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

2011

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

For calendar year 2011 or tax year beginning

, and ending

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) C/O BROWN BROTHERS HARRIMAN TRUST CO, NA	Room/suite	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 ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 26,499,642. (Part I, column (d) must be on cash basis.)	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)
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					
4 Dividends and interest from securities		374,295.	374,295.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		297,426.			
b Gross sales price for all assets on line 6a		4,588,726.			
7 Capital gain net income (from Part IV, line 2)			297,426.		
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		33,298.	21,593.		STATEMENT 2
12 Total. Add lines 1 through 11		705,019.	693,314.		
13 Compensation of officers, directors, trustees, etc.		13,808.	0.		13,808.
14 Other employee salaries and wages		10,688.	0.		10,688.
15 Pension plans, employee benefits		6,606.	0.		6,606.
16a Legal fees					
b Accounting fees STMT 3		30,305.	0.		30,305.
c Other professional fees STMT 4		24,901.	18,850.		6,051.
17 Interest					
18 Taxes STMT 5		11,839.	0.		134.
19 Depreciation and depletion					
20 Occupancy		6,798.	0.		6,798.
21 Travel, conferences, and meetings					
22 Printing and publications		125.	0.		125.
23 Other expenses STMT 6		9,003.	1,691.		7,312.
24 Total operating and administrative expenses. Add lines 13 through 23		114,073.	20,541.		81,827.
25 Contributions, gifts, grants paid		1,196,500.			1,196,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,310,573.	20,541.		1,278,327.
27 Subtract line 26 from line 12		-605,554.			
a Excess of revenue over expenses and disbursements			672,773.		
b Net investment income (if negative, enter -0-)					
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	15,216.	7,338.	7,338.
	2 Savings and temporary cash investments	702,377.	193,412.	193,412.
	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 7	17,442,501.	16,620,103.	19,284,954.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 8	27,189.	19,428.	21,124.
	13 Investments - other STMT 9	5,737,088.	6,496,022.	6,992,031.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM FOUNDATION)	0.	783.	783.
	16 Total assets (to be completed by all filers)	23,924,371.	23,337,086.	26,499,642.
	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 ▶ DUE TO BROKER)	11,507.	29,776.	
	23 Total liabilities (add lines 17 through 22)	11,507.	29,776.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	23,912,864.	23,912,864.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	-605,554.	
	30 Total net assets or fund balances	23,912,864.	23,307,310.	
	31 Total liabilities and net assets/fund balances	23,924,371.	23,337,086.	

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	23,912,864.
2	Enter amount from Part I, line 27a	2	-605,554.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	23,307,310.
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	23,307,310.

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 STATEMENT	P	VARIOUS	
b SECURITY LITIGATION SETTLEMENTS	P	VARIOUS	
c CAPITAL GAINS DIVIDENDS			
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 4,498,169.		4,291,300.	206,869.
b 904.			904.
c 89,653.			89,653.
d			
e			

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			206,869.
b			904.
c			89,653.
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	297,426.
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))
2010	1,294,225.	25,740,063.	.050281
2009	1,324,140.	25,771,028.	.051381
2008	1,503,448.	27,993,786.	.053706
2007	1,592,757.	31,979,011.	.049806
2006	1,475,952.	29,976,778.	.049237

2 Total of line 1, column (d)	2	.254411
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	.050882
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	27,247,389.
5 Multiply line 4 by line 3	5	1,386,402.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,728.
7 Add lines 5 and 6	7	1,393,130.
8 Enter qualifying distributions from Part XII, line 4	8	1,278,327.

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)		1	13,455.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	13,455.
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	13,455.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11,705.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,772.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,477.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	22.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
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 2011 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 2011.)	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 2011?		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

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?

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

6b

X

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 10		13,808.	1,470.	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
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	26,686,387.
b	Average of monthly cash balances	1b	975,154.
c	Fair market value of all other assets	1c	783.
d	Total (add lines 1a, b, and c)	1d	27,662,324.
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	27,662,324.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	414,935.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,247,389.
6	Minimum investment return. Enter 5% of line 5	6	1,362,369.

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	1,362,369.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,455.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,455.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,348,914.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,348,914.
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	1,348,914.

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	1,278,327.
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	1,278,327.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,278,327.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,348,914.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			314,036.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,278,327.				
a Applied to 2010, but not more than line 2a			314,036.	
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 2011 distributable amount				964,291.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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	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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				384,623.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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 PURPOSE	1,196,500.
SEE ATTACHED STATEMENT				
Total			3a	1,196,500.
b Approved for future payment				
NONE				
Total			3b	0.

123622
12-02-11

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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. MARY W. HARRIMAN FOUNDATION	Employer identification number (EIN) or ☒ 23-7356000
	Number, street, and room or suite no. If a P.O. box, see instructions C/O BROWN BROTHERS HARRIMAN TRUST CO, NA	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. 140 BROADWAY, 5TH FL. NEW YORK, NY 10005	

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

04

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	01	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

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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** 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	\$	13,477.
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	\$	11,705.
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	\$	1,772.

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.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2012)

BROWN BROTHERS HARRIMAN

BROWN BROTHERS HARRIMAN AND CO

Realized Gain/Loss Report

Run on 3/20/2012 4:31:22 PM

Start Date: 01/01/2011

End Date: 12/31/2011

Account: M02253

Administrator: LEIGHTON K. WATERS 212-493-8844

MARY W HARRIMAN FOUNDATION COMBINED ACCOUNT

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** LONG TERM CAPITAL GAIN (LOSS)					
53559.614 SHARES OF USAA MUT FUND INC AGGRESSIVE GROWTH FUND	01/21/2011	06/25/2004	1,795,318.26	1,402,190.70	393,127.56
10625 SHARES OF RAINIER INVT MGMT MUT FDS SM CAP EQ INST	10/27/2011	05/16/2006	361,143.75	400,456.25	39,312.50-
69156.293 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	12/05/2011	01/07/2000	859,612.72	1,000,000.00	140,387.28-
32573.29 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	12/05/2011	03/17/2000	404,886.00	500,000.00	95,114.00-
18946.201 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	12/05/2011	04/24/2001	235,501.28	219,397.01	16,104.27
20.73 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7%	01/18/2011	01/03/1996	20.73	20.88	0.15-
3.13 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8%	01/18/2011	02/09/1994	3.13	3.22	0.09-
62.12 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8%	01/18/2011	02/09/1994	62.12	63.78	1.66-
370.06 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5%	01/18/2011	06/18/1998	370.06	370.94	0.88-
79.9 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10%	01/18/2011	05/04/1989	79.90	79.50	0.40
21.05 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7%	02/15/2011	01/03/1996	21.05	21.20	0.15-
3.07 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8%	02/15/2011	02/09/1994	3.07	3.16	0.09-
95.86 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8%	02/15/2011	02/09/1994	95.86	98.42	2.56-
350.07 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5%	02/15/2011	06/18/1998	350.07	350.90	0.83-
80.6 UNITS OF	02/15/2011	05/04/1989	80.60	80.20	0.40

RealzdGainLoss

01/15/2024	06/15/2011	02/09/1994	31.45	32.29	0.84-
31.45 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8%					
02/15/2024	06/15/2011	06/18/1998	552.13	553.45	1.32-
552.13 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5%					
05/15/2013	06/15/2011	05/04/1989	83.13	82.72	0.41
83.13 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10%					
10/15/2016	07/15/2011	01/03/1996	21.58	21.74	0.16-
21.58 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7%					
01/15/2026	07/15/2011	02/09/1994	3.10	3.19	0.09-
3.1 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8%					
01/15/2024	07/15/2011	02/09/1994	38.41	39.44	1.03-
38.41 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8%					
02/15/2024	07/15/2011	06/18/1998	343.20	344.02	0.82-
343.2 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5%					
05/15/2013	07/15/2011	05/04/1989	83.85	83.43	0.42
83.85 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10%					
10/15/2016	08/15/2011	01/03/1996	21.86	22.02	0.16-
21.86 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7%					
01/15/2026	08/15/2011	02/09/1994	3.11	3.20	0.09-
3.11 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8%					
01/15/2024	08/15/2011	02/09/1994	31.95	32.80	0.85-
31.95 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8%					
02/15/2024	08/15/2011	06/18/1998	292.53	293.23	0.70-
292.53 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5%					
05/15/2013	08/15/2011	05/04/1989	84.59	84.17	0.42
84.59 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10%					
10/15/2016	09/15/2011	01/03/1996	21.85	22.01	0.16-
21.85 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7%					
01/15/2026	09/15/2011	02/09/1994	3.13	3.22	0.09-
3.13 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8%					
01/15/2024	09/15/2011	02/09/1994	38.91	39.95	1.04-
38.91 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8%					
02/15/2024	09/15/2011	06/18/1998	463.54	464.65	1.11-
463.54 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5%					
05/15/2013					

RealzdGainLoss

85.33 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	09/15/2011	05/04/1989	85.33	84.91	0.42
22.65 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	10/17/2011	01/03/1996	22.65	22.82	0.17-
3.22 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	10/17/2011	02/09/1994	3.22	3.31	0.09-
32.45 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	10/17/2011	02/09/1994	32.45	33.32	0.87-
255.85 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	10/17/2011	06/18/1998	255.85	256.46	0.61-
86.07 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	10/17/2011	05/04/1989	86.07	85.64	0.43
22.13 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	11/15/2011	01/03/1996	22.13	22.29	0.16-
3.03 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	11/15/2011	02/09/1994	3.03	3.11	0.08-
32.68 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	11/15/2011	02/09/1994	32.68	33.55	0.87-
281.72 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	11/15/2011	06/18/1998	281.72	282.39	0.67-
86.83 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	11/15/2011	05/04/1989	86.83	86.40	0.43
22.28 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	12/15/2011	01/03/1996	22.28	22.44	0.16-
3.05 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	12/15/2011	02/09/1994	3.05	3.13	0.08-
32.91 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	12/15/2011	02/09/1994	32.91	33.79	0.88-
496.64 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	12/15/2011	06/18/1998	496.64	497.82	1.18-
87.59 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	12/15/2011	05/04/1989	87.59	87.15	0.44
3310.613 SHARES OF BBH BROAD MARKET FUND CL N	12/15/2011	10/12/2006	34,000.00	33,271.66	728.34
21006.515 SHARES OF VANGUARD FIXED INCOME SEC FDIN FLATION-PROTE	10/19/2011	03/27/2008	294,301.27	269,303.52	24,997.75

Realized Gain/Loss

31520.883 SHARES OF
VANGUARD FIXED INCOME SEC FDI IN FLATION-PROTE
4574.672 SHARES OF
VANGUARD FIXED INCOME SEC FDI IN FLATION-PROTE

** TOTAL LONG TERM CAPITAL GAIN (LOSS)

	10/19/2011	06/30/2008	441,607.57	400,000.01	41,607.56	
	10/19/2011	05/17/2010	64,091.16	58,921.78	5,169.38	
			4,498,169.27	4,291,299.72	206,869.55	

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05/04/12

Accrual Basis

MARY W. HARRIMAN FOUNDATION

Grant Contribution

January through December 2011

Date	Num	Name	Name Address	Amount
4000 - GRANTS				
5/10/2011	1997	GOOD SAMARITAN HOSPITAL	255 Lafayette Avenue Suffern, NY 10901-4869	31,000.00
6/30/2011	1998	AMERICAN UNIVERSITY BEIRUT	3 Dag hammerskjold Plaza New York, NY 10017-2303	7,500.00
6/30/2011	1999	LEARNING LEADERS	80 Maiden Lane 11th Fl New York, NY 10038-4729	15,000.00
6/30/2011	2000	PALISADES INTERSTATE PARK COMMISSION	Administration Building Bear Mountain, NY 10911-0427	20,000.00
6/30/2011	2001	FRIENDS OF DARTMOUTH ROWING	Dartmouth College 6083 Alumni Gymnasium Hanover, NH 03755-3590	4,000.00
6/30/2011	2002	MIDDLESEX SCHOOL	Lewis Alumni House 1400 Lowell Rd Concord, MA 01742-9122	7,500.00
6/30/2011	2003	ORANGE PATHWAYS INC	182 Greenwich Ave Goshen, NY 10924	4,000.00
6/30/2011	2005	HELEN HAYES HOSPITAL FOUNDATION	51-55 Route 9W Haverstraw, NY 10993-1195	2,000.00
6/30/2011	2007	BATES COLLEGE	2 Andrews Rd Lewiston, ME 04240-6028	30,000.00
6/30/2011	2008	COBB SCHOOL, MONTESSORI	112 Sand Hill Rd Simsbury, CT 06070	10,000.00
6/30/2011	2009	ROWLAND HALL ST MARK'S SCHOOL	720 Guardsman Way Salt Lake City, UT 84108-1374	5,000.00
6/30/2011	2010	VERMONT LAW SCHOOL	PO Box 96 Chelsea St South Royalton, VT 05068	1,000.00
6/30/2011	2011	YALE UNIVERSITY	SCHOOL OF MEDICINE PO Box 208091 New Haven, CT 06520-8091	15,000.00
6/30/2011	2012	CIRCUS SMIRKUS	1 Circus Rd Greensboro, VT 05841	2,000.00
6/30/2011	2013	DARTMOUTH COLLEGE	THE TUCK SCHOOL OF BUSINESS HB 9000 Hanover, NH 03755	10,000.00
6/30/2011	2015	HOLDERNESSE SCHOOL	Chapel Lane PO Box 1879 Plymouth, NH 03264-1879	4,000.00
6/30/2011	2017	ASSOCIATION EARLY CARE & EDUCATION	95 Berkeley St Suite 306 Boston, MA 02116	1,000.00
6/30/2011	2018	BREARLEY SCHOOL	610 East 83 Street New York NY 10028	10,000.00
6/30/2011	2019	BROOKLINE COMMUNITY FOUNDATION	40 Webster Place Brookline, MA 02445	13,000.00
6/30/2011	2020	BROOKLINE EDUCATION FOUNDATION	PO Box 470652 Brookline, MA 02447	15,000.00
6/30/2011	2021	MASSACHUSETTS HISTORICAL SOCIETY	1154 Boylston Street Boston, MA 02215	15,000.00
6/30/2011	2022	MASSACHUSETTS GENERAL HOSPITAL	55 Fruit Street Boston, MA 02114-2792	25,000.00
6/30/2011	2023	PHILLIPS EXETER ACADEMY	20 Main Street Exeter, NH 03833	5,000.00
6/30/2011	2024	CONCORD ACADEMY	166 Main Street Concord, MA 01742	15,000.00
6/30/2011	2025	TRUSTEES OF RESERVATION	572 Essex Street Beverly, MA 01915-1530	7,500.00
6/30/2011	2026	AMERICAN FOREIGN SERVICE ASSOCIATION	2101 E Street NW Washington, DC 20037	5,000.00
6/30/2011	2027	NATIONAL PARKS & CONSERVATION ASSOCIATION	1300 19th St NW Washington, DC 20036	22,000.00
6/30/2011	2028	WORLD WILDLIFE FUND	1250 24th St NW Washington, DC 20037-1132	30,000.00
6/30/2011	2029	MYOTONIC DYSTROPHY FOUNDATION	10016 Foothills Blvd Suite 130 Roseville, CA 95747	5,000.00
6/30/2011	2030	CHRIST EPISCOPAL SCHOOL	109 South Washington St Rockville, MD 20850	3,000.00
6/30/2011	2031	PARK SCHOOL OF BALTIMORE	PO Box 8200 Brooklandville, MD 21022	3,000.00
6/30/2011	2032	BOY'S CLUB OF NEW YORK	287 East Tenth Street New York, NY 10009	26,500.00
6/30/2011	2033	EVERGLADES FOUNDATION	18001 Old Cutler Rd Suite 625 Palmetto Bay, FL 33157	8,000.00
6/30/2011	2034	NATIONAL MUSEUM POLO HALL OF FAME	9011 Lake Worth Rd Lake Worth, FL 33467	2,000.00
6/30/2011	2035	NATURE CONSERVANCY OF IDAHO	116 First Avenue North Hailey, ID 83333	5,000.00
6/30/2011	2036	NEW HOPE CHARITIES	626 North Dixie Hwy West Palm Beach FL 33401	2,000.00
6/30/2011	2037	ORANGE COUNTY HISTORICAL SOCIETY	Clove Furnace Historical Society Box 55 Arden, NY 10910	13,000.00
6/30/2011	2038	SCHOOL OF THE ARTS FOUNDATION	PO Box 552 West Palm Beach, FL 33402-0552	23,000.00
6/30/2011	2039	SOCIETY OF THE FOUR ARTS	2 Four Arts Plaza Palm Beach, FL 33480	1,500.00
6/30/2011	2040	SUN VALLEY SKI EDUCATION FOUNDATION	PO Box 203 Sun Valley, ID 8353	5,000.00
6/30/2011	2041	UNITED STATES COURT TENNIS ASSOCIATION	370 Park Avenue New York, NY 10022-5968	5,000.00
6/30/2011	2042	ZOOLOGICAL SOCIETY- PALM BEACHES	1301 Summit Blvd West Palm Beach, FL 33405	1,000.00
6/30/2011	2043	THE BUCKLEY SCHOOL	113 East 73 Street New York, NY 10021	20,000.00
6/30/2011	2044	THE CENTER FOR DISCOVERY	1350 Broadway Suite 201 New York, NY 10018	40,000.00
6/30/2011	2045	GEORGETOWN UNIVERSITY	Office of Advancement 2115 Wisconsin Ave NW Ste 500 Washington, DC 20	20,000.00
6/30/2011	2046	NYU FACES	223 East 34 Street New York, NY 10016	15,000.00
6/30/2011	2047	COMMON GOOD INC	477 Madison Ave 7th Fl New York, NY 10022	3,000.00
6/30/2011	2048	COUNCIL ON FOREIGN RELATIONS	58 East 68th St New York, NY 10065	2,000.00

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05/04/12

Accrual Basis

MARY W. HARRIMAN FOUNDATION
Grant Contribution
 January through December 2011

Date	Num	Name	Name Address	Amount
6/30/2011	2049	NEW YORK CITY BALLET INC	20 Lincoln Center New York, NY 10023	35,000.00
6/30/2011	2050	NY LEAGUE OF CONSERVATION VOTERS	30 Broad St 30th Fl New York, NY 10004	3,000.00
6/30/2011	2051	PALISADES INTERSTATE PARK COMMISSION	Administration Building Bear Mountain, NY 10911-0427	25,000.00
6/30/2011	2052	PARK AVENUE ARMORY	643 Park Avenue New York, NY 10055	10,000.00
6/30/2011	2053	SCENIC HUDSON, INC	One Civic Center Plaza Suite 200 Poughkeepsie, NY 12601	30,000.00
6/30/2011	2054	SCHOOL OF AMERICAN BALLET INC	70 Lincoln Center Plaza New York, NY 10023-6592	3,000.00
6/30/2011	2055	HOSPICE OF ORANGE & SULLIVAN COUNTIES	800 Stony Brook Court Newburgh, NY 12550	25,000.00
6/30/2011	2056	BROOKS SCHOOL	1160 Great Pond Rd North Andover, MA 01845-1298	1,000.00
6/30/2011	2057	COLLEGE OF CHARLESTON	66 George Street Charleston, SC 29424	7,000.00
6/30/2011	2058	DOCTORS WITHOUT BORDERS	337 Seventh Ave 2nd Fl New York, NY 10001	3,000.00
6/30/2011	2059	THE DRAWING CENTER	35 Wooster Street New York, NY 10003	2,000.00
6/30/2011	2060	FILM FORUM (THE MOVING IMAGE INC)	209 West Houston Street New York, NY 10014	18,000.00
6/30/2011	2061	GLYNWOOD CENTER	PO Box 157 Cold Spring, NY 10530	2,000.00
6/30/2011	2062	NEIGHBORHOOD COALITION FOR SHELTER	157 East 86th Street New York, NY 10028	7,500.00
6/30/2011	2063	CALIFORNIA INSTITUTE OF ARTS	14700 McBean Pkwy Valencia, CA 91355-2340	2,000.00
6/30/2011	2064	AMERICAN ASSEMBLY	475 Riverside Drive New York, NY 10115-0456	50,000.00
6/30/2011	2065	BLACK ROCK FOREST CONSORTIUM	129 Continental Rd Cornwall, NY 12518	5,000.00
6/30/2011	2066	METROPOLITAN MUSEUM OF ART	1000 Fifth Avenue New York, NY 10028-0198	10,000.00
6/30/2011	2067	MUSEUM VILLAGE	1010 Route 17M Monroe, NY 10950	2,500.00
6/30/2011	2068	NATIONAL PUBLIC RADIO	635 Massachusetts Ave NW Washington, DC 20001-3753	10,000.00
6/30/2011	2069	NEW YORK PUBLIC LIBRARY	Fifth Avenue at 42 Street New York, NY 10018	10,000.00
6/30/2011	2070	STORM KING ART CENTER	PO Box 280 Old Pleasant Hill Rd Mountainville, NY 10953-0280	20,000.00
6/30/2011	2071	WNYC RADIO	160 Varick Street New York, NY 10013	10,000.00
6/30/2011	2072	BLAINE COUNTY RECREATION DISTRICT	1050 Fox Acres Rd Room 107 Hailey, ID 83333	6,000.00
6/30/2011	2073	COLUMBIA UNIV HARRIMAN INSTITUTE	MC 3345 420 West 118th St New York, NY 10027	35,000.00
6/30/2011	2074	HUDSON HIGHLANDS NATURE MUSEUM	PO Box 181 The Boulevard Cornwall-on-Hudson, NY 12520	2,500.00
6/30/2011	2075	LAND TRUST ALLIANCE	1660 L Street NW Washington, DC 20036	25,000.00
6/30/2011	2076	ORANGE COUNTY LAND TRUST	PO Box 2442 Middletown, NY 10940	10,000.00
6/30/2011	2077	ORANGE REGIONAL MEDICAL CENTER	4 Harriman Drive Goshen, NY 10924	1,000.00
6/30/2011	2078	SLOATSBURG COMMUNITY AMBULANCE CORP	PO Box 21 62 Washington Ave Sloatsburg, NY 10974	2,500.00
6/30/2011	2079	THIRTEEN/WNET NY	107 East 70th Street New York, NY 10001	30,000.00
6/30/2011	2080	VISITING NURSE SERVICE NEW YORK	450 West 33 Street New York, NY 10001	12,500.00
6/30/2011	2081	WGBH EDUCATIONAL FOUNDATION	125 Western Avenue Boston, MA 02134	10,000.00
6/30/2011	2082	CENTER FOR HEARING & COMMUNICATION	50 Broadway 6th Fl New York, NY 10010-4302	3,000.00
6/30/2011	2083	COLUMBIA UNIVERSITY	Lewison Hall Room 303 MC 4110 2970 Broadway New York, NY 10027	3,500.00
6/30/2011	2085	THE FORMAN SCHOOL	12 Norfolk Rd PO Box 80 Litchfield, CT 06759-0080	5,000.00
6/30/2011	2086	LONG ISLAND MASTERWORKS, INC	PO Box 458 Northport, NY 11768	3,000.00
6/30/2011	2088	CEI-PEA	28 West 44th Street New York, NY 10036-6600	20,000.00
6/30/2011	2089	WEILL MEDICAL COLLEGE OF CORNELL UNIVERS	525 East 68th Street New York, NY 10021	12,500.00
6/30/2011	2090	NATIONAL JR WHEELCHAIR ATHLETE'S FUND	455 East 57th Street #5A New York, NY 10022	10,000.00
8/19/2011	2091	AMERICAN MUSEUM OF NATURAL HISTORY	Central Park West at 69th St New York, NY 10024-5192	5,000.00
8/19/2011	2092	AMERICAN RED CROSS NEW YORK	520 West 49th Street New York, NY 10019	10,000.00
8/19/2011	2093	WINSTON CHURCHILL FOUNDATION	600 Madison Ave 16th Fl New York, NY 10022-1615	10,000.00
8/19/2011	2094	HENRY STREET SETTLEMENT	265 Henry St New York, NY 10002	5,000.00
8/19/2011	2095	MEMORIAL SLOAN KETTERING CANCER CENTER	1275 York Ave New York, NY 10021	10,000.00
8/19/2011	2096	MONROE COMMUNITY AMBULANCE CORPS	PO Box 841 Monroe, NY 10950	2,000.00
8/19/2011	2097	NATIONAL URBAN LEAGUE	120 Wall St New York, NY 10005	7,500.00
8/19/2011	2098	NY BOTANICAL GARDEN	Bronx, NY 10458	4,000.00
8/19/2011	2099	PLANNED PARENTHOOD NEW YORK CITY	26 Bleecker St New York, NY 10012	25,000.00

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Accrual Basis

MARY W. HARRIMAN FOUNDATION
Grant Contribution
 January through December 2011

Date	Num	Name	Name Address	Amount
8/19/2011	2100	TUXEDO VOLUNTEER AMBULANCE CORPS	Box 726 Tuxedo Park, NY 10987	2,000.00
8/19/2011	2101	UNITED NEGRO COLLEGE FUND	8260 Willow Oaks Corp Dr Fairfax, VA 22031	10,000.00
8/19/2011	2102	WILDLIFE CONSERVATION SOCIETY	2300 Southern Blvd Bronx, NY 10460	10,000.00
8/19/2011	2104	PATTEN FREE LIBRARY	33 Summer St Bath, ME 04530	5,000.00
8/19/2011	2105	RECTORY SCHOOL	528 Pomfret St PO Box 68 Pomfret, CT 06258	1,000.00
8/19/2011	2106	HARNESS RACING MUSEUM & HALL OF FAME	PO Box 590 240 Main St Goshen, NY 10924	7,000.00
8/19/2011	2107	NYSPPC	161 William St New York, NY 10038	3,500.00
8/19/2011	2108	ST. IGNATIUS SCHOOL	48 East 84th St New York, NY 10028	3,000.00
8/19/2011	2109	TUXEDO LAND TRUST	PO Box 332 Tuxedo, NY 10987	25,000.00
9/27/2011	2110	CAMPFIRE FOUNDATION	PO Box 6421 Ketchum, ID 83340	7,500.00
9/27/2011	2111	UNIVERSITY OF COLORADO	Mackay Room 229 Campus Box 282 Boulder, CO 80309-0282	4,000.00
10/13/2011	2112	ST. MARY'S-IN - TUXEDO	10 Fox Hill Road Tuxedo Park, NY 10987	20,000.00
12/2/2011	2113	WOODBURY COMMUNITY AMBULANCE CORPS INC	376 Route 32 PO Box 561 Central Valley, NY 10917	3,000.00
Total 4000 GRANTS				1,196,500.00
TOTAL				1,196,500.00

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BBH REAL STATE INCOME FD I	54,363.	0.	54,363.
BBH REAL STATE INCOME FD I	1.	0.	1.
BBH REAL STATE INCOME FD II	3,288.	0.	3,288.
BROWN BROTHERS HARRIMAN & CO	314,811.	0.	314,811.
BROWN BROTHERS HARRIMAN & CO	89,653.	89,653.	0.
BROWN BROTHERS HARRIMAN & CO	1,832.	0.	1,832.
TOTAL TO FM 990-PF, PART I, LN 4	463,948.	89,653.	374,295.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY INCOME	21,593.	21,593.	
TAX OVERPAYMENT APPLIED TO 2010	11,705.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	33,298.	21,593.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	24,555.	0.		24,555.
AUDITING FEES	5,750.	0.		5,750.
TO FORM 990-PF, PG 1, LN 16B	30,305.	0.		30,305.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	18,850.	18,850.		0.
LEGAL FEES	6,051.	0.		6,051.
TO FORM 990-PF, PG 1, LN 16C	24,901.	18,850.		6,051.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	134.	0.		134.
OVERPAYMENT APPLIED TO 2011	11,705.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,839.	0.		134.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	359.	0.		359.
MEMBERSHIP	1,500.	0.		1,500.
COMPUTER SYSTEM MAINTENANCE	84.	0.		84.
LIABILITY INSURANCE	4,380.	0.		4,380.
PORTFOLIO DEDUCTION	1,691.	1,691.		0.
FILING FEES	750.	0.		750.
WORKER'S COMP INSURANCE	109.	0.		109.
COMMERCIAL INSURANCE	130.	0.		130.
TO FORM 990-PF, PG 1, LN 23	9,003.	1,691.		7,312.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UNION PACIFIC CORP - SEE ATTACHED	8,816.	2,118,800.
MUTUAL FUNDS - SEE ATTACHED	16,611,287.	17,166,154.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,620,103.	19,284,954.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS - SEE ATTACHED	19,428.	21,124.
TOTAL TO FORM 990-PF, PART II, LINE 12	19,428.	21,124.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH REAL ESTATE INC. FUND I	COST	1,214,185.	1,112,125.
BBH ABS RET O/S SER A TR	COST	113,408.	92,860.
BBH ASIAN OPPTY FUND	COST	1,500,000.	1,415,809.
BBH L/S EQTY O/S FD SER A TR	COST	3,000,000.	3,713,676.
BBH REAL ESTATE INC. FUND II	COST	479,429.	468,561.
BBH CAP PARTNERS QP IV	COST	189,000.	189,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,496,022.	6,992,031.

FORM 990-PF

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

STATEMENT 10

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 6.00	13,808.	1,470.	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		13,808.	1,470.	0.