 and 6	7	5,832,520.
8	Enter qualifying distributions from Part XII, line 4	8	5,987,197.

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 ▶ [X] and enter 1% of Part I, line 27b			1	18,089.
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	18,089.
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	18,089.
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	17,813.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	32,813.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	46.
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	14,678.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 14,678. **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?	1a		X
b 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*	1b		X
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 ▶ $ 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.*	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) ▶ 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*	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 2010 or the taxable year beginning in 2010 (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 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?	13	X	

Website address ▶ N/A

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

			Yes	No
16	At any time during calendar year 2010, 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 page 20 of 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 22 of the 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 2010 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 2010)* 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 2010?	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)? ☐ 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.

(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 12		55,017.	6,587.	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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BROWN BROTHERS HARRIMAN & CO 140 BROADWAY, NEW YORK, NY 10005	INVESTMENT ADVISOR	139,097.
BROWN BROTHERS HARRIMAN TRUST CO, N.A. 140 BROADWAY, NEW YORK, NY 10005	ACCOUNTING FEES	34,843.
DORFMAN ABRAMS MUSIC - 250 PEHLE AVE, SUITE 702, SADDLE BROOK, NJ 07663	AUDITING FEES	15,000.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	104,381,951.
b	Average of monthly cash balances		1b	3,116,006.
c	Fair market value of all other assets		1c	20,444.
d	Total (add lines 1a, b, and c)		1d	107,518,401.
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	107,518,401.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,612,776.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	105,905,625.
6	**Minimum investment return.** Enter 5% of line 5		6	5,295,281.

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	5,295,281.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 18,089.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	18,089.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	5,277,192.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	5,277,192.
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	5,277,192.

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	5,987,197.
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	5,987,197.
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	18,089.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	5,969,108.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				5,277,192.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 805,766.				
b From 2006				
c From 2007 863,993.				
d From 2008 1,167,520.				
e From 2009 765,055.				
f Total of lines 3a through e	3,602,334.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 5,987,197.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				5,277,192.
e Remaining amount distributed out of corpus	710,005.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,312,339.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	805,766.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	3,506,573.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007 863,993.				
c Excess from 2008 1,167,520.				
d Excess from 2009 765,055.				
e Excess from 2010 710,005.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a 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 the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

BARBARA O'CONNELL, 140 BROADWAY, 11TH FL, NY 10005 , 212-493-8185

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

TYPED ORGANIZATION HISTORY AND DETAILS OF GRANT PURPOSES

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	5,768,476.
Total			▶ 3a	5,768,476.
b Approved for future payment				
SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	4,250,830.
Total			▶ 3b	4,250,830.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,657,508.	
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	-8,276.	
8 Gain or (loss) from sales of assets other than inventory			18	347,907.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a PRIOR YEAR OVERPAYMENT			01	40,558.	
b PRIOR YEAR OVERPAYMENT			01	4,872.	
c MEDICAL INSURANCE					
d REIMBURSEMENT			01	1,972.	
e					
12 Subtotal Add columns (b), (d), and (e)		0.		2,044,541.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,044,541.

(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)
A	PRIOR YEAR TAX OVERPAYMENT REFUND
B	PRIOR YEAR TAX OVERPAYMENT APPLIED TO NEXT YEAR
C	MEDICAL INSURANCE REIMBURSEMENT

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 or fiduciary) is based on all information of which preparer has any knowledge

Edmdge T. Cerny 11/8/11 PRESIDENT
Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LOTUS WU	Lotus Wu	11/7/11		

Firm's name ▶ BROWN BROTHERS HARRIMAN TRUST CO., N.A. Firm's EIN ▶

Firm's address ▶ 140 BROADWAY - 5TH FL
NEW YORK, NY 10005 Phone no

023622
04-26-11

GLADYS & ROLAND HARRIMAN FOUNDATION

10:15 AM

Account QuickReport

11/01/11

January through December 2010

Date	Num	Name	Name Address	Amount
4000 · GRANTS				
1/22/2010	1788	COOKE CENTER	475 Riverside Dr New York, NY 10115	85,000 00
1/22/2010	1789	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	200,000 00
1/22/2010	1790	MAINE MARITIME MUSEUM	243 WASHINGTON STREET BATH, ME 04530	25,000 00
1/22/2010	1791	MIDCOAST HOSPITAL	1356 WASHINGTON STREET BATH, ME 04530	25,000 00
1/22/2010	1792	PATTEN FREE LIBRARY	33 SUMMER STREET BATH, ME 04530	25,000 00
1/22/2010	1793	I GUILLARI DI PIAZZA	THE CATHEDRAL OF ST JOHN THE DEVINE 1047 AMSTERDAM AVENUE NEW YORK, NY 10025	13,000 00
2/5/2010	1794	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	5,000 00
2/5/2010	1795	AMERICAN RED CROSS OF GREATER IDAHO	404 SOUTH 8th STREET BOISE, ID 83702	4,000 00
2/5/2010	1796	BISHOP KELLY FOUNDATION	7009 Franklin Road Boise, ID 83709	1,000 00
2/5/2010	1797	CORPUS CHRISTI HOUSE,INC	525 AMERICANA BLVD BOISE, ID 83703	1,000 00
2/5/2010	1798	RONALD MCDONALD CHARITIES OF IDAHO INC	101 WARM SPRINGS AVENUE BOISE, ID 83712	1,000 00
2/5/2010	1799	SALVATION ARMY	19th AND BRANNOCK BOISE, ID 83702	500 00
2/5/2010	1800	GIRL SCOUTS OF SILVER SAGE COUNCIL	1410 Etheridge La Boise, ID 83704	2,000 00
2/5/2010	1801	LEWIS & CLARK COLLEGE	0615 SW Palatine Hill Rd Portland, OR 97219	6,300 00
2/5/2010	1802	PITTOCK MANSION SOCIETY	3229 NW Pittock Dr Portland, OR 97210	2,000 00
2/5/2010	1803	PORTLAND ART MUSEUM	1219 SW Park Ave Portland, OR 97205	2,300 00
2/5/2010	1804	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	5,000 00
2/5/2010	1805	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE DELHI, NY 13753	5,000 00
2/5/2010	1806	BATH AREA FAMILY YMCA	303 Centre St BATH, ME 04530	2,500 00
2/5/2010	1807	MAINE MARITIME MUSEUM	243 WASHINGTON STREET BATH, ME 04530	5,000 00
2/5/2010	1808	MIDCOAST HOSPITAL	1356 WASHINGTON STREET BATH, ME 04530	7,500 00
2/5/2010	1809	HOLDERNESS SCHOOL	CHAPEL LA PO BOX 1879 PLYMOUTH, NH 03264-1879	2,500 00
2/5/2010	1810	IDAHO SHAKESPEARE FESTIVAL	PO BOX 9365 BOISE, ID 83707	2,500 00
2/5/2010	1811	RIVERSTONE INTERNATIONAL SCHOOL	5493 WARM SPRINGS AVENUE BOISE, ID 83716	10,000 00
2/5/2010	1812	CHILDREN'S SPECIALIZED HOSPITAL FDN	MOUNTAINSIDE, NJ 07091	7,500 00
2/5/2010	1813	OVERLOOK HOSPITAL FOUNDATION	36 UPPER OVERLOOK ROAD SUMMIT, NJ 07901	7,500 00
2/5/2010	1814	AMERICAN ASSEMBLY	475 Riverside Dr. New York, NY 10115-0456	8,000 00
2/5/2010	1815	AMERICAN MUSEUM OF NATURAL HISTORY	Central Park West @ 79th St New York, NY 10024	13,000 00
2/5/2010	1816	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	85,000 00
2/5/2010	1817	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 49th STREET NEW YORK, NY 10019	42,000.00
2/5/2010	1818	AMERICAN RED CROSS MID COAST CHAPTER	16 COMMUNITY WAY TOPSHAM, ME 04086	21,000 00
2/5/2010	1819	ART STUDENTS LEAGUE	215 WEST 57th STREET NEW YORK, NY 10019	8,000 00
2/5/2010	1820	BOWDOIN INTERNATIONAL MUSIC FESTIVAL	6300 COLLEGE STATION BRUNSWICK, ME 04011-8463	17,000 00
2/5/2010	1821	CENTRAL PARK CONSEVANCY	14 EAST 60th STREET NEW YORK, NY 10022	25,000 00
2/5/2010	1822	COVENANT HOUSE NEW YORK	460 WEST 41st STREET NEW YORK, NY 10011-5002	13,000 00
2/5/2010	1823	EPISCOPAL CHURCH FOUNDATION	815 SECOND AVENUE NEW YORK, NY 10017-4564	5,000 00
2/5/2010	1824	DEAFNESS RESEARCH FOUNDATION	641 LEXINGTON AVENUE NEW YORK, NY 10022	12,000 00
2/5/2010	1825	FAMILY AND CHLDREN'S ASSOCIATION	100 EAST OLD COUNTRY RD MINEOLA, NY 11501	13,000 00
2/5/2010	1826	FRIENDS OF IDAHO PUBLIC TELEVISION	1455 NORTH ORCHARD STREET BOISE, ID 83706	106,000 00
2/5/2010	1827	GIRL SCOUT COUNCIL OF GREATER NY	43 WEST 23Rd STREET NEW YORK, NY 10010-4283	20,000 00
2/5/2010	1828	GRACE OPPORTUNITY PROJECT	86 FOURTH AVENUE NEW YORK, NY 10003	10,000 00
2/5/2010	1829	GRENVILLE BAKER BOYS & GIRLS CLUB	135 FOREST AVENUE LOCUST VALLEY, NY 11560	10,000 00
2/5/2010	1830	HARVARD UNIVERSITY	JOHN F KEENEDY SCHOOL 79 JFK STREET MAILBOX 123 CAMBRIDGE, MA 02138	17,000 00
2/5/2010	1831	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE DELHI, NY 13753	17,000 00
2/5/2010	1832	MAINE PUBLIC BROADCASTING CORP	1450 LISBON STREET LEWISTON, ME 04240-3595	85,000 00
2/5/2010	1833	MEADOWCROFT MUSEUM OF RURAL LIFE	401 MEADOWCROFT RD AVELLA, PA 15312	13,000 00
2/5/2010	1834	MEMORIAL SLOAN KETTERING	1275 YORK AVENUE NEW YORK, NY 10021	17,000 00
2/5/2010	1835	METROPOLITAN MUSEUM OF ART	1000 FIFTH AVENUE NEW YORK, NY 10028-0198	10,000 00

Date	Num	Name	Name Address	Amount
2/5/2010	1836	MONROE VOLUNTEER AMBULANCE CORP	PO BOX 533 MONROE, NY 10950	8,000 00
2/5/2010	1837	MONTEFIORE MEDICAL CENTER	111 ESAT 210 STREET BRONX, NY 10467-2490	8,000 00
2/5/2010	1838	NEW ENGLAND VILLAGE INC	664 SCHOOL STREET PEMBROKE, MA 02359	64,000 00
2/5/2010	1839	NEW YORK CITY BALLET	20 LINCOLN CENTER NEW YORK, NY 10023	13,000 00
2/5/2010	1840	NYU DOWNTOWN HOSPITAL	170 WILLIAM STREET NEW YORK, NY 10038	13,000 00
2/5/2010	1841	NEW YORK LANDMARKS CONSERVANCY	ONE WHITEHALL STREET NEW YORK, NY 10004	8,000 00
2/5/2010	1842	NEW YORK PUBLIC LIBRARY	FIFTH AVENUE AT 42 STREET NEW YORK, NY 10018-2788	38,000 00
2/5/2010	1843	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	17,000 00
2/5/2010	1844	ORANGE COUNTY CITIZENS FOUNDATION	PO BOX 525 WHITE OAK DRIVE SUGAR LOAF, NY 10981-0525	8,000 00
2/5/2010	1845	ORANGE COUNTY HISTORICAL SOCIETY	21 CLOVE FURNACE DR ARDEN, NY 10910	17,000 00
2/5/2010	1846	ORANGE REGIONAL MEDICAL CENTER FOUNDATI	4 HARRIMAN DRIVE GOSHEN, NY 10924	8,000 00
2/5/2010	1847	PALISADES INTERSTATE PARK COMMISSION	ADMINISTRATION BUILDING BEAR MOUNTAIN, NY 10911-0427	8,000 00
2/5/2010	1848	PATTEN FREE LIBRARY	33 SUMMER STREET BATH, ME 04530	17,000 00
2/5/2010	1849	PROFESSIONAL CHILDREN'S SCHOOL	132 WEST 60th STREET NEW YORK, NY 10023-7495	8,000 00
2/5/2010	1850	ST JOHN'S CHURCH	PO BOX 58 ARDEN, NY 10910	8,000 00
2/5/2010	1851	SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE, NY 12601-3156	25,000 00
2/5/2010	1852	STANDARD BRED RETIREMENT FOUNDATION	108F OLD YORK RD HAMILTON, NJ 08620	64,000 00
2/5/2010	1853	STUDENT CONSERVATION ASSOCIATION	689 RIVER RD PO BOX 550 CHARLESTOWN, NH 03603-0550	13,000 00
2/5/2010	1854	THIRTEEN/WNET NEW YORK	450 WEST 33 STREET NEW YORK, NY 10001	106,000 00
2/5/2010	1855	TUXEDO PARK LIBRARY	227 ROUTE 17 PO BOX 776 TUXEDO PARK, NY 10987	5,000 00
2/5/2010	1856	TUXEDO AMBULANCE CORPS	BOX 726 TUXEDO PARK, NY 10987	8,000 00
2/5/2010	1857	WEILL MEDICAL COLLEGE OF CORNELL UNIVERSI	1300 YORK AVENUE NEW YORK, NY 10065	21,000 00
2/5/2010	1858	WILDLIFE CONSERVATION SOCIETY	2300 SOUTHERN BLVD BRONX, NY 10460	10,000 00
2/5/2010	1859	WOODBURY COMM AMBULANCE INC	376 ROUTE 32 BOX 561 CENTRAL VALLEY, NY 10917-0561	8,000 00
2/5/2010	1860	DOMINICAN ACADEMY	44 East 68th Street New York, NY 10065	1,000 00
2/5/2010	1861	NOTRE DAME SCHOOL	327 West 13th St New York, NY 10014	1,000 00
2/5/2010	1862	ST. IGNATIUS LOYOLA DAY NURSERY	48 East 84th St New York, NY 10028	1,000 00
2/5/2010	1863	NEW YORK PRESBYTERIAN HOSPITAL	525 East 68th St Box 123 New York, NY 10065	2,000 00
2/5/2010	1864	CRISTO REY NY HIGH SCHOOL	112 EAST 106 STREET NEW YORK, NY 10029	75,000 00
2/5/2010	1865	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	17,075.00
2/5/2010	1866	GOOD SAMARITAN HOSPITAL	255 LAFAYETTE AVENUE SUFFERN, NY 10901	60,000.00
2/5/2010	1867	HOLDERNESS SCHOOL	CHAPEL LA. PO BOX 1879 PLYMOUTH, NH 03264-1879	87,500 00
2/5/2010	1868	YALE UNIVERSITY	INTERNATIONAL & AREA STUDUES BOX 208206 NEW HAVEN, CT 06520-8206	50,000 00
2/5/2010		HARNESS RACING MUSEUM	240 MAIN ST PO BOX 590 GOSHEN, NY 10924	5,000 00
2/5/2010		HARNESS RACING MUSEUM	240 MAIN ST PO BOX 590 GOSHEN, NY 10924	72,000 00
2/10/2010		THE BOYS CLUB OF NEW YORK	287 EAST 10th STREET NEW YORK, NY 10009	150,000 00
2/10/2010		THE BOYS CLUB OF NEW YORK	287 EAST 10th STREET NEW YORK, NY 10009	1,000 00
2/24/2010	1869	MONASTERY OF ST GERTRUDE	465 KAUTERVILLE ROAD COTTONWOOD, ID 83522	1,500 00
2/24/2010	1870	OREGON PUBLIC BROADCASTING	7140 SW Macadam Ave Portland, OR 97219	1,200 00
2/24/2010	1871	VOLUNTEERS OF AMERICA OREGON	3910 SE Stark St. Portland, OR 97214	1,200 00
4/21/2010	1872	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	11,795 00
6/28/2010	1873	BLAINE COUNTY RECREATION DISTRICT	1050 FOX ACRES RD HAILEY, ID 83333	50,000 00
6/28/2010	1874	BROOKLYN BOTANICAL GARDEN	1000 Washington Ave Brooklyn, NY 11225	20,000 00
6/28/2010	1875	MEADOWCROFT MUSEUM OF RURAL LIFE	401 MEADOWCROFT RD AVELLA, PA 15312	100,000 00
6/28/2010	1876	MEMORIAL SLOAN KETTERING	1275 YORK AVENUE NEW YORK, NY 10021	100,000 00
6/28/2010	1877	MONTEFIORE MEDICAL CENTER	111 ESAT 210 STREET BRONX, NY 10467-2490	100,000 00
6/28/2010	1878	NEW YORK HISTORICAL SOCIETY	170 Central Park West New York, NY 10024	10,000 00
6/28/2010	1880	PROCTOR ACADEMY	PO BOX 389 ANDOVER, NH 03216	100,000 00
6/28/2010	1881	RENSSELAERVILLE INSTITUTE	RENSSELAERVILLE, NY 12147	200,000 00

Date	Num	Name	Name Address	Amount
6/28/2010	1882	ST IGNATIUS LOYOLA SCHOOL	48 EAST 84 STREET NEW YORK, NY 10028-0806	50,000 00
6/28/2010	1883	SHELBURNE MUSEUM	PO Box 10 Shelburne, VT 05482	200,000 00
6/28/2010	1884	VOLUNTEERS OF AMERICA OREGON	3910 SE Stark St Portland, OR 97214	80,000.00
6/28/2010	1885	VISITING NURSE SERVICE OF NY	107 EAST 70th STREET NEW YORK, NY 10021	8,000 00
6/28/2010	1886	NATIONAL FOUNDATION FOR TEACHING - NFTE	120 WALL STREET NEW YORK, NY 10005	150,000.00
6/28/2010	1887	NEW YORK PRESBYTERIAN HOSPITAL	525 East 68th St Box 123 New York, NY 10065	150,000 00
6/28/2010	1889	THE COBB SCHOOL MONTESSORI	112 Sand Hill Rd. Simsbury, CT 06070	20,000.00
7/13/2010	1890	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	8,640 00
7/20/2010	1891	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	75,000 00
7/29/2010	1892	COLGATE UNIVERSITY	13 OAK DRIVE HAMILTON, NY 13346	2,000 00
7/29/2010	1893	EAGLE HILL SCHOOL	214 Main St Southport, CT 06890	1,000 00
7/29/2010	1894	ECKERD COLLEGE	4200 54th Ave South St Petersburg, FL 33711	2,500 00
7/29/2010	1895	HARVEY SCHOOL	260 JAY STREET KATONAH, NY 10536	500 00
7/29/2010	1896	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE DELHI, NY 13753	5,000.00
7/29/2010	1897	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	1,000 00
7/29/2010	1898	PROCTOR ACADEMY	PO BOX 389 ANDOVER, NH 03216	2,500 00
7/29/2010	1899	ST MARK'S SCHOOL	25 Marlborough Rd Southborough, MA 01772	500 00
8/10/2010	1900	HOLDERNESS SCHOOL	CHAPEL LA PO BOX 1879 PLYMOUTH, NH 03264-1879	50,000 00
8/10/2010	1901	LYMAN ALLYN ART MUSEUM	625 WILLIAM ST NEW LONDON, CT 06320	50,000 00
8/10/2010	1902	IDAHO DEPARTMENT PARKS & RECREATION	PO BOX 83720 BOISE, ID 83720-0065	25,000 00
8/10/2010	1903	UNITED NEGRO COLLEGE FUND	120 WALL STREET NEW YORK, NY 10005	75,000 00
9/21/2010	1904	MAINE MARITIME MUSEUM	243 WASHINGTON STREET BATH, ME 04530	5,000 00
9/21/2010	1905	PATTEN FREE LIBRARY	33 SUMMER STREET BATH, ME 04530	2,000 00
10/8/2010	1906	GREATER NY COUNCILS BSA	350 FIFTH AVENUE NEW YORK, NY 10118-0350	13,000 00
10/8/2010	1907	NATIONAL OUTDOOR LEADERSHIP SCHOOL	284 LINCOLN STREET LANDER, WY 82520-2848	8,000 00
10/8/2010	1909	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	43,288 00
10/8/2010	1910	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	5,798 00
10/25/2010		THE BOYS CLUB OF NEW YORK	287 EAST 10th STREET NEW YORK, NY 10009	1,000,000 00
12/15/2010	1911	THE ALOHA FOUNDATION	2968 Lake Morey Rd Fairlee, VT 05045-9400	30,000 00
12/15/2010	1912	AMERICAN ASSEMBLY	475 Riverside Dr New York, NY 10115-0456	20,000 00
12/15/2010	1913	FRIENDS OF THE HERMITAGE	335 NORTH FRANKLIN TPKE HOHOKUS, NJ 07423	28,000 00
12/15/2010	1914	TOWN OF DELHI	5 Elm Street Delhi, NY 03753	50,000.00
12/15/2010	1915	AMERICAN MUSEUM OF NATURAL HISTORY	Central Park West @ 79th St New York, NY 10024	300,000 00
12/15/2010	1916	CLASSROOM INC	245 FIFTH AVENUE NEW YORK, NY 10016	75,000 00
12/15/2010	1917	MIDDLESEX SCHOOL	1400 LOWELL ROAD CONCORD, MA 01742	95,380 00
12/15/2010	1918	TRUSTEES OF COLUMBIA UNIV	HERBERT IRVING PAVILLION 310 161 FT WASHINGTON AVENUE NEW YORK, NY 10032	50,000.00
12/15/2010	1919	ORANGE REGIONAL MEDICAL CENTER FOUNDATI	4 HARRIMAN DRIVE GOSHEN, NY 10924	75,000 00
12/15/2010	1920	RIVERSTONE INTERNATIONAL SCHOOL	5493 WARM SPRINGS AVENUE BOISE, ID 83716	10,000 00
12/15/2010	1921	SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE, NY 12601-3156	100,000 00
12/15/2010	1922	YALE UNIVERSITY	INTERNATIONAL & AREA STUDUES BOX 208206 NEW HAVEN, CT 06520-8206	85,000.00
12/15/2010	1923	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 49th STREET NEW YORK, NY 10019	75,000 00
Total 4000 · GRANTS				5,768,476 00
TOTAL				5,768,476.00

GLADYS & ROLAND HARRIMAN FOUNDATION
Account QuickReport

Jan - December 2011
Committed Pledges 2011

Name	Name Address	Amount
BOYS CLUB OF NEW YORK	287 EAST 10th STREET NEW YORK, NY 10009	1,000,000.00
COLUMBIA UNIVERSITY-MAILMAN SCHOOL	Columbia Center-Children's Environmental Health 722 W 168th St. NY NY 10032	50,000 00
GOSHEN HISTORIC TRACK	44 Park Place Goshen, NY 10924	100,000.00
GOSHEN HISTORIC TRACK	44 Park Place Goshen, NY 10924	60,000 00
HOLDERNESS SCHOOL	CHAPEL LA PO BOX 1879 PLYMOUTH, NH 03264-1879	75,000.00
LYMAN ALLYN ART MUSEUM	625 WILLIAM ST NEW LONDON, CT 06320	50,000.00
MEMORIAL SLOAN KETTERING CANCER	1275 York Ave NY NY 10021	100,000 00
MIDDLESEX SCHOOL	1400 Lowell Rd. Concord MA 01742	102,844 00
NEW YORK PRESBYTERIAN HOSPITAL	525 East 68th St. Box 123 New York, NY 10065	150,000 00
ORANGE REGIONAL MEDICAL CENTER FOUND/	4 HARRIMAN DRIVE GOSHEN, NY 10924	75,000.00
PRINCETON DAY SCHOOL	845 ALEXANDER ROAD PRINCETON, NJ 08540	25,000 00
PROCTOR ACADEMY	PO BOX 389 ANDOVER, NH 03216	100,000 00
RENSSELAERVILLE INSTITUTE	RENSSELAERVILLE, NY 12147	200,000 00
RIVERSTONE INTERNATIONAL SCHOOL	5493 WARM SPRINGS AVENUE BOISE, ID 83716	10,000 00
SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE, NY 12601-3156	50,000 00
SHELBURNE MUSEUM	PO Box 10 Shelburne, VT 05482	100,000.00
YALE UNIVERSITY	Women's Health Research	50,000 00
YALE UNIVERSITY	INTERNATIONAL & AREA STUDUES BOX 208206 NEW HAVEN, CT 06520-8206	85,000 00
		2,382,844.00
TOTAL		2,382,844.00

GLADYS ROLAND HARRIMAN FOUNDATION
Jan - Dec 2012
Committed Pledges 2012

Name	Name Address	Amount
BOYS CLUB OF NEW YORK	287 EAST 10th STREET NEW YORK, NY 10009	1,000,000.00
COLUMBIA UNIVERSITY-MAILMAN SCHOOL	Columbia Center-Children's Environmental Health 722 W 168th St NY NY 10032	
GOSHEN HISTORIC TRACK	44 Park Place Goshen, NY 10924	100,000 00
GOSHEN HISTORIC TRACK	44 Park Place Goshen, NY 10924	60,000 00
HOLDERNESS SCHOOL	CHAPEL LA. PO BOX 1879 PLYMOUTH, NH 03264-1879	
LYMAN ALLYN ART MUSEUM	625 WILLIAM ST NEW LONDON, CT 06320	
MEMORIAL SLOAN KETTERING CANCER	1275 York Ave NY NY 10021	100,000.00
MIDDLESEX SCHOOL	1400 Lowell Rd. Concord MA 01742	107,986.00
NEW YORK PRESBYTERIAN HOSPITAL	525 East 68th St Box 123 New York, NY 10065	
ORANGE REGIONAL MEDICAL CENTER FOUNI	4 HARRIMAN DRIVE GOSHEN, NY 10924	75,000.00
PRINCETON DAY SCHOOL	845 ALEXANDER ROAD PRINCETON, NJ 08540	25,000 00
PROCTOR ACADEMY	PO BOX 389 ANDOVER, NH 03216	100,000 00
RENSSELAERVILLE INSTITUTE	RENSSELAERVILLE, NY 12147	
RIVERSTONE INTERNATIONAL SCHOOL	5493 WARM SPRINGS AVENUE BOISE, ID 83716	
SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE, NY 12601-3156	
SHELBURNE MUSEUM	PO Box 10 Shelburne, VT 05482	100,000 00
YALE UNIVERSITY	Women's Health Research	
YALE UNIVERSITY	INTERNATIONAL & AREA STUDUES BOX 208206 NEW HAVEN, CT 06520-8206	
		1,667,986.00
		1,667,986.00

GLADYS ROLAND HARRIMAN FOUNDATION
Jan - Dec 2013
Committed Pledges 2013

Name	Name Address	Amount
SHELBURNE MUSEUM	PO Box 10 Shelburne, VT 05482	100,000.00
		100,000 00
		100,000.00

GLADYS ROLAND HARRIMAN FOUNDAITON
Jan - Dec 2014
Committed Pledges 2014

Name	Name Address	Amount
SHELBURNE MUSEUM	PO Box 10 Shelburne, VT 05482	100,000.00
		100,000 00
		100,000.00

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	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c	THROUGH BBH & CO PEP II L.P.	P	VARIOUS	VARIOUS
d	THROUGH BBH & CO PEP II L.P.	P	VARIOUS	VARIOUS
e	BBH & CO 1818 MEZZANINE FD L.P.	P	VARIOUS	VARIOUS
f	SUNBEAM CLASS ACTION	P	VARIOUS	01/15/10
g	AOL CLASS ACTION	P	VARIOUS	01/28/10
h	QWEST CLASS ACTION	P	VARIOUS	04/14/10
i	NORTEL CLASS ACTION	P	VARIOUS	04/29/10
j	FREDDIE MAC CLASS ACTION	P	VARIOUS	05/11/10
k	ML SHAREHOLDER CLASS ACTION	P	VARIOUS	07/29/10
l	LUCENT TECH CLASS ACTION	P	VARIOUS	08/05/10
m	COCA COCLA CLASS ACTION	P	VARIOUS	08/24/10
n	HEALTHSOUTH CLASS ACTION	P	VARIOUS	09/08/10
o	HEALTHSOUTH CLASS ACTION	P	VARIOUS	09/08/10

	(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	853,244.		996,324.	-143,080.
b	3,319,632.		3,296,892.	22,740.
c			1,461.	-1,461.
d	224,249.			224,249.
e	380,555.			380,555.
f	755.			755.
g	5,237.			5,237.
h	12,752.			12,752.
i	1,223.			1,223.
j	29.			29.
k	1,141.			1,141.
l	113.			113.
m	1,183.			1,183.
n	4,819.			4,819.
o	13,196.			13,196.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-143,080.
b				22,740.
c				-1,461.
d				224,249.
e				380,555.
f				755.
g				5,237.
h				12,752.
i				1,223.
j				29.
k				1,141.
l				113.
m				1,183.
n				4,819.
o				13,196.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

023591
05-01-10

2010 Tax Information Statement

Account Number: 1035001406
Recipient's Tax ID Number: 51-0193915

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
GLADY'S & ROLAND HARRIMAN FND
C/O BARBARA O'CONNELL
140 BROADWAY FL 4
NEW YORK, NY 10005

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
200 0000	81S99F058	UNION PACIFIC CORP CALL 01/2010 65	11/16/2009	01/14/2010	66,398 29	42,000 00	24,398 29	
240 0000	OP0000249	UNION PACIFIC CORP 02/2010 62 5	02/01/2010	02/18/2010	33,599 57	63,199 20	-29,599 63	
280 0000	OP0000439	UNION PACIFIC CORP W/CALL 03/2010 65	02/18/2010	03/12/2010	48,999 37	210,000 00	-161,000 63	
400 0000	OP0000736	UNION PACIFIC CORP W/CALL 04/2010 67 5	03/12/2010	04/13/2010	219,997 20	308,000 00	-88,002 80	
40 0000	OP0001056	UNION PACIFIC CORP W/CALL 05/2010 70	04/13/2010	05/05/2010	23,999 59	20,000 00	3,999 59	
200 0000	OP0001056	UNION PACIFIC CORP W/CALL 05/2010 70	04/13/2010	05/06/2010	119,997 97	70,000 00	49,997 97	
300 0000	OP0001056	UNION PACIFIC CORP W/CALL 05/2010 70	04/13/2010	05/18/2010	179,996 96	104,979.00	75,017 96	
60 0000	OP0001304	UNION PACIFIC CORP W/CALL 06/2010 72 5	05/28/2010	06/04/2010	8,699 85	6,600 00	2,099 85	
180 0000	OP0001304	UNION PACIFIC CORP W/CALL 06/2010 72 5	05/28/2010	06/17/2010	26,099 56	54,000 00	-27,900 44	
Total Short Term Sales					**727,788 36**	**878,778 20**	**-150,989 84**	**0 00**
Long Term 15% Sales								
1500 0000	907818108	UNION PACIFIC CORP	10/31/1987	10/08/2010	127,610 49	9,605 57	118,004 92	0 00
1500 0000	907818108	UNION PACIFIC CORP	10/31/1987	10/08/2010	127,460 34	9,605 57	117,854 77	0 00
Total Long Term 15% Sales					**255,070 83**	**19,211 14**	**235,859 69**	**0 00**

2010 Tax Information Statement

Account Number: 1035001530
Recipient's Tax ID Number: 51-0193915

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
GLADY'S & ROLAND HARRIMAN FND
C/O BARBARA O'CONNELL
140 BROADWAY FL 4
NEW YORK, NY 10005

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
1400 0000	929160109	VULCAN MATERIALS COMPANY	VARIOUS	08/17/2010	54,068 49	69,817 10	-15,748.61	0 00
1600 0000	278642103	EBAY INC	06/30/2010	11/01/2010	47,025 76	31,819 20	15,206 56	0 00
800 0000	278642103	EBAY INC	06/30/2010	12/13/2010	24,361 67	15,909 60	8,452 07	0.00
Total Short Term Sales					**125,455 92**	**117,545.90**	**7,910 02**	**0 00**
Long Term 15% Sales								
1900.0000	075896100	BED BATH & BEYOND INC	VARIOUS	01/13/2010	79,899 88	59,392 30	20,507 58	0 00
4800 0000	594918104	MICROSOFT CORP COM	VARIOUS	01/15/2010	148,587 86	168,008 00	-19,420 14	0 00
3248 0000	12721E102	CADBURY PLC SPONS ADR	VARIOUS	01/25/2010	173,155 83	166,381 48	6,774 35	0 00
3000 0000	075896100	BED BATH & BEYOND INC	VARIOUS	03/08/2010	125,159 01	87,505 70	37,653 31	0 00
1900 0000	278642103	EBAY INC	07/18/2008	03/26/2010	52,253 71	45,581 38	6,672 33	0 00
6475 0000	98385X106	XTO ENERGY INC	VARIOUS	04/06/2010	309,135 87	358,902 94	-49,767 07	0 00
1500 0000	191216100	COCA COLA CO COM	VARIOUS	07/22/2010	81,350 23	94,245 00	-12,894 77	0 00
1300 0000	461202103	INTUIT INC	12/11/2007	07/22/2010	49,428 68	39,234 00	10,194 68	0 00
900 0000	713448108	PEPSICO INC	12/11/2007	07/22/2010	57,790 54	70,002 00	-12,211 46	0 00
1300 0000	461202103	INTUIT INC	12/11/2007	08/02/2010	52,056 84	39,234 00	12,822 84	0 00
1503 0000	929160109	VULCAN MATERIALS COMPANY	05/20/2008	08/05/2010	62,634 51	122,025 26	-59,390 75	0 00

This is important tax information and is being furnished to you

2010 Tax Information Statement

Account Number 1035001530
Recipient's Tax ID Number. 51-0193915

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
GLADY'S & ROLAND HARRIMAN FND
C/O BARBARA O'CONNELL
140 BROADWAY FL 4
NEW YORK, NY 10005

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
304 0000	929160109	VULCAN MATERIALS COMPANY	VARIOUS	08/09/2010	12,634.00	24,678 73	-12,044 73	0.00
593 0000	929160109	VULCAN MATERIALS COMPANY	05/19/2008	08/12/2010	22,964 91	47,988 94	-25,024 03	0 00
3100.0000	929160109	VULCAN MATERIALS COMPANY	VARIOUS	08/17/2010	119,723 07	169,163 43	-49,440 36	0 00
2600 0000	461202103	INTUIT INC	VARIOUS	08/20/2010	111,792.39	77,793 00	33,999.39	0 00
2300.0000	461202103	INTUIT INC	VARIOUS	09/08/2010	102,655.77	66,179 10	36,476 67	0 00
3000 0000	461202103	INTUIT INC	VARIOUS	09/20/2010	136,509 99	82,954 78	53,555 21	0 00
100 0000	278642103	EBAY INC	07/18/2008	11/01/2010	2,939 11	2,399 02	540 09	0 00
2400 0000	278642103	EBAY INC	10/23/2008	12/13/2010	73,085 00	35,947 68	37,137 32	0 00
Total Long Term 15% Sales					**1,773,757 20**	**1,757,616 74**	**16,140.46**	**0.00**

This is important tax information and is being furnished to you

2010 Tax Information Statement

Account Number: 1035001451
Recipient's Tax ID Number. 51-0193915

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address.
GLADY'S & ROLAND HARRIMAN FND
C/O BARBARA O'CONNELL
140 BROADWAY FL 4
NEW YORK, NY 10005

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Long Term 15% Sales								
138945.4850	76628T645	RIDGEWORTH SEIX HIGH YIELD	05/08/2003	01/26/2010	1,290,803 55	1,520,063 61	-229,260.06	0 00
Total Long Term 15% Sales					**1,290,803 55**	**1,520,063.61**	**-229,260.06**	**0.00**

This is important tax information and is being furnished to you

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	500 UNION PACIFIC CORP - EXPIRED PUT 01/10	P	VARIOUS	01/16/10
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			264,908.	-264,908.
b	89,364.			89,364.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-264,908.
b				89,364.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	347,907.
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

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	DATA HANDLING EQUIPMENT	040195	SL	5.00	17	9,489.			9,489.	9,489.		0.
	* TOTAL 990-PF PG 1 DEPR					9,489.		0.	9,489.	9,489.	0.	0.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN & CO,LLC	1,630,524.	0.	1,630,524.
BROWN BROTHERS HARRIMAN & CO,LLC	89,364.	89,364.	0.
BROWN BROTHERS HARRIMAN & CO,LLC	26,984.	0.	26,984.
TOTAL TO FM 990-PF, PART I, LN 4	1,746,872.	89,364.	1,657,508.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BBH PEP II K-1	-8,264.	0.	
BBH PEP II K-1	-12.	0.	
PRIOR YEAR OVERPAYMENT	40,558.	0.	
PRIOR YEAR OVERPAYMENT	4,872.	0.	
MEDICAL INSURANCE REIMBURSEMENT	1,972.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	39,126.	0.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	2,521.	0.		2,521.
TO FM 990-PF, PG 1, LN 16A	2,521.	0.		2,521.

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 FEE	34,843.	0.		34,843.
AUDITING FEE	15,000.	0.		15,000.
TO FORM 990-PF, PG 1, LN 16B	49,843.	0.		49,843.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	139,097.	139,097.		0.
TO FORM 990-PF, PG 1, LN 16C	139,097.	139,097.		0.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	28,225.	0.		0.
FOREIGN TAX PAID	4,267.	4,267.		0.
PAYROLL TAX EXPENSES	451.	0.		451.
PRIOR YEAR OVERPAYMENT APPLIED	4,872.	0.		0.
TO FORM 990-PF, PG 1, LN 18	37,815.	4,267.		451.

GLADYS AND ROLAND HARRIMAN FOUNDATION 51-0193915

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRANSACTION FEES	300.	300.		0.
FILING FEES	1,500.	0.		1,500.
PORTFOLIO DEDUCTION FROM K-1S	52,898.	52,898.		0.
NYS DISABLITY INSURANCE	26.	0.		26.
COMPUTER SYSTEM MAINTENANCE	2,759.	0.		2,759.
WORKER'S COMPENSATION	481.	0.		481.
ADP FEES	1,894.	0.		1,894.
PRINTING & PUBLICATION	125.	0.		125.
COMMERCIAL INSURANCE	751.	0.		751.
POSTAGE & MESSENGER	1,550.	0.		1,550.
ADMINISTRATIVE EXPENSE	3,583.	0.		3,583.
TO FORM 990-PF, PG 1, LN 23	65,867.	53,198.		12,669.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	17,985,090.	35,051,450.
SEE ATTACHED STATEMENT	45,827,651.	45,721,482.
UNEXPIRED PUT OPTIONS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	63,812,741.	80,772,932.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRIVATE EQUITY PARTNERS II, L.P.	COST	1,719,824.	1,459,455.
BBH ABSOLUTE RETURN OFFSHORE FUND,LTD	COST	22,948.	613,219.
BBH LONG/SHORT EQUITY OFFSHORE FUND, LTD	COST	10,750,000.	14,859,364.
BBH ASIAN OPPORTUNITY FUND - CAYMAN	COST	5,625,000.	7,281,644.
BBH REAL ESTATE INCOME FUND	COST	4,269,870.	4,009,471.
BBH CAPITAL PARTNERS III	COST	2,515,000.	3,697,667.
1818 MEZZANINE FUND	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		24,902,642.	31,920,820.

GLADYS & ROLAND HARRIMAN FOUNDATION

Combined Portfolios

As of 12/31/2010

Account· M02220

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Market Value	Pricing Date
	Common Stock					
ADP	053015103 AUTOMATIC DATA PROCESSING INC	4,900 00	46.28	195,841 38	226,772.00	12/31/2010
BAX	071813109 BAXTER INTL INC	8,700.00	50.62	410,724.33	440,394 00	12/31/2010
BBHLX	05528X406 BBH INTERNATIONAL EQUITY FUND CL I	806,146 99	13.07	7,197,857 91	10,536,341.00	12/31/2010
BRK.B	084670702 BERKSHIRE HATHAWAY INC-CL B	5,600.00	80.11	532,677.60	448,616.00	12/31/2010
CB	171232101 CHUBB CORP	7,000.00	59 64	360,584 82	417,480.00	12/31/2010
KO	191216100 COCA-COLA CO	5,100 00	65 77	279,348 49	335,427 00	12/31/2010
CMCSA	20030N101 COMCAST CORP CL A	21,100 00	21.97	382,634.00	463,567.00	12/31/2010
COST	22160K105 COSTCO WHOLESALE CORP	6,400.00	72 21	395,202 08	462,144.00	12/31/2010
DELL	24702R101 DELL INC	17,500 00	13 55	428,191 11	237,125.00	12/31/2010
XRAY	249030107 DENTSPLY INTL INC	8,700.00	34.17	244,147.99	297,279.00	12/31/2010
DEO	25243Q205 DIAGEO PLC- SPONSORED ADR	6,200 00	74 33	372,784.57	460,846.00	12/31/2010
EOG	26875P101 EOG RESOURCES INC	4,300.00	91 41	400,935.81	393,063.00	12/31/2010
EBAY	278642103 EBAY INC	9,200 00	27.83	118,171.22	256,036.00	12/31/2010
ECL	278865100 ECOLAB INC	4,300.00	50.42	172,527 06	216,806.00	12/31/2010
GWW	384802104 WW GRAINGER INC	2,000.00	138 11	149,195 72	276,220.00	12/31/2010
JNJ	478160104 JOHNSON & JOHNSON	4,700.00	61 85	293,186.80	290,695.00	12/31/2010
LBTYA	530555101 LIBERTY GLOBAL INC COM SER A	7,600.00	35 38	299,665 91	268,888 00	12/31/2010
LINTA	53071M104 LIBERTY MEDIA CORP INTERACTIVE A	18,600 00	15.77	323,661 06	293,322.00	12/31/2010
MSFT	594918104 MICROSOFT CORP	6,500 00	27.91	191,057.70	181,415.00	12/31/2010
NSRGY	641069406 NESTLE S A SPONS ADR	11,000 00	58.82	509,220.00	647,020 00	12/31/2010
NVS	66987V109 NOVARTIS AG - ADR	7,700.00	58.95	414,759.12	453,915.00	12/31/2010
OXY	674599105 OCCIDENTAL PETROLEUM CORP	4,600.00	98.1	312,147 15	451,260.00	12/31/2010
PEP	713448108 PEPSICO INC	3,300.00	65 33	216,656.40	215,589.00	12/31/2010
PGR	743315103 PROGRESSIVE CORP OHIO	17,700.00	19.87	315,926 58	351,699.00	12/31/2010
SWN	845467109 SOUTHWSTN ENERGY CO	8,000.00	37.43	294,017.20	299,440.00	12/31/2010
USB	902973304 U S BANCORP	19,400.00	26 97	449,681.10	523,218.00	12/31/2010
UNP	907818108 UNION PACIFIC CORP	147,000 00	92.66	941,345.43	13,621,020 00	12/31/2010
V	92826C839 VISA INC- CL A SHARES	5,900.00	70.38	439,584.23	415,242.00	12/31/2010
WMT	931142103 WAL-MART STORES INC	9,500.00	53.93	463,087.62	512,335.00	12/31/2010
WAG	931422109 WALGREEN CO	12,400.00	38.96	380,074.20	483,104.00	12/31/2010
WM	94106L109 WASTE MANAGEMENT INC	15,600.00	36.87	500,195.50	575,172.00	12/31/2010
	Total For Common Stock			**17,985,090.09**	**35,051,450.00**	

GLADYS & ROLAND HARRIMAN FOUNDATION

Combined Portfolios
As of 12/31/2010
Account: M02220

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Market Value	Pricing Date
	Mutual Funds					
BBBIX	05528X851 BBH BROAD MARKET FUND CL I	1,532,299.53	10.41	15,369,984.54	15,951,238.00	12/31/2010
PTTRX	693390700 PIMCO TOTAL RETURN FUND	451,330.85	10 85	4,865,346.53	4,896,940.00	12/31/2010
TRHYX	77958B204 T ROWE PRICE INST HIGH YIELD	144,429.39	9.81	1,519,397.23	1,416,852 00	12/31/2010
VIPSX	922031869 VANGUARD FIXED INCOME SEC FDIN FLATION-PROTE	152,279.63	13	1,936,858.38	1,979,635.00	12/31/2010
OAKLX	413838608 OAKMARK SELECT FUND-CL 1	306,664.92	27.45	10,849,804.94	8,417,952.00	12/31/2010
RAISX	750869604 RAINIER INVT MGMT MUT FDS SM CAP EQ INST	29,175.00	33 46	1,099,605 75	976,196.00	12/31/2010
USAUX	903288405 USAA MUT FUND INC AGGRESSIVE GROWTH FUND	221,616.50	32.99	5,781,915.00	7,311,128.00	12/31/2010
VINIX	922040100 VANGUARD INSTL INDEX FD	41,488.05	115.01	4,404,738.31	4,771,541.00	12/31/2010
	Total For Mutual Funds			**45,827,650.68**	**45,721,482.00**	
	Total Equity			**63,812,740.77**	**80,772,932.00**	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DATA HANDLING EQUIPMENT	9,489.	9,489.	0.
TOTAL TO FM 990-PF, PART II, LN 14	9,489.	9,489.	0.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXPENSES RECEIVBLE	21,406.	19,341.	19,341.
PREPAID EXPENSE	140.	0.	0.
TO FORM 990-PF, PART II, LINE 15	21,546.	19,341.	19,341.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELBRIDGE T. GERRY, JR C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	PRESIDENT/DIR 1.00	0.	0.	0.
THOMAS F. DIXON C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	VP/DIRECTOR 1.00	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 25.00	55,017.	6,587.	0.
CRISPIN H. CONNERY C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
TERRENCE M. FARLEY C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
WILHELM E. NORTHROP C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
ANTHONY T. ENDERS C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		55,017.	6,587.	0.

G & R Harriman Foundation

EIN. 51-0193915

FOOTNOTES

SCHEDULE OF SUSPENDED LOSS C/O FROM PASSIVE ACTIVITY
(Form 990- PF)

BBH PEP II EIN · 13-4087485

	Ordinary Loss	
o	**Incurred**	**Unutilized Balance**
Passive Loss Carryover from Prior Years:		
12/31/2008	(12,808.00)	(12,808.00)
12/31/2009	(10,237.00)	(23,045.00)
12/31/2010	(8,264.00)	(31,309 00)
12/31/2010	(12.00)	(31,321.00)

Form **8868** (Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
	GLADYS AND ROLAND HARRIMAN FOUNDATION	51-0193915
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BBH TRUST CO.NA-140 BROADWAY, NO. 5TH FL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return) [0|4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BARBARA O'CONNELL 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	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.	3a	$ 32,813.
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.	3b	$ 17,813.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 15,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- 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	Name of exempt organization	Employer identification number
	GLADYS AND ROLAND HARRIMAN FOUNDATION	51-0193915
File by the extended due date for filing your return See instructions	Number, street, and room or suite no. If a P.O box, see instructions. C/O BBH TRUST CO.NA-140 BROADWAY, NO. 5TH FL	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ BARBARA O'CONNELL 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, 2011

5 For calendar year 2010 , or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 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	$ 32,813.
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	$ 32,813.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, 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 ▶ [signature] Title ▶ E.A. Date ▶ 8/12/11

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01-24-11