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

2011

For calendar year 2011 or tax year beginning , and ending

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 ☐

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

D 1. Foreign organizations, check here ☐

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

H Check type of organization [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) ▶$ 110,101,300.

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

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

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

		(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	6.	6.		STATEMENT 1
	4 Dividends and interest from securities	1,659,344.	1,659,344.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,459,039.			
	b Gross sales price for all assets on line 6a 23,270,306.				
	7 Capital gain net income (from Part IV, line 2)		5,459,039.		
	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	11,671.	1,685.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	7,130,060.	7,120,074.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	56,792.	0.		56,792.
	14 Other employee salaries and wages	43,959.	0.		43,959.
	15 Pension plans, employee benefits	27,169.	0.		27,169.
	16a Legal fees STMT 4	670.	0.		670.
	b Accounting fees STMT 5	42,660.	0.		42,660.
	c Other professional fees STMT 6	162,549.	162,549.		0.
	17 Interest				
	18 Taxes STMT 7	83,319.	8,641.		0.
	19 Depreciation and depletion				
	20 Occupancy	27,959.	0.		27,959.
	21 Travel, conferences, and meetings				
	22 Printing and publications	125.	0.		125.
	23 Other expenses STMT 8	39,482.	31,561.		7,921.
	24 Total operating and administrative expenses. Add lines 13 through 23	484,684.	202,751.		207,255.
	25 Contributions, gifts, grants paid	6,221,254.			6,221,254.
	26 **Total expenses and disbursements.** Add lines 24 and 25	6,705,938.	202,751.		6,428,509.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	424,122.			
	b **Net investment income** (if negative, enter -0-)		6,917,323.		
	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	108,252.	1,293,148.	1,293,148.
	2 Savings and temporary cash investments	1,720,852.	3,379,760.	3,379,760.
	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 9	63,812,741.	61,403,722.	75,321,465.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	24,902,642.	24,921,254.	30,065,446.
	14 Land, buildings, and equipment basis ▶ 9,489.			
	Less accumulated depreciation STMT 11▶ 9,489.			
	15 Other assets (describe ▶ DUE FROM FOUNDATION)	19,341.	41,481.	41,481.
	16 Total assets (to be completed by all filers)	90,563,828.	91,039,365.	110,101,300.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	550.	51,965.	
	23 Total liabilities (add lines 17 through 22)	550.	51,965.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	90,563,278.	90,563,278.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	424,122.	
	30 Total net assets or fund balances	90,563,278.	90,987,400.	
	31 Total liabilities and net assets/fund balances	90,563,828.	91,039,365.	

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	90,563,278.
2	Enter amount from Part I, line 27a	2	424,122.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	90,987,400.
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	90,987,400.

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 STATEMENT			
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	23,270,306.		17,804,257.	5,459,039.

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				5,459,039.

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	5,459,039.
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	5,969,108.	105,905,625.	.056363
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

2 Total of line 1, column (d)	2	.274280
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	.054856
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	112,320,469.
5 Multiply line 4 by line 3	5	6,161,452.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	69,173.
7 Add lines 5 and 6	7	6,230,625.
8 Enter qualifying distributions from Part XII, line 4	8	6,428,509.

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	69,173.
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	69,173.
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	69,173.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 59,678.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	89,678.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	20,505.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 20,505.	**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)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ 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 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			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 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 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? ☐ 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 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 | 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

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 13		56,792.	6,049.	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	162,549.
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	109,726,948.
b	Average of monthly cash balances	1b	4,262,504.
c	Fair market value of all other assets	1c	41,481.
d	**Total** (add lines 1a, b, and c)	1d	114,030,933.
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	114,030,933.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,710,464.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	112,320,469.
6	**Minimum investment return** Enter 5% of line 5	6	5,616,023.

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	5,616,023.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	69,173.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	69,173.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	5,546,850.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	5,546,850.
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	5,546,850.

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	6,428,509.
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	6,428,509.
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	69,173.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,359,336.

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				5,546,850.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007 863,993.				
c From 2008 1,167,520.				
d From 2009 765,055.				
e From 2010 710,005.				
f Total of lines 3a through e	3,506,573.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 6,428,509.				
a Applied to 2010, 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 2011 distributable amount				5,546,850.
e Remaining amount distributed out of corpus	881,659.			
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	4,388,232.			
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				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 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	4,388,232.			
10 Analysis of line 9				
a Excess from 2007 863,993.				
b Excess from 2008 1,167,520.				
c Excess from 2009 765,055.				
d Excess from 2010 710,005.				
e Excess from 2011 881,659.				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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 ▶ ☒ 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

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

c Any submission deadlines

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

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	6,221,254.
Total			▶ 3a	6,221,254.
b Approved for future payment				
SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	6,253,556.
Total			▶ 3b	6,253,556.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6.	
4 Dividends and interest from securities			14	1,659,344.	
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			01	<3,007.>	
8 Gain or (loss) from sales of assets other than inventory			18	5,459,039.	
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		14,678.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		7,115,382.	14,678.

13 Total. Add line 12, columns (b), (d), and (e) 13 7,130,060.

(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 APPLIED TO NEXT YEAR

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Ellen Page T. Geny | 11/16/2012 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LOTUS WU	LOTUS WU	10/31/12		P01291256

Firm's name ▶ BROWN BROTHERS HARRIMAN TRUST CO., N.A. Firm's EIN ▶ 20-4592596

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

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	SEE ATTACHED STATEMENT	P	VARIOUS	
c	SECURITY LITIGATION SETTLEMENTS	P	VARIOUS	
d	BBH & CO PEP II	P	VARIOUS	
e	BBH & CO PEP II	P	VARIOUS	
f	CAPITAL GAINS DIVIDENDS			
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	195,027.		160,293.	34,734.
b	22,712,148.		17,643,964.	5,068,184.
c	3,422.			3,422.
d				81.
e				<7,091.>
f	359,709.			359,709.
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				34,734.
b				5,068,184.
c				3,422.
d				81.
e				<7,091.>
f				359,709.
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	5,459,039.
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

Brown Brothers Harriman

BROWN BROTHERS HARRIMAN AND CO

Realized Gain/Loss Report

Run on 3/20/2012 4:30:12 PM
Start Date: 01/01/2011
End Date: 12/31/2011

Account: **M02220**
GLADYS & ROLAND HARRIMAN FOUNDATION

Administrator: LEIGHTON K. WATERS 212-493-8844

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
300 SHARES OF OCCIDENTAL PETROLEUM CORP	02/22/2011	09/09/2010	30,698.47	23,584.05	7,114.42
300 SHARES OF OCCIDENTAL PETROLEUM CORP	02/23/2011	09/09/2010	31,243.14	23,584.05	7,659.09
500 SHARES OF EOG RESOURCES INC	03/24/2011	05/06/2010	57,175.80	50,919.50	6,256.30
800 SHARES OF VISA INC- CL.A SHARES	11/15/2011	12/07/2010	75,909.18	62,205.36	13,703.82
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			195,026.59	160,292.96	34,733.63
** LONG TERM CAPITAL GAIN (LOSS)					
10000 SHARES OF UNION PACIFIC CORP	05/23/2011	10/31/1987	1,005,802.68	64,037.10	941,765.58
5000 SHARES OF UNION PACIFIC CORP	11/17/2011	10/31/1987	500,913.38	32,018.55	468,894.83
185489.336 SHARES OF USAA MUT FUND INC AGGRESSIVE GROWTH FUND	01/21/2011	06/22/2004	6,217,602.54	4,781,914.99	1,435,687.55
36127.168 SHARES OF USAA MUT FUND INC AGGRESSIVE GROWTH FUND	01/21/2011	11/26/2004	1,210,982.67	1,000,000.01	210,982.66
29175 SHARES OF RAINIER INVT MGMT MUT FDS SM CAP EQ INST	10/27/2011	05/16/2006	991,658.25	1,099,605.75	107,947 50-
320769.848 SHARES OF BBH INTERNATIONAL EQUITY FUND CL I	12/05/2011	11/18/2002	4,000,000.00	2,620,689.66	1,379,310.34
134615.385 SHARES OF BBH BROAD MARKET FUND CL I	06/29/2011	12/03/2002	1,400,000.00	1,382,500.00	17,500.00
96153.846 SHARES OF BBH BROAD MARKET FUND CL I	06/30/2011	12/03/2002	1,000,000.00	987,500.00	12,500.00
12007.685 SHARES OF BBH BROAD MARKET FUND CL I	07/27/2011	12/03/2002	125,000.00	123,318.93	1,681.07
7465.006 SHARES OF BBH BROAD MARKET FUND CL I	08/08/2011	12/03/2002	77,561.41	76,665.61	895.80
44989.277 SHARES OF BBH BROAD MARKET FUND CL I	08/08/2011	10/05/2007	467,438.59	445,393.84	22,044.75
34708.092 SHARES OF	08/12/2011	10/05/2007	360,270.00	343,610.11	16,659.89

BBH BROAD MARKET FUND CL I					
77444.337 SHARES OF BBH BROAD MARKET FUND CL I	10/19/2011	10/05/2007	800,000.00	766,698.94	33,301.06
44878.496 SHARES OF BBH BROAD MARKET FUND CL I	12/15/2011	10/05/2007	460,453.37	444,297.11	16,156.26
31144.896 SHARES OF BBH BROAD MARKET FUND CL I	12/15/2011	02/26/2009	319,546.63	305,842.88	13,703.75
5847.953 SHARES OF BBH BROAD MARKET FUND CL I	12/19/2011	02/26/2009	60,000.00	57,426.90	2,573.10
34076.317 SHARES OF VANGUARD FIXED INCOME SEC FDIN FLATION-PROTE	10/19/2011	03/27/2008	477,409.20	436,858.38	40,550.82
72990.064 SHARES OF VANGUARD FIXED INCOME SEC FDIN FLATION-PROTE	10/19/2011	06/30/2008	1,022,590.80	926,243.91	96,346 89
2100 SHARES OF WALGREEN CO	01/03/2011	06/27/2008	82,548.35	69,508.53	13,039.82
174 SHARES OF WW GRAINGER INC	01/05/2011	02/15/2008	24,126.60	13,052.73	11,073.87
1400 SHARES OF WALGREEN CO	02/04/2011	06/27/2008	59,206.97	46,339.02	12,867.95
700 SHARES OF COSTCO WHOLESALE CORP	02/04/2011	12/11/2007	51,741.96	50,263.99	1,477.97
100 SHARES OF COSTCO WHOLESALE CORP	02/04/2011	01/03/2008	7,391.71	6,857.00	534 71
1400 SHARES OF WALGREEN CO	02/11/2011	06/27/2008	59,198.98	46,339.02	12,859.96
200 SHARES OF COSTCO WHOLESALE CORP	02/15/2011	12/19/2007	14,865.54	13,581.60	1,283.94
600 SHARES OF COSTCO WHOLESALE CORP	02/15/2011	01/03/2008	44,596.60	41,142.00	3,454.60
500 SHARES OF OCCIDENTAL PETROLEUM CORP	02/23/2011	12/11/2007	52,071.90	35,840.00	16,231.90
10 SHARES OF WW GRAINGER INC	03/30/2011	01/17/2008	1,378.69	744.93	633.76
226 SHARES OF WW GRAINGER INC	03/30/2011	02/15/2008	31,158.49	16,953.55	14,204.94
264 SHARES OF WW GRAINGER INC	03/31/2011	01/17/2008	36,277.29	19,666.26	16,611.03
500 SHARES OF COSTCO WHOLESALE CORP	04/08/2011	12/19/2007	38,496.16	33,954.00	4,542.16
69 SHARES OF COSTCO WHOLESALE CORP	04/08/2011	02/13/2008	5,312.47	4,510.53	801.94
731 SHARES OF COSTCO WHOLESALE CORP	04/15/2011	02/13/2008	56,148.57	47,785.47	8,363.10
300 SHARES OF COCA-COLA CO	04/15/2011	01/03/2008	20,426.04	18,375.00	2,051.04
600 SHARES OF COCA-COLA CO	04/15/2011	02/13/2008	40,852.08	35,784.00	5,068.08
818 SHARES OF WW GRAINGER INC	04/18/2011	01/17/2008	119,673.39	60,935.60	58,737.79
508 SHARES OF WW GRAINGER INC	04/19/2011	01/17/2008	74,304.70	37,842.65	36,462.05

1300 SHARES OF COSTCO WHOLESALE CORP	05/10/2011	02/13/2008	107,184.50	84,981.00	22,203.50
1200 SHARES OF NOVARTIS AG - ADR	05/31/2011	12/11/2007	76,788.09	68,556.00	8,232.09
900 SHARES OF NESTLE S A SPONS ADR	06/01/2011	12/11/2007	58,264.70	43,146.00	15,118.70
1700 SHARES OF WALGREEN CO	07/20/2011	06/27/2008	71,293.06	56,268.81	15,024.25
100 SHARES OF WALGREEN CO	08/11/2011	06/27/2008	3,432.33	3,309.93	122.40
3900 SHARES OF WALGREEN CO	08/11/2011	06/23/2010	133,861.03	110,012.37	23,848.66
1800 SHARES OF WALGREEN CO	08/11/2011	06/30/2010	61,782.01	48,296.52	13,485.49
1100 SHARES OF COCA-COLA CO	09/19/2011	02/13/2008	77,395.73	65,604.00	11,791.73
700 SHARES OF COCA-COLA CO	09/19/2011	09/15/2008	49,251.82	38,689.91	10,561.91
1022 SHARES OF COCA-COLA CO	10/17/2011	09/15/2008	68,565.99	56,487.27	12,078.72
378 SHARES OF COCA-COLA CO	10/18/2011	09/15/2008	25,295.92	20,892.55	4,403.37
600 SHARES OF COCA-COLA CO	10/18/2011	10/09/2008	40,152.24	26,701.20	13,451.04
400 SHARES OF COCA-COLA CO	10/18/2011	10/10/2008	26,768.17	16,814.56	9,953.61
100 SHARES OF COSTCO WHOLESALE CORP	10/27/2011	02/13/2008	8,536.69	6,537.00	1,999.69
32 SHARES OF COSTCO WHOLESALE CORP	10/27/2011	05/12/2009	2,731.75	1,488.46	1,243.29
277 SHARES OF COSTCO WHOLESALE CORP	10/27/2011	07/23/2010	23,646.64	15,215.64	8,431.00
623 SHARES OF COSTCO WHOLESALE CORP	10/27/2011	08/13/2010	53,183.61	34,556.69	18,626.92
800 SHARES OF LIBERTY GLOBAL INC COM SER A	11/28/2011	12/19/2007	31,371.16	31,999.12	627 96-
1100 SHARES OF LIBERTY GLOBAL INC COM SER A	11/29/2011	12/19/2007	42,665.54	43,998.79	1,333 25-
400 SHARES OF LIBERTY GLOBAL INC COM SER A	11/29/2011	01/03/2008	15,514.74	15,696.00	181 26-
1400 SHARES OF LIBERTY GLOBAL INC COM SER A	11/30/2011	01/03/2008	54,732.37	54,936.00	203 63-
1168 SHARES OF COSTCO WHOLESALE CORP	11/30/2011	05/12/2009	99,270.73	54,328.70	44,942.03
967 SHARES OF LIBERTY GLOBAL INC COM SER A	12/05/2011	01/03/2008	38,741.52	37,945.08	796.44
2933 SHARES OF LIBERTY GLOBAL INC COM SER A	12/06/2011	01/03/2008	116,517.94	115,090.92	1,427.02
500 SHARES OF VISA INC- CL.A SHARES	12/19/2011	12/07/2010	49,201.75	38,878.36	10,323.39
300 SHARES OF	12/22/2011	05/06/2010	29,495.73	30,551.70	1,055.97-

EOG RESOURCES INC 300 SHARES OF EOG RESOURCES INC	12/22/2011	05/25/2010	29,495.73	28,882.89	612.84
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			22,712,147.50	17,643,964.02	5,068,183.48
** LONG TERM CAPITAL GAINS DIVIDENDS					
1608979.742 BASIS SHARES OF BBH BROAD MARKET FUND CL I					63,715.60
491877.82 BASIS SHARES OF T ROWE PRICE INST HIGH YIELD					83,619.23
45213.246 BASIS SHARES OF VANGUARD FIXED INCOME SEC FDIN FLATION-PROTE					813.84
** TOTAL LONG TERM CAPITAL GAINS DIVIDENDS			0.00	0.00	148,148.67

SUMMARY

Description	Amount
** SUMMARY OF CAPITAL GAINS AND LOSSES **	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)	34,733.63
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	0.00
NET SHORT TERM CAPITAL GAIN (LOSS)	34,733.63
TOTAL LONG TERM CAPITAL GAIN (LOSS)	5,068,183.48
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	148,148.67
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00
NET LONG TERM CAPITAL GAIN (LOSS)	5,216,332.15
NET CAPITAL GAIN (LOSS)	5,251,065.78
TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	0.00

2011 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 LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	670.	0.		670.
TO FM 990-PF, PG 1, LN 16A	670.	0.		670.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	30,660.	0.		30,660.
AUDITING FEE	12,000.	0.		12,000.
TO FORM 990-PF, PG 1, LN 16B	42,660.	0.		42,660.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	162,549.	162,549.		0.
TO FORM 990-PF, PG 1, LN 16C	162,549.	162,549.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	60,000.	0.		0.
FOREIGN TAX PAID	6,556.	6,556.		0.
PRIOR YEAR OVERPAYMENT APPLIED	14,678.	0.		0.
FOREIGN TAX PAID	2,085.	2,085.		0.
TO FORM 990-PF, PG 1, LN 18	83,319.	8,641.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	1,500.	0.		1,500.
PORTFOLIO DEDUCTION FROM K-1S	31,561.	31,561.		0.
COMPUTER SYSTEM MAINTENANCE	346.	0.		346.
WORKER'S COMPENSATION	449.	0.		449.
ADP FEES	1,418.	0.		1,418.
COMMERCIAL INSURANCE	533.	0.		533.
POSTAGE & MESSENGER	1,395.	0.		1,395.
ADMINISTRATIVE EXPENSE	1,726.	0.		1,726.
PAYROLL TAXES	554.	0.		554.
TO FORM 990-PF, PG 1, LN 23	39,482.	31,561.		7,921.

FORM 990-PF | CORPORATE STOCK | STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	10,985,122.	25,246,226.
SEE ATTACHED STATEMENT	50,418,600.	50,075,239.
TOTAL TO FORM 990-PF, PART II, LINE 10B	61,403,722.	75,321,465.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH PEP II	COST	1,239,676.	1,012,475.
BBH ABSOLUTE RETURN OFFSHORE FUND,LTD	COST	0.	386,017.
BBH L/S EQUITY OFFSHORE FUND, LTD	COST	7,750,000.	11,317,170.
BBH ASIAN OPPORTUNITY FUND - CAYMAN	COST	4,125,000.	4,504,726.
BBH REAL ESTATE INCOME FUND I	COST	4,856,737.	4,448,497.
BBH REAL ESTATE INCOME FUND II	COST	1,198,573.	1,171,404.
YORK INVESTMENT LTD	COST	2,000,000.	1,793,075.
TACONIC OFFSHORE FD	COST	1,000,000.	959,252.
BBH CAP PARTERS QP IV	COST	420,000.	396,328.
BBH CAPITAL PARTNERS III	COST	2,331,268.	4,076,502.
TOTAL TO FORM 990-PF, PART II, LINE 13		24,921,254.	30,065,446.

BROWN BROTHERS HARRIMAN AND CO
Asset Details by RegistrationAs of 12/31/2011
Combined Portfolios
Account: M02220
GLADYS & ROLAND HARRIMAN FOUNDATION

CUSIP/ Description	Units	Price	Tax Cost	Market Value
Common Stock				
03524A108 ANHEUSER-BUSCH INBEV SPN ADR	5200	60 99	269,970 56	317,148 00
053015103 AUTOMATIC DATA PROCESSING INC	4900	54 01	195,841 38	264,649 00
071813109 BAXTER INTL INC	10000	49 48	474,401 45	494,800 00
084670702 BERKSHIRE HATHAWAY INC-CL B	9000	76 30	787,849 98	686,700 00
171232101 CHUBB CORP	7000	69 22	360,584 82	484,540 00
20030N101 COMCAST CORP CL A	23400	23 71	433,019 67	554,814 00
24702R101 DELL INC	17500	14 63	428,191 11	256,025 00
249030107 DENTSPLY INTL INC	8700	34 99	244,147 99	304,413 00
25243Q205 DIAGEO PLC- SPONSORED ADR	6200	87 42	372,784 57	542,004 00
26875P101 EOG RESOURCES INC	3400	98 51	309,476 54	334,934 00
278642103 EBAY INC	12500	30 33	217,047 34	379,125 00
278865100 ECOLAB INC	4300	57 81	172,527 06	248,583 00
478160104 JOHNSON & JOHNSON	4700	65 58	293,186 80	308,226 00
53071M104 LIBERTY MEDIA CORP INTERACTIVE A	20294	16 22	348,697 73	329,067 00
594918104 MICROSOFT CORP	9200	25 96	261,527 43	238,832 00
641069406 NESTLE S A SPONS ADR	10100	57 71	466,074 00	582,871 00
66987V109 NOVARTIS AG - ADR	8800	57 17	473,001 19	503,096 00
674599105 OCCIDENTAL PETROLEUM CORP	3800	93 70	255,135 94	356,060 00
713448108 PEPSICO INC	3300	66 35	216,656 40	218,955 00
743315103 PROGRESSIVE CORP OHIO	19800	19 51	356,471 91	386,298 00
806407102 HENRY SCHEIN INC COM STK	3300	64 43	209,815 17	212,619 00
845467109 SOUTHWSTN ENERGY CO	8500	31 94	314,669 80	271,490 00
87612E106 TARGET CORP	7000	51 22	346,130 04	358,540 00
902973304 U S BANCORP	21500	27 05	503,893 02	581,575 00
907818108 UNION PACIFIC CORP	132000	105 94	845,289 78	13,984,080 00
92826C839 VISA INC- CL A SHARES	5400	101 53	396,118 03	548,262 00
931142103 WAL-MART STORES INC	9500	59 76	463,087 62	567,720 00
94106L109 WASTE MANAGEMENT INC	15600	32 71	500,195 50	510,276 00
949746101 WELLS FARGO & CO	13400	27 56	417,498 87	369,304 00
Total For Common Stock	408294		**10,933,291.70**	**25,195,006 00**
Fixed Income Mutual Funds				
05528X851 BBH BROAD MARKET FUND CL I	1527108 397	10 26	15,428,389 29	15,668,132 00
693390700 PIMCO TOTAL RETURN FUND	451330 847	10 87	4,865,346 53	4,905,966 00
77958B204 T ROWE PRICE INST HIGH YIELD	491877 82	9 19	4,719,397 23	4,520,357 00
922031869 VANGUARD FIXED INCOME SEC FDIN FLATION-PROTE	45213 246	14 11	573,756 09	637,959 00
Total For Fixed Income Mutual Funds	2515530 31		**25,586,889 14**	**25,732,415 00**
Mutual Funds - Equity				
05528X406 BBH INTERNATIONAL EQUITY FUND CL I	485377 141	11 75	4,577,168 25	5,703,181 00
245917802 DELAWARE US GROWTH FUND-INS	329163 923	16 06	5,000,000 00	5,286,373 00
413838608 OAKMARK SELECT FUND-CL 1	306664 922	27 98	10,849,804 94	8,580,485 00
922040100 VANGUARD INSTL INDEX FD	41488 053	115 04	4,404,738 31	4,772,786 00
Total For Mutual Funds - Equity	1162694 039		**24,831,711.50**	**24,342,824.00**
Total For Mutual Funds - Equity			**50,418,600.64**	**50,075,239.00**

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

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 LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
SIMPLE IRA PAYABLE	550.	135.
DUE TO BROKER	0.	51,830.
TOTAL TO FORM 990-PF, PART II, LINE 22	550.	51,965.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

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	56,792.	6,049.	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		56,792.	6,049.	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)
	12/31/2011	(4,692 00)	(36,013.00)

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

SOURCE	AMOUNT
BROWN BROTHERS HARRIMAN & CO	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BBH & CO PEP II K-1	10,690.	0.	10,690.
BBH & CO PEP II K-1	8,949.	0.	8,949.
BBH ABSOLUTE OFFSHORE FD	211,560.	211,560.	0.
BBH REAL ESTATE INC. FD I	217,452.	0.	217,452.
BBH REAL ESTATE INC. FD II	8,220.	0.	8,220.
BROWN BROTHERS HARRIMAN & CO,LLC	1,414,033.	0.	1,414,033.
BROWN BROTHERS HARRIMAN & CO,LLC	148,149.	148,149.	0.
TOTAL TO FM 990-PF, PART I, LN 4	2,019,053.	359,709.	1,659,344.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BBH PEP II K-1	76.	76.	
BBH PEP II K-1	1,609.	1,609.	
BBH PEP II K-1	<4,692.>	0.	
PRIOR YEAR OVERPAYMENT	14,678.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,671.	1,685.	

GLADYS & ROLAND HARRIMAN FOUNDATION
Account QuickReport
January through December 2011

Date	Name	Name Address	Amount
4000 · GRANTS			
1/31/2011	AMERICAN ASSEMBLY	475 Riverside Dr New York, NY 10115-0456	10,000 00
1/31/2011	AMERICAN MUSEUM OF NATURAL HISTORY	Central Park West @ 79th St New York, NY 10024	13,000 00
1/31/2011	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 49th STREET NEW YORK, NY 10019	42,000 00
1/31/2011	AMERICAN RED CROSS MID COAST CHAPTER	16 COMMUNITY WAY TOPSHAM, ME 04086	21,000 00
1/31/2011	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	85,000 00
1/31/2011	ART STUDENTS LEAGUE	215 WEST 57th STREET NEW YORK, NY 10019	8,000 00
1/31/2011	BOWDOIN INTERNATIONAL MUSIC FESTIVAL	6300 COLLEGE STATION BRUNSWICK, ME 04011-8463	17,000 00
1/31/2011	CENTRAL PARK CONSEVANCY	14 EAST 60th STREET NEW YORK, NY 10022	25,000 00
1/31/2011	DEAFNESS RESEARCH FOUNDATION	641 LEXINGTON AVENUE NEW YORK, NY 10022	12,000 00
1/31/2011	FRIENDS OF IDAHO PUBLIC TELEVISION	1455 NORTH ORCHARD STREET BOISE, ID 83706	106,000 00
1/31/2011	FAMILY AND CHLDREN'S ASSOCIATION	100 EAST OLD COUNTRY RD MINEOLA, NY 11501	13,000 00
1/31/2011	GIRL SCOUT COUNCIL OF GREATER NY	43 WEST 23Rd STREET NEW YORK, NY 10010-4283	20,000 00
1/31/2011	GRACE OPPORTUNITY PROJECT	86 FOURTH AVENUE NEW YORK, NY 10003	10,000 00
1/31/2011	GRENVILLE BAKER BOYS & GIRLS CLUB	135 FOREST AVENUE LOCUST VALLEY, NY 11560	10,000 00
1/31/2011	HARVARD UNIVERSITY	JOHN F KEENEDY SCHOOL 79 JFK STREET MAILBOX 123 CAMBRIDGE, MA 02138	17,000 00
1/31/2011	I GUILLARI DI PIAZZA	THE CATHEDRAL OF ST JOHN THE DEVINE 1047 AMSTERDAM AVENUE NEW YORK, NY 10025	13,000 00
1/31/2011	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE DELHI, NY 13753	17,000 00
1/31/2011	MAINE PUBLIC BROADCASTING CORP	1450 LISBON STREET LEWISTON, ME 04240-3595	85,000 00
1/31/2011	MEADOWCROFT MUSEUM OF RURAL LIFE	401 MEADOWCROFT RD AVELLA, PA 15312	13,000 00
1/31/2011	METROPOLITAN MUSEUM OF ART	1000 FIFTH AVENUE NEW YORK, NY 10028-0198	10,000 00
1/31/2011	MONROE VOLUNTEER AMBULANCE CORP	PO BOX 533 MONROE, NY 10950	8,000 00
1/31/2011	NEW ENGLAND VILLAGE INC	664 SCHOOL STREET PEMBROKE, MA 02359	64,000 00
1/31/2011	NEW YORK CITY BALLET	20 LINCOLN CENTER NEW YORK, NY 10023	14,500 00
1/31/2011	NEW YORK LANDMARKS CONSERVANCY	ONE WHITEHALL STREET NEW YORK, NY 10004	8,000 00
1/31/2011	NEW YORK PUBLIC LIBRARY	FIFTH AVENUE AT 42 STREET NEW YORK, NY 10018-2788	38,000 00
1/31/2011	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	17,000 00
1/31/2011	ORANGE COUNTY CITIZENS FOUNDATION	PO BOX 525 WHITE OAK DRIVE SUGAR LOAF, NY 10981-0525	8,000 00
1/31/2011	ORANGE COUNTY HISTORICAL SOCIETY	21 CLOVE FURNACE DR ARDEN, NY 10910	17,000 00
1/31/2011	ORANGE REGIONAL MEDICAL CENTER FOUNDATION	4 HARRIMAN DRIVE GOSHEN, NY 10924	8,000 00
1/31/2011	PALISADES INTERSTATE PARK COMMISSION	ADMINISTRATION BUILDING BEAR MOUNTAIN, NY 10911-0427	8,000 00
1/31/2011	PATTEN FREE LIBRARY	33 SUMMER STREET BATH, ME 04530	17,000 00
1/31/2011	PROFESSIONAL CHILDREN'S SCHOOL	132 WEST 60th STREET NEW YORK, NY 10023-7495	8,000 00
1/31/2011	SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE, NY 12601-3156	25,000 00
1/31/2011	ST JOHN'S CHURCH	PO BOX 58 ARDEN, NY 10910	8,000 00
1/31/2011	STANDARD BRED RETIREMENT FOUNDATION	108F OLD YORK RD HAMILTON, NJ 08620	64,000 00
1/31/2011	STUDENT CONSERVATION ASSOCIATION	689 RIVER RD PO BOX 550 CHARLESTOWN, NH 03603-0550	13,000 00
1/31/2011	THIRTEEN/WNET NEW YORK	450 WEST 33 STREET NEW YORK, NY 10001	106,000 00
1/31/2011	TUXEDO PARK LIBRARY	227 ROUTE 17 PO BOX 776 TUXEDO PARK, NY 10987	5,000 00
1/31/2011	TUXEDO AMBULANCE CORPS	BOX 726 TUXEDO PARK, NY 10987	8,000 00
1/31/2011	WEILL MEDICAL COLLEGE OF CORNELL UNIVERSI	1300 YORK AVENUE NEW YORK, NY 10065	21,000 00
1/31/2011	WILDLIFE CONSERVATION SOCIETY	2300 SOUTHERN BLVD BRONX, NY 10460	10,000 00
1/31/2011	WOODBURY COMM AMBULANCE INC	376 ROUTE 32 BOX 561 CENTRAL VALLEY, NY 10917-0561	8,000 00
1/31/2011	AMERICAN RED CROSS OF GREATER IDAHO	404 SOUTH 8th STREET BOISE, ID 83702	4,000 00
1/31/2011	BISHOP KELLY FOUNDATION	7009 Franklin Road Boise, ID 83709	1,000 00
1/31/2011	CORPUS CHRISTI HOUSE,INC	525 AMERICANA BLVD BOISE, ID 83703	1,000 00
1/31/2011	MONASTERY OF ST GERTRUDE	465 KAUTERVILLE ROAD COTTONWOOD, ID 83522	1,500 00
1/31/2011	RONALD MCDONALD CHARITIES OF IDAHO INC	101 WARM SPRINGS AVENUE BOISE, ID 83712	1,000 00
1/31/2011	SALVATION ARMY	19th AND BRANNOCK BOISE, ID 83702	500 00
1/31/2011	CHILDREN'S SPECIALIZED HOSPITAL FDN	MOUNTAINSIDE, NJ 07091	7,500 00
1/31/2011	OVERLOOK HOSPITAL FOUNDATION	36 UPPER OVERLOOK ROAD SUMMIT, NJ 07901	7,500 00
1/31/2011	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	5,000 00
1/31/2011	LEARNING LAB, INC	308 East 36th St Garden City, ID 83714	2,000 00
1/31/2011	HOLDERNESS SCHOOL	CHAPEL LA PO BOX 1879 PLYMOUTH, NH 03264-1879	4,500 00
1/31/2011	IDAHO SHAKESPEARE FESTIVAL	PO BOX 9365 BOISE, ID 83707	2,500 00
1/31/2011	SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE, NY 12601-3156	1,500 00

Date	Name	Name Address	Amount
1/31/2011	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	17,979 00
1/31/2011	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	70,000 00
1/31/2011	YALE UNIVERSITY	INTERNATIONAL & AREA STUDUES BOX 208206 NEW HAVEN, CT 06520-8206	50,000 00
1/31/2011	PORTLAND WOMEN'S CRISIS LINE	PO Box 42610 Portland, OR 97242	1,500 00
1/31/2011	CONNECTICUT COLLEGE	270 Mohegan Avenue New London, CT 06320	7,500 00
1/31/2011	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	5,000 00
1/31/2011	RIVERSTONE INTERNATIONAL SCHOOL	5493 WARM SPRINGS AVENUE BOISE, ID 83716	4,500 00
1/31/2011	COMMUNITY FOUNDAT OF SOUTHEAST CONNETIC	OF SOUTHEAST CONNETICUT 147 STATE STREET NEW LONDON, CT 06320	7,500 00
1/31/2011	TRUSTEES OF PHILLIPS ACADEMY	180 Main Street Andover, MA 01810	7,500 00
1/31/2011	LYMAN ALLYN ART MUSEUM	625 WILLIAM ST NEW LONDON, CT 06320	7,500 00
1/31/2011	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE DELHI, NY 13753	5,000 00
1/31/2011	NY BLOOD CENTER	125 Park Ave 21st Floor New York, NY 10017	2,000 00
1/31/2011	NOTRE DAME SCHOOL	327 West 13th St New York, NY 10014	1,000 00
1/31/2011	NEW YORK PRESBYTERIAN HOSPITAL	525 East 68th St Box 123 New York, NY 10065	2,000 00
1/31/2011	ST IGNATIUS LOYOLA SCHOOL	48 EAST 84 STREET NEW YORK, NY 10028-0806	2,000 00
1/31/2011	THE BOYS CLUB OF NEW YORK	287 EAST 10th STREET NEW YORK, NY 10009	5,000 00
1/31/2011	HARNESS RACING MUSEUM	240 MAIN ST PO BOX 590 GOSHEN, NY 10924	150,000 00
1/31/2011	HARNESS RACING MUSEUM	240 MAIN ST PO BOX 590 GOSHEN, NY 10924	1,000 00
1/31/2011	THE BOYS CLUB OF NEW YORK	287 EAST 10th STREET NEW YORK, NY 10009	72,000 00
2/28/2011	GIRL SCOUTS OF SILVER SAGE COUNCIL	1410 Etheridge La Boise, ID 83704	1,000 00
2/28/2011	LEWIS & CLARK COLLEGE	0615 SW Palatine Hill Rd Portland, OR 97219	6,250 00
2/28/2011	OREGON PUBLIC BROADCASTING	7140 SW Macadam Ave Portland, OR 97219	2,250 00
2/28/2011	PITTOCK MANSION SOCIETY	3229 NW Pittock Dr Portland, OR 97210	2,000 00
2/28/2011	VOLUNTEERS OF AMERICA OREGON	3910 SE Stark St Portland, OR 97214	2,000 00
3/7/2011	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE DELHI, NY 13753	8,000 00
3/7/2011	LYME LAND CONSERVATION TRUST	PO Box 1002 Lyme, CT 06371	35,000 00
3/7/2011	ROPER ST FRANCIS FOUNDATION	125 Doughty Street Charleston, SC 29403	5,000 00
3/25/2011	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	300,000 00
3/30/2011	ECKERD COLLEGE	4200 54th Ave South St Petersburg, FL 33711	2,000 00
3/30/2011	NEW ENGLAND COLLEGE	98 Bridge Street Henniker, NH 03242	2,000 00
3/30/2011	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	2,000 00
4/18/2011	COVENANT HOUSE NEW YORK	460 WEST 41st STREET NEW YORK, NY 10011-5002	13,000 00
4/18/2011	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	11,210 00
6/30/2011	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	400,000 00
6/30/2011	BOB WOODRUFF FOUNDATION	PO Box 955 Bristow, VA 20136	100,000 00
6/30/2011	JOSLYN MUSEUM	2200 Dodge Street Omaha, NE 68102	75,000 00
6/30/2011	LEARNING LAB, INC	308 East 36th St Garden City, ID 83714	50,000 00
6/30/2011	MIDCOAST HOSPITAL	1356 WASHINGTON STREET BATH, ME 04530	30,000 00
6/30/2011	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	100,000 00
6/30/2011	OREGON PUBLIC BROADCASTING	7140 SW Macadam Ave Portland, OR 97219	25,000 00
6/30/2011	SUN VALLEY CENTER FOR THE ARTS	SUN VALLEY, ID	35,000 00
6/30/2011	VOLUNTEERS OF AMERICA-OREGON	3910 SE Stark Street Portland, OR 97214	150,000 00
6/30/2011	WILDERNESS LAND TRUST	PO Box 1420 Carbondale, CA 81623	100,000 00
6/30/2011	WRITERS@HARRIMAN	Box 2525 Boise, ID 83701	25 000 00
6/30/2011	MEMORIAL SLOAN KETTERING CANCER CENTER	1275 First Ave New York, NY 10021	100,000 00
6/30/2011	MONTEFIORE MEDICAL CENTER	111 ESAT 210 STREET BRONX, NY 10467-2490	8,000 00
6/30/2011	NEW YORK PRESBYTERIAN HOSPITAL	525 East 68th St Box 123 New York, NY 10065	150,000 00
6/30/2011	PRINCETON DAY SCHOOL	845 ALEXANDER ROAD PRINCETON, NJ 08540	50,000 00
6/30/2011	RENSSELAERVILLE INSTITUTE	RENSSELAERVILLE, NY 12147	200,000 00
6/30/2011	THE BOYS CLUB OF NEW YORK	287 EAST 10th STREET NEW YORK, NY 10009	1,000,000 00
8/19/2011	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	35,270 00
8/19/2011	HOLDERNESS SCHOOL	CHAPEL LA PO BOX 1879 PLYMOUTH, NH 03264-1879	75,000 00
8/19/2011	PROCTOR ACADEMY	PO BOX 389 ANDOVER, NH 03216	100,000 00
8/23/2011	SHELBURNE MUSEUM	PO Box 10 Shelburne, VT 05482	100,000 00
8/23/2011	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	300,000 00
8/25/2011	LYMAN ALLYN ART MUSEUM	625 WILLIAM ST NEW LONDON, CT 06320	50,000 00

GLADYS & ROLAND HARRIMAN FOUNDATION
Account QuickReport
January through December 2011

Date	Name	Name Address	Amount
10/11/2011	EPISCOPAL CHURCH FOUNDATION	815 SECOND AVENUE NEW YORK, NY 10017-4564	5,000 00
10/11/2011	GREATER NY COUNCILS BSA	350 FIFTH AVENUE NEW YORK, NY 10118-0350	13,000 00
10/11/2011	NATIONAL OUTDOOR LEADERSHIP SCHOOL	284 LINCOLN STREET LANDER, WY 82520-2848	8,000 00
10/12/2011	ORANGE COUNTY HISTORICAL SOCIETY	21 CLOVE FURNACE DR ARDEN, NY 10910	15,000 00
10/24/2011	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	21,315 00
12/16/2011	AMERICAN ASSEMBLY	475 Riverside Dr New York, NY 10115-0456	25,000 00
12/16/2011	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 49th STREET NEW YORK, NY 10019	250,000 00
12/16/2011	CLASSROOM INC	245 FIFTH AVENUE NEW YORK, NY 10016	75,000 00
12/16/2011	CRAIGHEAD ENVIRONMENTAL RESEARCH INST	201 S WALLACE AVE BOZEMAN, MT 59715	25,000 00
12/16/2011	FRIENDS OF BASSETT (O'CONNOR HOSPITAL)	One Atwell Road Cooperstown, NY 13326	75,000 00
12/16/2011	NATIONAL FOUNDATION FOR TEACHING - NFTE	120 WALL STREET NEW YORK, NY 10005	150,000 00
12/16/2011	UNIVERSITY OF COLORADO FOUNDATION	CENTER OF THE AMERICAN WEST Macky 229 282 UCB Boulder, CO 80309-0282	25,000 00
12/16/2011	TRUSTEES OF COLUMBIA UNIV	HERBERT IRVING PAVILLION 310 161 FT WASHINGTON AVENUE NEW YORK, NY 10032	50,000 00
12/16/2011	MIDDLESEX SCHOOL	1400 LOWELL ROAD CONCORD, MA 01742	99,980 00
12/16/2011	ORANGE REGIONAL MEDICAL CENTER FOUNDATION	4 HARRIMAN DRIVE GOSHEN, NY 10924	75,000 00
12/16/2011	RIVERSTONE INTERNATIONAL SCHOOL	5493 WARM SPRINGS AVENUE BOISE, ID 83716	10,000 00
12/16/2011	SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE, NY 12601-3156	50,000 00
12/16/2011	YALE UNIVERSITY	INTERNATIONAL & AREA STUDUES BOX 208206 NEW HAVEN, CT 06520-8206	85,000 00
12/21/2011	WRITERS@HARRIMAN	Box 2525 Boise, ID 83701	25,000 00
Total 4000 GRANTS			6,221,254 00
TOTAL			6,221,254.00

Gladys and Roland Harriman Foundation
Schedule of Pledges Payout
12/31/2011

	2012	2013	2014	2015
American Museum of Natural Hst In support of the educational programs which will commence upon the completion of the renovation projects of the Hall of North American Mammals and Theodore Roosevelt Memorial Hall. $450,000 over three years (2012-2014) $150,000 per year (Approved 11/17/11)	150,000	150,000	150,000	
American Red Cross (ARCGNY) New York, NY In support of Disaster Relief Services. $750,000 challenge grant payable over three years (2011-2013) 2:1 match 2011 - $250,000 match $500,000 2012 - $250,000 match $1,000,000 2013 - $250,000 match $1,500,000 (Approved 11/17/11)		250,000		
American Red Cross (ARC) Washington, DC		400,000	400,000	400,000

Gladys and Roland Harriman Foundation
Schedule of Pledges Payout
12/31/2011

	2012	2013	2014	2015
payable over five years (2011-2015) 2:1 match In support of their "Build the Future" campaign. $150,000 challenge grant In support of Disaster Relief Services $2,000,000 challenge grant payable over five years (2011-2015) 2:1 match 2011 - $400,000 match $ 800,000 2012 - $400,000 match $1,600,000 2013 - $400,000 match $2,400,000 2014 - $400,000 match $3,200,000 2015 - $400,000 match $4,000,000 (Approved 5/23/11)				
Boys' Club of New York New York, NY Fund for the 21st Century Campaign $5 million challenge grant to be matched on a 1:1 basis as follows: If BCNY raises $40 million by year end 2007 (not including the $1 million paid), the Foundation will grant an additional $4 million to be paid over four years. An additional $1 million approved	1,000,000			

Gladys and Roland Harriman Foundation
Schedule of Pledges Payout
12/31/2011

	2012	2013	2014	2015
May 2008 extending pledge to 2012. BCNY reached $40 million May 2009. (1st million to be matched 1:1, 2nd & subsequent $1 million installments to be matched 1:1 until the full $5 million has been reached. Fdn reserves right to limit its match to no more than $1 millon in any one yr.) (PLEDGE COMPLETED - JUNE 2012)				
Bob Woodruff Foundation (BWF) Bristow, VA To provide resources and support to injured service members, veterans and their families. $300,000 challenge grant payable over three years, 2:1 match 2011 - $100,000 match $200,000 2012 - $100,000 match $400,000 2013 - $100,000 match $600,000 (Approved 5/23/2011)	100,000	100,000		
California Science Center Los Angeles, CA In support of the Air and Space Center/Space Shuttle Endeavor $50,000 challenge grant payable over	25,000	25,000		

Gladys and Roland Harriman Foundation
Schedule of Pledges Payout
12/31/2011

	2012	2013	2014	2015
two years, 2:1 match 2012 - $25,000 match $50,000 2013 - $25,000 final payment (Approved 5/21/2012)				
Center of the American West (University of Colorado at Boulder) In support of three goals: Organizing the people who share the same commitment of the American West, academic opportunities and expanding the boundaries of communication. $75,000 payable over three years (2011-2013) $25,000 per year (Approved 11/17/2011)		25,000		
Columbia University Mailman School of Public Health New York, NY Renewed Foundation support of CCCEH's community-based research initiative to assess and prevent environmental risks to children in Washington Heights, Harlem and the South Bronx neighborhoods in	50,000	50,000	50,000	

Gladys and Roland Harriman Foundation
Schedule of Pledges Payout
12/31/2011

	2012	2013	2014	2015
New York City, Krakow, Poland and China. $150,000 payable over three years (2012-2014) $50,000 per year (Approved 11/17/2011)				
<u>Friends of Bassett Healthcare</u> <u>O'Connor Hospital</u> <u>Delhi, NY</u> In support of the renovation of the hospital's Flint Building in Delhi, NY and a new facility in Andes, NY $225,000 payable over three years (2011-2013) $75,000 per year (Approved 11/17/11)		75,000		
<u>Goshen Historic Track, Inc.</u> Pledged renewed for 2 more years (2011-2012) of challenge grant on funds raised by GHT for its operations with a $100,000 limit to be matched as follows: 1:1 basis for the first $75,000 and 1:2 basis for the additional $25,000. (Approved 11/3/10)	61,111	100,000	100,000	100,000

Gladys and Roland Harriman Foundation
Schedule of Pledges Payout
12/31/2011

	2012	2013	2014	2015
(PLEDGE COMPLETED - NOV 2012)				
Goshen Historic Track, Inc. Pledge renewed for 2 more years (2011-2012) of Foundation's pledge in support of Personnal and Public Relations ($70,000 annually) (PLEDGE COMPLETED - JAN 2012)	70,000	70,000	70,000	70,000
The Hermitage Ho Ho Kus, NJ "My Role in American History" $20,000 challenge grant over two years (2012-2013), 1:1 match 2012 - $10,000 match $10,000 2013 - $10,000 match $10,000 (Approved 5/21/2012)	10,000	10,000		
Horizons National Norwalk, CT "Leveraged Learning Initiative" $75,000 challenge grant payable over three years (2012-2014), 1:1 match 2012 - $25,000 match $25,000 2013 - $25,000 match $25,000	25,000	25,000	25,000	

Gladys and Roland Harriman Foundation
Schedule of Pledges Payout
12/31/2011

	2012	2013	2014	2015
2014 - $25,000 match $25,000 (Approved 5/21/2012)				
Hudson Highlands Nature Museum Cornwall-on-Hudson, NY In support of the *"Grasshopper Grove Nature Play Trail"* Challenge Grant: $35,000 - 2013 to be matched, 1:1 (Approved 11/17/11)		35,000		
Learning Lab Inc. Garden City, ID In support of the programs at LL $75,000 challenge grant payable over three years (2011-2013), match 1:1 2011 - $25,000 match $25,000 2012 - $25,000 match $50,000 2013 - $25,000 match $75,000 (Approved 5/23/2011)	25,000	25,000		
Learning Lab Inc. Garden City, ID For general support $75,000 payable over three years (2011-2013) $25,000 in each year (Approved 5/23/2011)	25,000	25,000		

Gladys and Roland Harriman Foundation
Schedule of Pledges Payout
12/31/2011

	2012	2013	2014	2015
Memorial Sloan-Kettering Cancer Ctr In support of the Metastasis Systems Center. $300,000 payable over three years (2010-2012) (Approved 6/3/10) (PLEDGE COMPLETED - JUNE 2012)	100,000			
Middlesex School-Boys' Club of NY Scholarship Pgm-established in 1984. Program amended by Directors in 1991 to limit the Foundation's obligation to the tuition and living expenses of not more than two boys. Tuition for three students - Fall 2008, reverting to two students in 2009 (Approved 5/12/2008)		113,385	119,054	125,006
National Outdoor Leadership School Lander, WY In support of *"Campaign NOLS: Our Core Values"* $150,000 payable over three years: $50,000 in 2012 $50,000 in 2013	50,000	50,000	50,000	

Gladys and Roland Harriman Foundation
Schedule of Pledges Payout
12/31/2011

	2012	2013	2014	2015
$50,000 in 2014 (Approved 5/21/12)				
Network for Teaching Entrepreneurship (NFTE) New York, NY In support of NFTE's Metro Programs $450,000 challenge grant payable over three years (2011-2013) 2:1 match 2011 -$150,000 match $300,000 2012 - $150,000 match $600,000 2013 - $150,000 match $900,000 (Approved - 11/17/11)		150,000		
Princeton Day Schl, Princeton, NJ In support of the Capital Campaign for Princeton Day School $125,000 challenge grant payable over five years (2008-2012) Initial grant of $25,000 made in 2008. Second and third installments ($50,000 total) made in 2011. Subsequent payments will be made as follows: 2012 - $25,000 - match $100,000 2013 - $25,000 - match $125,000		25,000		

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Schedule of Pledges Payout
12/31/2011

	2012	2013	2014	2015
(Approved 5/12/08) 5/23/11 - Challenge grant to Princeton extended to 2013. extended to 2013. 6/22/12 - PDS is $4K shy of match. May not make it for this fiscal but maybe for next fiscal.				
Proctor Academy Andover, MA In support of the "Endowing Learning Skills Department" $300,000 challenge grant payable over three years, 1:1 match 2010 - $100,000 match $100,000 2011 - $100,000 match $200,000 2012 - $100,000 match $300,000 (PLEDGE COMPLETED - JUL 2012) FINAL PAYMENT TO BE MATCHED	100,000			
Rensselaerville Institute Delmar, NY Support for "School Turnaround Program" $400,000 challenge grant payable over two years (2012-2013), 2:1 match	200,000	200,000		

Gladys and Roland Harriman Foundation

Schedule of Pledges Payout

12/31/2011

	2012	2013	2014	2015
2012 - $200,000 match $400,000 2013 - $200,000 final payment (Approved 5/21/2012)				
<u>Shelburne Museum, Shelburne, VT</u> In support of the Art and Education Facility and Operations Endowment $600,000 over five years, 2:1 match 2010 - $200,000 match $400,000 2011 - $100,000 match $600,000 (Approved at the Spring 2010 mtg)	100,000	100,000	100,000	
<u>Volunteers of America Oregon-VAO</u> <u>Portland, OR</u> In support of VAO's "Home Free Capacity-Building Campaign" $450,000 challenge grant payable over three years (2011-2013), match 1:1 2011 - $150,000 match $150,000 2012 - $150,000 match $300,000 2013 - $150,000 match $450,000 (Approved 5/23/11)	150,000	150,000		
<u>Ethel Walker School</u> <u>Siimsbury, CT</u> In support of the *Centennial Campaign*	50,000	50,000		

Gladys and Roland Harriman Foundation

Schedule of Pledges Payout

12/31/2011

	2012	2013	2014	2015
$100,000 payable over two years: $50,000 in 2012 $50,000 in 2013 (Approved 5/21/2012)				
Totals	2,291,111	2,203,385	1,064,054	695,006