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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

2012

Open to public inspection

For calendar year 2012 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		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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 28,437,406. (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 ☐
J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH		

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		1,414.	1,414.		STATEMENT 1
4 Dividends and interest from securities		512,204.	512,204.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		599,866.			
b Gross sales price for all assets on line 6a		2,338,514.			
7 Capital gain net income (from Part IV, line 2)			599,866.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		27,056.	27,056.		STATEMENT 3
12 Total. Add lines 1 through 11		1,140,540.	1,140,540.		
13 Compensation of officers, directors, trustees, etc		15,263.	0.		15,263.
14 Other employee salaries and wages		11,470.	0.		11,470.
15 Pension plans, employee benefits		7,033.	0.		7,033.
16a Legal fees					
b Accounting fees STMT 4		17,810.	0.		17,810.
c Other professional fees STMT 5		47,594.	47,594.		0.
17 Interest					
18 Taxes STMT 6		17,840.	0.		68.
19 Depreciation and depletion					
20 Occupancy		7,175.	0.		7,175.
21 Travel, conferences, and meetings					
22 Printing and publications		130.	0.		130.
23 Other expenses STMT 7		7,392.	1,708.		5,684.
24 Total operating and administrative expenses. Add lines 13 through 23		131,707.	49,302.		64,633.
25 Contributions, gifts, grants paid		1,182,500.			1,182,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,314,207.	49,302.		1,247,133.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-173,667.			
b Net investment income (if negative, enter -0-)			1,091,238.		
c Adjusted net income (if negative, enter -0-)				N/A	

90.14

7

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	7,338.	20,447.	20,447.
	2 Savings and temporary cash investments	193,412.	713,224.	713,224.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	16,620,103.	16,985,821.	21,522,031.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 9	19,428.	15,063.	16,583.
	13 Investments - other STMT 10	6,496,022.	5,405,183.	6,160,023.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM FOUNDATION)	783.	5,098.	5,098.
	16 Total assets (to be completed by all filers)	23,337,086.	23,144,836.	28,437,406.
	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 FOUNDATION)	29,776.	11,193.	
23 Total liabilities (add lines 17 through 22)	29,776.	11,193.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	-605,554.	-779,221.	
30 Total net assets or fund balances	23,307,310.	23,133,643.		
31 Total liabilities and net assets/fund balances	23,337,086.	23,144,836.		

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	23,307,310.
2 Enter amount from Part I, line 27a	2	-173,667.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	23,133,643.
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	23,133,643.

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 2,338,514.		1,738,648.	599,866.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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			
b			
c			
d			
e			599,866.

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

599,866.

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,278,327.	27,247,389.	.046916
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

2 Total of line 1, column (d)

2

.252090

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

.050418

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

27,513,663.

5 Multiply line 4 by line 3

5

1,387,184.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

10,912.

7 Add lines 5 and 6

7

1,398,096.

8 Enter qualifying distributions from Part XII, line 4

8

1,247,133.

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	21,825.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	21,825.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	21,825.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	16,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	128.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,953.	
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 2013 estimated tax	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?		X
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 2012 or the taxable year beginning in 2012 (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 N/A	15		
16	At any time during calendar year 2012, 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 N/A	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years N/A	2a	
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 N/A		
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 2012 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 2012.) 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 2012?	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.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

6b

7b

X

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		15,263.	1,626.	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 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	27,580,130.
b	Average of monthly cash balances	1b	347,425.
c	Fair market value of all other assets	1c	5,098.
d	Total (add lines 1a, b, and c)	1d	27,932,653.
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	27,932,653.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	418,990.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,513,663.
6	Minimum investment return Enter 5% of line 5	6	1,375,683.

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	1,375,683.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	21,825.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	21,825.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,353,858.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,353,858.
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	1,353,858.

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	1,247,133.
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	1,247,133.
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	1,247,133.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,353,858.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			384,623.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,247,133.				
a Applied to 2011, but not more than line 2a			384,623.	
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 2012 distributable amount	0.			862,510.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				491,348.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ☐ 4942(I)(3) or ☐ 4942(I)(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 <i>Paid during the year</i>				
SEE ATTACHED STATEMENT SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	1,182,500.
Total	3a		1,182,500.	
b <i>Approved for future payment</i>				
NONE				
Total	3b		0.	

MARY W. HARRIMAN FOUNDATION

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	6611.211 SHS VANGUARD INSTL INDEX FD	P	06/29/04	04/30/12
b	SEE ATTACHED SCHEDULE	P	VARIOUS	12/31/12
c	SEE ATTACHED SCHEDULE	P	VARIOUS	12/31/02
d	LITIGATION SETTLEMENTS	P	VARIOUS	12/31/12
e	BBH 1818 III FD	P	VARIOUS	12/31/12
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 847,094.		688,095.	158,999.
b 402,062.		385,355.	16,707.
c 702,289.		665,198.	37,091.
d 2,144.			2,144.
e 2,913.			2,913.
f 382,012.			382,012.
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			158,999.
b			16,707.
c			37,091.
d			2,144.
e			2,913.
f			382,012.
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	599,866.
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

11 58 AM

05/02/13

Cash Basis

MARY W. HARRIMAN FOUNDATION

Grant Contribution

January through December 2012

Date	Num	Name	Name Address	Original Amount	Paid Amount
4000 GRANTS					
6/15/2012	2114	WEILL MEDICAL COLLEGE OF CORNELL UNIV	525 East 68th Street New York, NY 10021	5,000.00	5,000.00
6/15/2012	2115	ASSOCIATION EARLY CARE & EDUCATION	95 Berkeley St. Suite 306 Boston, MA 02116	1,000.00	1,000.00
6/15/2012	2116	BROOKLINE COMMUNITY FOUNDATION	40 Webster Place Brookline, MA 02445	25,000.00	25,000.00
6/15/2012	2117	BROOKLINE EDUCATION FOUNDATION	PO Box 470652 Brookline, MA 02447	10,000.00	10,000.00
6/15/2012	2118	LEARNING LEADERS	80 Maiden Lane 11th Fl New York, NY 10038-4729	15,000.00	15,000.00
6/15/2012	2119	MASSACHUSETTS GENERAL HOSPITAL	55 Fruit Street Boston, MA 02114-2792	25,000.00	25,000.00
6/15/2012	2120	MASSACHUSETTS HISTORICAL SOCIETY	1154 Boylston Street Boston, MA 02215	20,000.00	20,000.00
6/15/2012	2121	PHILLIPS EXETER ACADEMY	20 Main Street Exeter, NH 03833	1,000.00	1,000.00
6/15/2012	2122	CONCORD ACADEMY	166 Main Street Concord, MA 01742	15,000.00	15,000.00
6/15/2012	2123	TRUSTEES OF RESERVATION	572 Essex Street Beverly, MA 01915-1530	7,500.00	7,500.00
6/15/2012	2124	BATES COLLEGE	2 Andrews Rd. Lewiston, ME 04240-6028	30,000.00	30,000.00
6/15/2012	2125	COBB SCHOOL, MONTESSORI	112 Sand Hill Rd. Simsbury, CT 06070	15,000.00	15,000.00
6/15/2012	2126	MIDDLESEX SCHOOL	Lewis Alumni House 1400 Lowell Rd. Concord, MA 01742-9122	10,000.00	10,000.00
6/15/2012	2127	ROWLAND HALL ST. MARK'S SCHOOL	720 Guardsman Way Salt Lake City, UT 84108-1374	5,000.00	5,000.00
6/15/2012	2128	VERMONT LAW SCHOOL	PO Box 96 Chelsea St. South Royalton, VT 05068	1,000.00	1,000.00
6/15/2012	2129	ETHEL WALKER SCHOOL	230 Bushy Hill Rd. Simsbury, CT 06070	1,000.00	1,000.00
6/15/2012	2130	YALE UNIVERSITY	SCHOOL OF MEDICINE PO Box 208091 New Haven, CT 06520-8091	15,000.00	15,000.00
6/15/2012	2131	CIRCUS SMIRKUS	1 Circus Rd. Greensboro, VT 05841	2,000.00	2,000.00
6/15/2012	2132	DARTMOUTH COLLEGE	THE TUCK SCHOOL OF BUSINESS HB 9000 Hanover, NH 03755	10,000.00	10,000.00
6/15/2012	2133	FRIENDS OF DARTMOUTH ROWING	Dartmouth College 6083 Alumni Gymnasium Hanover, NH 03755-3590	4,000.00	4,000.00
6/15/2012	2134	COMMON GOOD INC	477 Madison Ave. 7th Fl New York, NY 10022	3,000.00	3,000.00
6/15/2012	2135	COUNCIL ON FOREIGN RELATIONS	58 East 68th St. New York, NY 10065	2,500.00	2,500.00
6/15/2012	2136	NEW YORK CITY BALLET INC	20 Lincoln Center New York, NY 10023	35,000.00	35,000.00
6/15/2012	2137	NY LEAGUE OF CONSERVATION VOTERS	30 Broad St. 30th Fl New York, NY 10004	2,000.00	2,000.00
6/15/2012	2138	PALISADES INTERSTATE PARK COMMISSION	Administration Building Bear Mountain, NY 10911-0427	15,000.00	15,000.00
6/15/2012	2139	PARK AVENUE ARMORY	643 Park Avenue New York, NY 10055	30,000.00	30,000.00
6/15/2012	2140	SCENIC HUDSON, INC	One Civic Center Plaza Suite 200 Poughkeepsie, NY 12601	3,000.00	3,000.00
6/15/2012	2141	SCHOOL OF AMERICAN BALLET INC	70 Lincoln Center Plaza New York, NY 10023-6592	1,000.00	1,000.00
6/15/2012	2142	BROOKS SCHOOL	1160 Great Pond Rd. North Andover, MA 01845-1298	7,000.00	7,000.00
6/15/2012	2143	COLLEGE OF CHARLESTON	66 George Street Charleston, SC 29424	2,000.00	2,000.00
6/15/2012	2144	THE DRAWING CENTER	35 Wooster Street New York, NY 10003	25,000.00	25,000.00
6/15/2012	2145	FILM FORUM (THE MOVING IMAGE INC)	209 West Houston Street New York, NY 10014	2,000.00	2,000.00
6/15/2012	2146	GLYNWOOD CENTER	PO Box 157 Cold Spring, NY 10530	7,500.00	7,500.00
6/15/2012	2147	NEIGHBORHOOD COALITION FOR SHELTER	157 East 86th Street New York, NY 10028	20,000.00	20,000.00
6/15/2012	2148	THE BUCKLEY SCHOOL	113 East 73 Street New York, NY 10021	40,000.00	40,000.00
6/15/2012	2149	THE CENTER FOR DISCOVERY	1350 Broadway Suite 201 New York, NY 10018	20,000.00	20,000.00
6/15/2012	2150	GEORGETOWN UNIVERSITY	Office of Advancement 2115 Wisconsin Ave NW Ste 500 Washington DC 20007	15,000.00	15,000.00
6/15/2012	2151	NYU FACES	223 East 34 Street New York, NY 10016	3,000.00	3,000.00
6/15/2012	2152	CENTER FOR HEARING & COMMUNICATION	50 Broadway 6th Fl New York, NY 10010-4302	5,000.00	5,000.00
6/15/2012	2153	COLUMBIA UNIV. HARRIMAN INSTITUTE	MC 3345 420 West 118th St. New York, NY 10027	5,000.00	5,000.00
6/15/2012	2154	THE FORMAN SCHOOL	12 Norfolk Rd. PO Box 80 Litchfield, CT 06759-0080	10,000.00	10,000.00
6/15/2012	2155	ALS ASSOCIATION GREATER NEW YORK	42 Broadway Suite 1724 New York, NY 10004	5,000.00	5,000.00
6/15/2012	2156	BRIGHT FUTURES ACADEMY	10350 Riverside Drive Palm Beach Gardens, FL 33410	5,000.00	5,000.00
6/15/2012	2157	COMMUNITY LIBRARY KETCHUM IDAHO	415 Spruce PO Box 2168 Ketchum, ID 83340	8,000.00	8,000.00
6/15/2012	2158	EVERGLADES FOUNDATION	18001 Old Culler Rd. Suite 625 Palmetto Bay, FL 33157	2,000.00	2,000.00
6/15/2012	2159	NATIONAL MUSEUM POLO HALL OF FAME	9011 Lake Worth Rd. Lake Worth, FL 33467	5,000.00	5,000.00
6/15/2012	2160	NATURE CONSERVANCY OF IDAHO	116 First Avenue North Hailey, ID 83333	20,000.00	20,000.00
6/15/2012	2161	SCHOOL OF THE ARTS FOUNDATION	PO Box 552 West Palm Beach, FL 33402-0552	1,000.00	1,000.00
6/15/2012	2162	SOCIETY OF THE FOUR ARTS	2 Four Arts Plaza Palm Beach, FL 33480	5,000.00	5,000.00
6/15/2012	2163	SUN VALLEY SKI EDUCATION FOUNDATION	PO Box 203 Sun Valley, ID 83353	5,000.00	5,000.00
6/15/2012	2164	UNITED STATES COURT TENNIS ASSOCIATION	370 Park Avenue New York, NY 10022-5968	1,000.00	1,000.00
6/15/2012	2165	ZOOLOGICAL SOCIETY- PALM BEACHES	1301 Summit Blvd. West Palm Beach, FL 33405	10,000.00	10,000.00
6/15/2012	2166	PARK SCHOOL OF BALTIMORE	PO Box 8200 Brooklandville, MD 21022	5,000.00	5,000.00
6/15/2012	2167	RACHEL'S NETWORK	1200 18th St. NW Suite #310 Washington, DC 20036	10,000.00	10,000.00
6/15/2012	2168	MYOTONIC DYSTROPHY FOUNDATION	10016 Foothills Blvd. Suite 130 Roseville, CA 95747	8,000.00	8,000.00
6/15/2012	2169	CHRIST EPISCOPAL SCHOOL	109 South Washington St. Rockville, MD 20850	25,000.00	25,000.00
6/15/2012	2170	DEFENDERS OF WILDLIFE	1130 17th Street NW Washington, DC 20036	10,000.00	10,000.00
6/15/2012	2171	NATIONAL PARKS & CONSERVATION ASSOCIATION	1300 19th St. NW Washington, DC 20036	7,000.00	7,000.00
6/15/2012	2172	HARNES RACING MUSEUM & HALL OF FAME	PO Box 590 240 Main St. Goshen, NY 10924	3,500.00	3,500.00
6/15/2012	2173	NYSPCC	161 William St. New York, NY 10038	3,000.00	3,000.00
6/15/2012	2174	GUIDE DOG FOUNDATION/ AMERICA'S VETDOGS	371 East Jericho Tpk. Smithtown, NY 11787		

MARY W. HARRIMAN FOUNDATION
Grant Contribution
January through December 2012

11:58 AM
05/02/13
Cash Basis

Date	Num	Name	Name Address	Original Amount	Paid Amount
6/15/2012	2175	THE CHAPIN SCHOOL	100 East End Avenue New York, NY 10028	1,000.00	1,000.00
6/15/2012	2176	ST IGNATIUS SCHOOL	48 East 84th St New York, NY 10028	2,000.00	2,000.00
6/15/2012	2177	AMERICAN ASSEMBLY	475 Riverside Drive New York, NY 10115-0456	50,000.00	50,000.00
6/15/2012	2178	AMERICAN MUSEUM OF NATURAL HISTORY	Central Park West at 69th St New York, NY 10024-5192	5,000.00	5,000.00
6/15/2012	2179	AMERICAN RED CROSS NEW YORK	520 West 49th Street New York, NY 10019	10,000.00	10,000.00
6/15/2012	2180	AMERICAN UNIVERSITY BEIRUT	3 Dag Hammarskjold Plaza New York, NY 10017-2303	7,500.00	7,500.00
6/15/2012	2181	BENNINGTON COLLEGE	One College Dr Bennington VT 05201-6001	50,000.00	50,000.00
6/15/2012	2182	BLACK ROCK FOREST CONSORTIUM	129 Continental Rd Cornwall NY 12518	5,000.00	5,000.00
6/15/2012	2183	BLAINE COUNTY RECREATION DISTRICT	1050 Fox Acres Rd Room 107 Hailey, ID 83333	6,000.00	6,000.00
6/15/2012	2184	BOY'S CLUB OF NEW YORK	287 East Tenth Street New York, NY 10009	25,000.00	25,000.00
6/15/2012	2185	WINSTON CHURCHILL FOUNDATION	600 Madison Ave 16th Fl New York, NY 10022-1615	10,000.00	10,000.00
6/15/2012	2186	COLUMBIA UNIV HARRIMAN INSTITUTE	MC 3345 420 West 118th St New York, NY 10027	35,000.00	35,000.00
6/15/2012	2187	GOOD SAMARITAN HOSPITAL	255 Lafayette Avenue Suffern, NY 10901-4869	5,000.00	5,000.00
6/15/2012	2188	HENRY STREET SETTLEMENT	265 Henry St New York, NY 10002	5,000.00	5,000.00
6/15/2012	2189	HUDSON HIGHLANDS NATURE MUSEUM	PO Box 181 The Boulevard Cornwall-on-Hudson, NY 12520	2,500.00	2,500.00
6/15/2012	2190	LAND TRUST ALLIANCE	1660 L Street NW Washington, DC 20036	25,000.00	25,000.00
6/15/2012	2191	METROPOLITAN MUSEUM OF ART	1000 Fifth Avenue New York, NY 10028-0198	10,000.00	10,000.00
6/15/2012	2192	MONROE COMMUNITY AMBULANCE CORPS	PO Box 841 Monroe, NY 10950	2,000.00	2,000.00
6/15/2012	2193	MUSEUM VILLAGE	1010 Route 17M Monroe, NY 10950	2,500.00	2,500.00
6/15/2012	2194	NATIONAL PUBLIC RADIO	635 Massachusetts Ave NW Washington, DC 20001-3753	10,000.00	10,000.00
6/15/2012	2195	NATIONAL URBAN LEAGUE	120 Wall St New York, NY 10005	7,500.00	7,500.00
6/15/2012	2196	NY BOTANICAL GARDEN	Bronx, NY 10458	4,000.00	4,000.00
6/15/2012	2197	NEW YORK PUBLIC LIBRARY	Fifth Avenue at 42 Street New York, NY 10018	10,000.00	10,000.00
6/15/2012	2198	ORANGE COUNTY HISTORICAL SOCIETY	Clove Furnace Historical Society Box 55 Arden, NY 10910	13,000.00	13,000.00
6/15/2012	2199	ORANGE PATHWAYS INC	182 Greenwich Ave Goshen, NY 10924	4,000.00	4,000.00
6/15/2012	2200	ORANGE REGIONAL MEDICAL CENTER	4 Harriman Drive Goshen, NY 10924	1,000.00	1,000.00
6/15/2012	2201	PALISADES INTERSTATE PARK COMMISSION	Administration Building Bear Mountain, NY 10911-0427	20,000.00	20,000.00
6/15/2012	2203	PLANNED PARENTHOOD NEW YORK CITY	26 Bleecker St New York, NY 10012	25,000.00	25,000.00
6/15/2012	2204	SLOATSBURG COMMUNITY AMBULANCE CORP	PO Box 21 62 Washington Ave Sloatsburg, NY 10974	2,500.00	2,500.00
6/15/2012	2205	STORM KING ART CENTER	PO Box 280 Old Pleasant Hill Rd Mountainville, NY 10953-0280	40,000.00	40,000.00
6/15/2012	2206	THIRTEEN/WNET NY	450 West 33 Street New York, NY 10001	30,000.00	30,000.00
6/15/2012	2207	TUXEDO LAND TRUST	PO Box 332 Tuxedo, NY 10987	2,000.00	2,000.00
6/15/2012	2208	UNITED NEGRO COLLEGE FUND	8260 Willow Oaks Corp Dr Fairfax, VA 22031	10,000.00	10,000.00
6/15/2012	2209	VISITING NURSE SERVICE NEW YORK	107 East 70th Street New York, NY 10021-5087	12,500.00	12,500.00
6/15/2012	2213	WGBH EDUCATIONAL FOUNDATION	125 Western Avenue Boston, MA 02134	10,000.00	10,000.00
6/15/2012	2214	WILDLIFE CONSERVATION SOCIETY	2300 Southern Blvd Bronx, NY 10460	10,000.00	10,000.00
6/15/2012	2215	WNYC RADIO	160 Varick Street New York, NY 10013	10,000.00	10,000.00
6/15/2012	2216	WOODBURY COMMUNITY AMBULANCE CORPS INC	376 Route 32 PO Box 561 Central Valley, NY 10917	3,000.00	3,000.00
6/15/2012	2217	CAMPFIRE FOUNDATION	PO Box 6421 Kelchum, ID 83340	7,500.00	7,500.00
6/15/2012	2218	HOLDENESS SCHOOL	Chapel Lane PO Box 1879 Plymouth, NH 03264-1879	4,000.00	4,000.00
6/15/2012	2219	UNIVERSITY OF COLORADO	Mackey Room 229 Campus Box 282 Boulder, CO 80309-0282	4,000.00	4,000.00
6/15/2012	2220	MEMORIAL SLOAN KETTERING CANCER CENTER	1275 York Ave New York, NY 10021	10,000.00	10,000.00
6/15/2012	2221	ORANGE COUNTY LAND TRUST	PO Box 2442 Middletown, NY 10940	10,000.00	10,000.00
6/15/2012	2222	FDR FOUR FREEDOMS PARK CONSERVANCY	711 Fifth Avenue Suite 900 New York NY 10022	25,000.00	25,000.00
6/15/2012	2223	GOSHEN RESTORATION UNLIMITED, INC	276 Main Street Goshen, NY 10924	5,000.00	5,000.00
Total 4000 GRANTS				1,182,500.00	1,182,500.00
TOTAL				1,182,500.00	1,182,500.00

BROWN BROTHERS HARRIMAN

BROWN BROTHERS HARRIMAN AND CO
Realized Gain/Loss Report

Run on 4/29/2013 11:25:28 AM

Start Date: 01/01/2012

End Date: 12/31/2012

Administrator: LEIGHTON K. WATERS 212-493-8844

Account: 1035000906

MARY W. HARRIMAN FOUNDATION

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** LONG TERM CAPITAL GAIN (LOSS)					
36.16 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	06/15/2012	02/09/1994	36.16	37.13	0.97-
92.29 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	06/15/2012	05/04/1989	92.29	91.83	0.46
23.12 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	06/18/2012	01/03/1996	23.12	23.29	0.17-
3.16 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	06/18/2012	02/09/1994	3.16	3.25	0.09-
193.88 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	06/18/2012	06/18/1998	193.88	194.34	0.46-
23.26 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	07/16/2012	01/03/1996	23.26	23.43	0.17-
3.19 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	07/16/2012	02/09/1994	3.19	3.28	0.09-
36.42 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	07/16/2012	02/09/1994	36.42	37.39	0.97-
195.01 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	07/16/2012	06/18/1998	195.01	195.47	0.46-
93.1 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	07/16/2012	05/04/1989	93.10	92.64	0.46
3773.39 SHARES OF BBH LIMITED DURATION FUND CL N 15513.014 SHARES OF BBH LIMITED DURATION FUND CL N 23.41 UNITS OF	07/25/2012	10/05/2007	39,130.05	37,356.56	1,773.49
	07/25/2012	02/26/2009	160,869.95	152,492.93	8,377.02
	08/15/2012	01/03/1996	23.41	23.58	0.17-

GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	08/15/2012	02/09/1994	3.21	3.30	0.09-
3.21 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	08/15/2012	02/09/1994	36.09	37.06	0.97-
36.09 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	08/15/2012	06/18/1998	208.82	209.32	0.50-
208.82 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	08/15/2012	05/04/1989	93.91	93.44	0.47
93.91 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	08/21/2012	02/26/2009	500,000.00	473,051.00	26,949.00
48123.195 SHARES OF BBH LIMITED DURATION FUND CL N	09/17/2012	01/03/1996	23.55	23.72	0.17-
23.55 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	09/17/2012	02/09/1994	3.23	3.32	0.09-
3.23 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	09/17/2012	02/09/1994	36.35	37.32	0.97-
36.35 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	09/17/2012	06/18/1998	175.56	175.98	0.42-
175.56 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	09/17/2012	05/04/1989	94.73	94.26	0.47
94.73 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	10/15/2012	01/03/1996	23.71	23.88	0.17-
23.71 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	10/15/2012	02/09/1994	3.26	3.35	0.09-
3.26 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	10/15/2012	02/09/1994	36.60	37.58	0.98-
36.6 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	10/15/2012	06/18/1998	136.04	136.36	0.32-
136.04 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	10/15/2012	05/04/1989	95.56	95.09	0.47
95.56 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	11/15/2012	01/03/1996	23.84	24.02	0.18-
23.84 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026					

RealzdGainLoss

3.28 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	11/15/2012	02/09/1994	3.28	3.37	0.09-
35.69 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	11/15/2012	02/09/1994	35.69	36.64	0.95-
136.8 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	11/15/2012	06/18/1998	136.80	137.13	0.33-
96.4 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	11/15/2012	05/04/1989	96.40	95.92	0.48
23.99 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	12/17/2012	01/03/1996	23.99	24.17	0.18-
3.3 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	12/17/2012	02/09/1994	3.30	3.39	0.09-
37.12 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	12/17/2012	02/09/1994	37.12	38.11	0.99-
137.59 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	12/17/2012	06/18/1998	137.59	137.92	0.33-
97.24 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	12/17/2012	05/04/1989	97.24	96.76	0.48

** TOTAL LONG TERM CAPITAL GAIN (LOSS)

702,288.87 665,197.53 37,091.34

BROWN BROTHERS HARRIMAN AND CO
Realized Gain/Loss Report

Run on 4/29/2013 11:27:35 AM

Start Date: 01/01/2012

End Date: 12/31/2012

Administrator: LEIGHTON K. WATERS 212-493-8844

Account: 1035000960 (Closed)

MARY W. HARRIMAN FOUNDATION CORE FIXED INCOME

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** LONG TERM CAPITAL GAIN (LOSS)					
22.4 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	01/17/2012	01/03/1996	22.40	22.56	0 16-
3.16 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	01/17/2012	02/09/1994	3.16	3.25	0 09-
34.88 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	01/17/2012	02/09/1994	34.88	35.81	0 93-
218.98 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	01/17/2012	06/18/1998	218.98	219.50	0 52-
88.36 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	01/17/2012	05/04/1989	88.36	87.92	0 44
22.54 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	02/15/2012	01/03/1996	22.54	22.71	0 17-
3.07 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8% 01/15/2024	02/15/2012	02/09/1994	3.07	3.16	0 09-
34.57 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #376411 8% 02/15/2024	02/15/2012	02/09/1994	34.57	35.49	0 92-
220.27 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #456869 6.5% 05/15/2013	02/15/2012	06/18/1998	220.27	220.80	0 53-
89.13 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #188862 10% 10/15/2016	02/15/2012	05/04/1989	89.13	88.69	0 44
22.68 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #362609 7% 01/15/2026	03/15/2012	01/03/1996	22.68	22.85	0 17-
3.1 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #368286 8%	03/15/2012	02/09/1994	3.10	3.19	0 09-

**** TOTAL LONG TERM CAPITAL GAIN (LOSS)**

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

SOURCE	AMOUNT
BBH 1818 III LP	26.
BROWN BROTHERS HARRIMAN & CO	1,388.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,414.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BBH REAL STATE INCOME FD I	61,140.	0.	61,140.
BBH REAL STATE INCOME FD II	11,818.	0.	11,818.
BROWN BROTHERS HARRIMAN & CO	439,246.	0.	439,246.
BROWN BROTHERS HARRIMAN & CO	382,012.	382,012.	0.
TOTAL TO FM 990-PF, PART I, LN 4	894,216.	382,012.	512,204.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY INCOME	27,056.	27,056.	
TOTAL TO FORM 990-PF, PART I, LINE 11	27,056.	27,056.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,510.	0.		5,510.
AUDITING FEES	12,300.	0.		12,300.
TO FORM 990-PF, PG 1, LN 16B	17,810.	0.		17,810.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	47,594.	47,594.		0.
TO FORM 990-PF, PG 1, LN 16C	47,594.	47,594.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	68.	0.		68.
EXCISE TAX	17,772.	0.		0.
TO FORM 990-PF, PG 1, LN 18	17,840.	0.		68.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	347.	0.		347.
COMPUTER SYSTEM MAINTENANCE	76.	0.		76.
LIABILITY INSURANCE	4,380.	0.		4,380.
PORTFOLIO DEDUCTION	1,708.	1,708.		0.
FILING FEES	750.	0.		750.
WORKER'S COMP INSURANCE	131.	0.		131.
TO FORM 990-PF, PG 1, LN 23	7,392.	1,708.		5,684.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UNION PACIFIC CORP	8,816.	2,514,400.
MUTUAL FUNDS	16,977,005.	19,007,631.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,985,821.	21,522,031.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS	15,063.	16,583.
TOTAL TO FORM 990-PF, PART II, LINE 12	15,063.	16,583.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH REAL ESTATE INC. FUND I	COST	1,212,766.	1,088,026.
BBH ABS RET O/S SER A TR	COST	99,831.	80,591.
BBH ASIAN OPPTY FUND	COST	69,813.	9,241.
BBH L/S EQTY O/S FD SER A TR	COST	3,000,000.	3,987,497.
BBH REAL ESTATE INC. FUND II	COST	651,180.	637,731.
BBH CAP PARTNERS QP IV	COST	371,593.	356,937.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,405,183.	6,160,023.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID H. MORTIMER C/O 140 BROADWAY, 11TH FL. NEW YORK, NY 10005	PRESIDENT/DIR 1.00	0.	0.	0.
KATHLEEN L.F. AMES C/O 140 BROADWAY, 11TH FL. NEW YORK, NY 10005	VP/DIR 0.50	0.	0.	0.
ANNA T. KORNICZKY C/O 140 BROADWAY, 11TH FL. NEW YORK, NY 10005	TREASURER 1.00	0.	0.	0.
BARBARA O'CONNELL C/O 140 BROADWAY, 11TH FL. NEW YORK, NY 10005	SECRETARY 6.00	15,263.	1,626.	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		15,263.	1,626.	0.