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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 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 & CO, 140 BROADWAY	Room/suite	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 <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 117,144,785.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> 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 <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2,235,153.	2,235,153.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,872,703.			
b Gross sales price for all assets on line 6a		9,816,131.			
7 Capital gain net income (from Part IV, line 2)			3,872,703.		
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		20,017.	141.		STATEMENT 2
12 Total. Add lines 1 through 11		6,127,873.	6,107,997.		
13 Compensation of officers, directors, trustees, etc		63,113.	0.		63,113.
14 Other employee salaries and wages		47,424.	0.		47,424.
15 Pension plans, employee benefits		29,082.	0.		29,083.
16a Legal fees					
b Accounting fees STMT 3		56,970.	0.		56,970.
c Other professional fees STMT 4		266,201.	266,201.		0.
17 Interest					
18 Taxes STMT 5		96,000.	12,495.		0.
19 Depreciation and depletion					
20 Occupancy		29,668.	0.		29,668.
21 Travel, conferences, and meetings					
22 Printing and publications		130.	0.		130.
23 Other expenses STMT 6		29,138.	23,167.		5,971.
24 Total operating and administrative expenses. Add lines 13 through 23		617,726.	301,863.		232,359.
25 Contributions, gifts, grants paid		6,536,908.			6,536,908.
26 Total expenses and disbursements. Add lines 24 and 25		7,154,634.	301,863.		6,769,267.
27 Subtract line 26 from line 12		<1,026,761.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			5,806,134.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 15 2013

Revenue

Operating and Administrative Expenses

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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	1,293,148.	279,704.	279,704.
	2 Savings and temporary cash investments	3,379,760.	3,209,198.	3,209,198.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	61,403,722.	65,594,538.	86,723,225.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	24,921,254.	20,862,844.	26,918,303.	
14 Land, buildings, and equipment basis ▶ 9,489.				
Less accumulated depreciation STMT 9 ▶ 9,489.				
15 Other assets (describe ▶ STATEMENT 10)	41,481.	14,355.	14,355.	
16 Total assets (to be completed by all filers)	91,039,365.	89,960,639.	117,144,785.	
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 ▶)	51,965.	0.	
23 Total liabilities (add lines 17 through 22)	51,965.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	424,122.	<602,639.▶	
	30 Total net assets or fund balances	90,987,400.	89,960,639.	
31 Total liabilities and net assets/fund balances	91,039,365.	89,960,639.		

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	90,987,400.
2 Enter amount from Part I, line 27a	2	<1,026,761.▶
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	89,960,639.
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	89,960,639.

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 9,816,131.		5,943,428.	3,872,703.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e			3,872,703.	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	3,872,703.
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	6,359,336.	112,320,469.	.056618
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

2 Total of line 1, column (d)	2	.284876
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	.056975
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	114,041,944.
5 Multiply line 4 by line 3	5	6,497,540.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	58,061.
7 Add lines 5 and 6	7	6,555,601.
8 Enter qualifying distributions from Part XII, line 4 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	8	6,769,267.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	58,061.
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	58,061.
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	58,061.
6 Credits/Payments			
6a 2012 estimated tax payments and 2011 overpayment credited to 2012	53,505.		
6b Exempt foreign organizations - tax withheld at source			
6c Tax paid with application for extension of time to file (Form 8868)	18,300.		
6d Backup withholding erroneously withheld	22.		
7 Total credits and payments. Add lines 6a through 6d		7	71,827.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	56.
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	13,710.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 13,710. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 Located at ► 140 BROADWAY - 11TH FL., NEW YORK, NY	Telephone no	► 212-493-8185	
		ZIP+4	► 10005	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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 ►	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b

X

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		63,113.	6,721.	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 FEE	266,201.
BROWN BROTHERS HARRIMAN & CO 140 BROADWAY, NEW YORK, NY 10005	ACCOUNTING FEE	35,970.
CONDON O'MEARA MCGINTY DONNELLY - ONE BATTERY PARK PLAZA, 7TH FLOOR, NEW YORK, NY 10004	AUDITING FEE	18,000.
DORFMAN ABRAMS MUSIC LLC - 250 PHELE AVE., SUITE. 702, SADDLEBROOK, NJ 07663	AUDITING FEE	3,000.

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

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

Total. Add lines 1 through 3

0.

Form 990-PF (2012)

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	111,942,691.
b	Average of monthly cash balances	1b	3,821,577.
c	Fair market value of all other assets	1c	14,355.
d	Total (add lines 1a, b, and c)	1d	115,778,623.
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	115,778,623.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,736,679.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	114,041,944.
6	Minimum investment return. Enter 5% of line 5	6	5,702,097.

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	5,702,097.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	58,061.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	58,061.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,644,036.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,644,036.
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	5,644,036.

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	6,769,267.
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	6,769,267.
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	58,061.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,711,206.

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				5,644,036.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	863,993.			
b From 2008	1,167,520.			
c From 2009	765,055.			
d From 2010	710,005.			
e From 2011	881,659.			
f Total of lines 3a through e	4,388,232.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 6,769,267.				
a Applied to 2011, 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 2012 distributable amount				5,644,036.
e Remaining amount distributed out of corpus	1,125,231.			
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	5,513,463.			
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				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 2007 not applied on line 5 or line 7	863,993.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,649,470.			
10 Analysis of line 9				
a Excess from 2008	1,167,520.			
b Excess from 2009	765,055.			
c Excess from 2010	710,005.			
d Excess from 2011	881,659.			
e Excess from 2012	1,125,231.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

Form **990-PF** (2012)

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	6,536,908.
Total			▶ 3a	6,536,908.
b Approved for future payment				
SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	6,140,631.
Total			▶ 3b	6,140,631.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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) Exclu- sion 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					
4 Dividends and interest from securities			14	2,235,153.	
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	<1,372.>	
8 Gain or (loss) from sales of assets other than inventory			18	3,872,703.	
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		20,505.
b MEDICAL INSURANCE					
c REIMBURSEMENT			01		884.
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		0.		6,106,484.	21,389.
13 Total Add line 12, columns (b), (d), and (e)				13	6,127,873.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- | | | Yes |
|---|--|-------|
| 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) |
| | (2) Other assets | 1a(2) |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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.

Signature of officer or trustee

10/29/13
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

KENNETH MOY

Preparer's signature

KENNETH MOY

Date

10/29/13

Check ☐ self-employed

PTIN

P01291332

Firm's name ► **BROWN BROTHERS HARRIMAN & CO**

Firm's EIN ► 20-4592596

Firm's address ► 140 BROADWAY - 5TH FL
NEW YORK, NY 10005

Phone no

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	GLADYS AND ROLAND HARRIMAN FOUNDATION	51-0193915
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O BBH & CO, 140 BROADWAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10005	

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

0 4

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

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

BARBARA O'CONNELL

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

Telephone No. ☒ 212-493-8185

FAX No. ☐

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

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	71,805.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	71,805.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ☒ Title CPA Date 3/7/13

Form 8868 (Rev. 1-2013)

GLADYS & ROLAND HARRIMAN FOUNDATION

Grants Paid

January through December 2012

Date	Num	Name	Name Address	Amount Paid	Future Payment
01/25/2012	2052	AMERICAN ASSEMBLY	475 Riverside Dr New York, NY 10115-0456	10,000 00	
12/14/2012	2158	AMERICAN ASSEMBLY	475 Riverside Dr New York, NY 10115-0456	45,000 00	
01/25/2012	2053	AMERICAN MUSEUM OF NATURAL HISTORY	Central Park West @ 79th St New York, NY 10024	13,000 00	300,000 00
06/27/2012	2140	AMERICAN MUSEUM OF NATURAL HISTORY	Central Park West @ 79th St New York, NY 10024	150,000 00	
01/25/2012	2056	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	85,000 00	1,200,000 00
02/10/2012	2105	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	5,500 00	
09/06/2012	2153	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	300,000 00	
12/14/2012	2180	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASHINGTON, DC 20006	400,000 00	
01/25/2012	2054	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 49th STREET NEW YORK, NY 10019	42,000 00	
12/14/2012	2181	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 49th STREET NEW YORK, NY 10019	250,000 00	
01/25/2012	2055	AMERICAN RED CROSS MID COAST CHAPTER	16 COMMUNITY WAY TOPSHAM, ME 04086	21,000 00	
02/10/2012	2106	AMERICAN RED CROSS OF GREATER IDAHO	404 SOUTH 8th STREET BOISE, ID 83702	4,500 00	
06/27/2012	2146	BATES COLLEGE	2 Andrews Rd Lewiston, ME 04240	10,000 00	
01/25/2012	2090	BISHOP KELLY FOUNDATION	7009 Franklin Road Boise, ID 83709	1,000 00	
		BLAINE COUNTY RECREATION DISTRICT	1050 FOX ACRES RD , HAILEY, ID 83333		150,000 00
02/10/2012	2103	BOB WOODRUFF FOUNDATION	PO Box 955 Bristow, VA 20136	100,000 00	100,000 00
01/25/2012	2057	BOWDOIN INTERNATIONAL MUSIC FESTIVAL	6300 COLLEGE STATION BRUNSWICK, ME 04011-8463	17,000 00	200,000 00
01/26/2012	WIRE	BOYS CLUB OF NEW YORK	287 EAST 10th STREET NEW YORK, NY 10009	1,000 00	
06/26/2012	WIRE	BOYS CLUB OF NEW YORK	287 EAST 10th STREET NEW YORK, NY 10009	1,000,000 00	
		CADENCE THEATRE COMPANY	P O BOX 7119, RICHMAND, VA 23221		75,000 00
06/27/2012	2123	CALIFORNIA SCIENCE CENTER	700 Exposition Park Dr Los Angeles, CA 90037	25,000 00	
12/14/2012	2175	CALIFORNIA SCIENCE CENTER	700 Exposition Park Dr Los Angeles, CA 90037	25,000 00	
03/02/2012	2109	CANCER SUPPORT COMMUNITY	252 West 37 St 17th Fl New York, NY 1001	5,000 00	
01/25/2012	2058	CENTRAL PARK CONSEVANCY	14 EAST 60th STREET NEW YORK, NY 10022	25,000 00	
12/14/2012	2167	CLASSROOM INC	245 FIFTH AVENUE NEW YORK, NY 10016	75,000 00	
06/27/2012	2147	COBB SCHOOL MONTESSORI	112 Sand Hill Rd Simsbury, CT 06070	2,000 00	
04/30/2012	2113	COLGATE UNIVERSITY	13 OAK DRIVE HAMILTON, NY 13346	1,000 00	
01/25/2012	2099	COMMUNITY FOUNDAT OF SOUTHEAST CONNETTICUT	OF SOUTHEAST CONNETTICUT 147 STATE STREET NEW LONDON, CT 06320	2,500 00	
01/25/2012	2100	CONNECTICUT COLLEGE	270 Mohegan Avenue New London, CT 06320	4,000 00	
01/25/2012	2089	CORPUS CHRISTI HOUSE,INC	525 AMERICANA BLVD BOISE, ID 83703	1,000 00	
01/25/2012	2059	COVENANT HOUSE NEW YORK	460 WEST 41st STREET NEW YORK, NY 10011-5002	13,000 00	
12/14/2012	2168	CRAIGHEAD ENVIRONMENTAL RESEARCH INST	201 S WALLACE AVE BOZEMAN, MT 59715	25,000 00	
12/14/2012	2159	DARTMOUTH COLLEGE	DARTMOUTH COLLEGE 100 TUCK HALL HANOVER, NH 03755-9000	50,000 00	50,000 00
04/30/2012	2114	EAGLE HILL SCHOOL	214 Main St Southport, CT 06890	1,000 00	
12/14/2012	2160	EAST SIDE HOUSE SETTLEMENT	337 Alexander Avenue Bronx, NY 10454	75,000 00	

GLADYS & ROLAND HARRIMAN FOUNDATION

Grants Paid

January through December 2012

Date	Num	Name	Name Address	Amount Paid	Future Payment
06/27/2012	2145	ECKERD COLLEGE	4200 54th Ave South St Petersburg, FL 33711	1,000 00	
10/15/2012	2154	EPISCOPAL CHURCH FOUNDATION	815 SECOND AVENUE NEW YORK, NY 10017-4564	5,000 00	
06/27/2012	2148	ETHEL WALKER SCHOOL	230 Bushy Hill Rd Simsbury, CT 06070	50,000 00	
12/14/2012	2177	ETHEL WALKER SCHOOL	230 Bushy Hill Rd Simsbury, CT 06070	50,000 00	
06/27/2012	2124	FDR FOUR FREEDOMS PARK	711 Fifth Ave Suite 900 New York, NY 10022	25,000 00	
06/27/2012	2125	FRESH AIR FUND	633 Third Avenue New York, NY 10017	50,000 00	
12/14/2012	2169	FRIENDS OF BASSETT (O'CONNOR HOSPITAL)	One Atwell Road Cooperstown, NY 13326	75,000 00	
01/25/2012	2060	FRIENDS OF IDAHO PUBLIC TELEVISION	1455 NORTH ORCHARD STREET BOISE, ID 83706	106,000 00	
		GILLEN BREWER SCHOOL	410 EAST 920 STREET, NEW YORK, NY 10128		100,000 00
01/25/2012	2061	GIRL SCOUT COUNCIL OF GREATER NY	43 WEST 23rd STREET NEW YORK, NY 10010-4283	20,000 00	
01/25/2012	2088	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	70,000 00	70,000 00
01/25/2012	2102	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	19,705 00	441,571 00
04/30/2012	2121	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	8,961 00	
09/02/2012	2152	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	32,445 00	
12/14/2012	2164	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN, NY 10924	31,906 50	
06/27/2012	2126	GOSHEN RESOTRATION UNLIMITED, INC	276 Main Street Goshen, NY 10924	5,000 00	
01/25/2012	2062	GRACE OPPORTUNITY PROJECT	86 FOURTH AVENUE NEW YORK, NY 10003	10,000 00	
10/15/2012	2155	GREATERNY COUNCILS BSA	350 FIFTH AVENUE NEW YORK, NY 10118-0350	13,000 00	
01/25/2012	2063	GRENVILLE BAKER BOYS & GIRLS CLUB	135 FOREST AVENUE LOCUST VALLEY, NY 11560	10,000 00	
01/26/2012	WIRE	HARNESS RACING MUSEUM	240 MAIN ST PO BOX 590 GOSHEN, NY 10924	72,000 00	
01/26/2012	WIRE	HARNESS RACING MUSEUM	240 MAIN ST PO BOX 590 GOSHEN, NY 10924	5,000 00	
01/25/2012	2064	HARVARD UNIVERSITY	JOHN F KEENEY SCHOOL 79 JFK STREET MAILBOX 123 CAMBRIDGE, MA 02138	17,000 00	
04/30/2012	2115	HARVEY SCHOOL	260 JAY STREET KATONAH, NY 10536	2,500 00	
06/27/2012	2127	HERMITAGE	335 NORTH FRANKLIN TPKE HOHOKUS, NJ 07423	10,000 00	
01/25/2012	2095	HOLDERNESS SCHOOL	CHAPEL LA PO BOX 1879 PLYMOUTH, NH 03264-1879	9,000 00	25,000 00
06/27/2012	2128	HORIZONS NATIONAL	1 Park Street Norwalk, CT 06851	25,000 00	50,000 00
02/10/2012	2104	HUDSON HIGHLANDS NATURE MUSEUM	PO BOX 337 CORNWALL-ON-HUDSON, NY 12520	75,000 00	35,000 00
		HUMANUS DOCUMENTARY FILMS FDN	1165 BARMAN AVENUE, CULVER CITY, CA 90230		75,000 00
01/25/2012	2065	I GUILLARI DI PIAZZA	THE CATHEDRAL OF ST JOHN THE DEVINE 1047 AMSTERDAM AVENUE NEW YORK, NY 10025	13,000 00	
01/25/2012	2096	IDAHO SHAKESPEARE FESTIVAL	PO BOX 9365 BOISE, ID 83707	1,750 00	50,000 00
12/14/2012	2161	IDAHO SHAKESPEARE FESTIVAL	PO BOX 9365 BOISE, ID 83707	50,000 00	
06/27/2012	2129	JACKSON LABORATORY	610 Main Street Bar Harbor, ME 04609	50,000 00	
01/25/2012	2066	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE DELHI, NY 13753	17,000 00	
01/25/2012	2093	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE DELHI, NY 13753	5,000 00	
04/30/2012	2116	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE DELHI, NY 13753	5,000 00	

GLADYS & ROLAND HARRIMAN FOUNDATION

Grants Paid

January through December 2012

Date	Num	Name	Name Address	Amount Paid	Future Payment
01/25/2012	2097	LEARNING LAB, INC	308 East 36th St Garden City, ID 83714	2,000 00	25,000 00
06/27/2012	2142	LEARNING LAB, INC	308 East 36th St Garden City, ID 83714	50,000 00	25,000 00
10/15/2012	2157	LEWIS & CLARK COLLEGE	0615 SW Palatine Hill Rd Portland, OR 97219	6,250 00	
12/14/2012	2172	LEWIS & CLARK COLLEGE	0615 SW Palatine Hill Rd Portland, OR 97219	75,000 00	75,000 00
04/30/2012	2120	LYMAN ALLYN ART MUSEUM	625 WILLIAM ST NEW LONDON, CT 06320	4,000 00	
06/27/2012	2130	MAINE MARITIME MUSEUM	243 WASHINGTON STREET BATH, ME 04530	25,000 00	
01/25/2012	2067	MAINE PUBLIC BROADCASTING CORP	1450 LISBON STREET LEWISTON, ME 04240-3595	85,000 00	
01/25/2012	2068	MEADOWCROFT MUSEUM OF RURAL LIFE	401 MEADOWCROFT RD AVELLA, PA 15312	10,000 00	
06/27/2012	2143	MEMORIAL SLOAN KETTERING CANCER CENTER	1275 First Ave New York, NY 10021	100,000 00	
01/25/2012	2069	METROPOLITAN MUSEUM OF ART	1000 FIFTH AVENUE NEW YORK, NY 10028-0198	10,000 00	
06/27/2012	2131	MIDDLESEX SCHOOL	1400 LOWELL ROAD CONCORD, MA 01742	125,000 00	
12/14/2012	2165	MIDDLESEX SCHOOL	1400 LOWELL ROAD CONCORD, MA 01742	102,640 00	244,060 00
01/25/2012	2091	MONASTERY OF ST GERTRUDE	465 KAUTERVILLE ROAD COTTONWOOD, ID 83522	1,500 00	
01/25/2012	2070	MONROE VOLUNTEER AMBULANCE CORP	PO BOX 533 MONROE, NY 10950	8,000 00	
03/02/2012	2110	MT SINAI MEDICAL CENTER	P O Box 1049 New York, NY 10029	2,000 00	
06/27/2012	2132	MUSEUM OF THE CITY OF NEW YORK	c/oChristie's 20 Rockefeller Plaza New York, NY 10020	10,000 00	
06/27/2012	2134	NATIONAL OUTDOOR LEADERSHIP SCHOOL	284 LINCOLN STREET LANDER, WY 82520-2848	50,000 00	50,000 00
10/15/2012	2156	NATIONAL OUTDOOR LEADERSHIP SCHOOL	284 LINCOLN STREET LANDER, WY 82520-2848	8,000 00	
12/14/2012	2178	NATIONAL OUTDOOR LEADERSHIP SCHOOL	284 LINCOLN STREET LANDER, WY 82520-2848	50,000 00	
		NATURE CONSERVANCY	41 S MAGER AVENUE, MT KISCO, NY 10549		250,000 00
12/14/2012	2170	NETWORK FOR TEACHING - NFTE	120 WALL STREET NEW YORK, NY 10005	150,000 00	
04/30/2012	2117	NEW ENGLAND COLLEGE	98 Bridge Street Henniker, NH 03242	3,000 00	
01/25/2012	2071	NEW ENGLAND VILLAGE INC	664 SCHOOL STREET PEMBROKE, MA 02359	64,000 00	
01/25/2012	2072	NEW YORK CITY BALLET	20 LINCOLN CENTER NEW YORK, NY 10023	14,500 00	
01/25/2012	2073	NEW YORK PUBLIC LIBRARY	FIFTH AVENUE AT 42 STREET NEW YORK, NY 10018-2788	35,000 00	
03/02/2012	2111	NOTRE DAME SCHOOL	327 West 13th St New York, NY 10014	2,500 00	
01/25/2012	2074	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	17,000 00	
01/25/2012	2094	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	5,000 00	
04/30/2012	2118	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	1,000 00	
06/27/2012	2133	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NEW YORK, NY 10038	100,000 00	
03/02/2012	2108	ORANGE COUNTY HISTORICAL SOCIETY	21 CLOVE FURNACE DR ARDEN, NY 10910	17,000 00	
12/14/2012	2171	ORANGE REGIONAL MEDICAL CENTER FOUNDATION	4 HARRIMAN DRIVE GOSHEN, NY 10924	75,000 00	
07/13/2012	2151	OREGON PUBLIC BROADCASTING	7140 SW Macadam Ave Portland, OR 97219	25,000 00	
06/27/2012	2135	PARK AVENUE ARMORY	643 Park Avenue New York, NY 10065	15,000 00	
01/25/2012	2076	PATTEN FREE LIBRARY	33 SUMMER STREET BATH, ME 04530	17,000 00	

GLADYS & ROLAND HARRIMAN FOUNDATION

Grants Paid

January through December 2012

Date	Num	Name	Name Address	Amount Paid	Future Payment
01/25/2012	2101	PHILLIPS EXETER ACADEMY	20 Main Street Andover, MA 03833	3,000 00	
06/27/2012	2136	PITTOCK MANSION SOCIETY	3229 NW Pittock Dr Portland, OR 97210	75,000 00	
		PRINCETON DAY SCHOOL	845 ALEXANDER ROAD, PRINCETON, NJ 08540		50,000 00
07/13/2012	2149	PROCTOR ACADEMY	PO BOX 389 ANDOVER, NH 03216	100,000 00	
01/25/2012	2077	PROFESSIONAL CHILDREN'S SCHOOL	132 WEST 60th STREET NEW YORK, NY 10023-7495	8,000 00	
06/27/2012	2137	RENSELAEVILLE INSTITUTE	RENSELAEVILLE, NY 12147	200,000 00	200,000 00
01/25/2012	2098	RIVERSTONE INTERNATIONAL SCHOOL	5493 WARM SPRINGS AVENUE BOISE, ID 83716	2,250 00	
01/25/2012	2092	SALVATION ARMY-BOISE CORPS	1904 W Bannock Street Boise, ID 83702	500 00	
01/25/2012	2078	SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE, NY 12601-3156	25,000 00	150,000 00
12/14/2012	2179	SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE, NY 12601-3156	100,000 00	
06/27/2012	2144	SHELburne MUSEUM	PO Box 10 Shelburne, VT 05482	100,000 00	200,000 00
04/30/2012	2119	SKIDMORE COLLEGE	815 N Broadway Saratoga Springs, NY 12866	500 00	
03/02/2012	2112	ST IGNATIUS LOYOLA SCHOOL	48 EAST 84 STREET NEW YORK, NY 10028-0806	2,500 00	
01/25/2012	2079	ST JOHN'S CHURCH	PO BOX 58 ARDEN, NY 10910	8,000 00	
01/25/2012	2080	STANDARD BRED RETIREMENT FOUNDATION	108F OLD YORK RD HAMILTON, NJ 08620	64,000 00	
01/25/2012	2081	STUDENT CONSERVATION ASSOCIATION	689 RIVER RD PO BOX 550 CHARLESTOWN, NH 03603-0550	13,000 00	
01/26/2012	WIRE	THE BOYS CLUB OF NEW YORK	287 EAST 10th STREET NEW YORK, NY 10009	150,000 00	
12/14/2012	2176	THE HERMITAGE	335 NORTH FRANKLIN TPKE HOHOKUS, NJ 07423	10,000 00	
01/25/2012	2082	THIRTEENWNET NEW YORK	450 WEST 33 STREET NEW YORK, NY 10001	106,000 00	
		TETON VALLEY RANCH EDUCATION FDN	P O BOX 4915, JACKSON, WY 83001		150,000 00
06/27/2012	2141	TRUSTEES OF COLUMBIA UNIV	HERBERT IRVING PAVILLION 310 161 FT WASHINGTON AVENUE NEW YORK, NY 10032	50,000 00	100,000 00
03/02/2012	2107	TRUSTEES OF PHILLIPS ACADEMY	180 Main Street Andover, MA 01810	4,000 00	
01/25/2012	2084	TUXEDO AMBULANCE CORPS	BOX 726 TUXEDO PARK, NY 10987	8,000 00	
01/25/2012	2083	TUXEDO PARK LIBRARY	227 ROUTE 17 PO BOX 776 TUXEDO PARK, NY 10987	5,000 00	
06/27/2012	2138	UNITED NEGRO COLLEGE FUND	120 WALL STREET NEW YORK, NY 10005	50,000 00	
12/14/2012	2166	UNIVERSITY OF COLORADO FOUNDATION	CENTER OF THE AMERICAN WEST Macky 229 282 UCB Boulder, CO 80309-0282	25,000 00	
01/25/2012	2085	VISITING NURSE SERVICE OF NY	107 EAST 70th STREET NEW YORK, NY 10021	8,000 00	
07/13/2012	2150	VOLUNTEERS OF AMERICA OREGON	3910 SE Stark St Portland, OR 97214	150,000 00	150,000 00
01/25/2012	2086	WEILL CORNELL MEDICAL COLLEGE	1300 YORK AVENUE NEW YORK, NY 10065	21,000 00	750,000 00
12/14/2012	2174	WEILL CORNELL MEDICAL COLLEGE	1300 YORK AVENUE NEW YORK, NY 10065	250,000 00	
		WHITNEY MUSEUM OF AMERICAN ART	945 MADISON AVENUE, NEW YORK, NY 10021		400,000 00
01/25/2012	2087	WOODBURY COMM AMBULANCE INC	376 ROUTE 32 BOX 561 CENTRAL VALLEY, NY 10917-0561	8,000 00	
		YALE UNIVERSITY	BOX 208206, NEW HAVEN, CT 06520-8206		400,000 00
				6,536,907.50	6,140,631.00

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c	CLASS ACTION LITIGATION SETTLEMENT	P	VARIOUS	VARIOUS
d	ABSOLUTE OFFSHORE FD	P	VARIOUS	VARIOUS
e	ASIAN OPP. FUND	P	VARIOUS	VARIOUS
f	PEP II FD		VARIOUS	VARIOUS
g	280,464.217 SHS BBH LIMITED DURATION FD	P	02/26/09	05/02/12
h	14,488.05 SHS VANGUARD INSTL INDEX FD	P	06/29/04	04/30/12
i	PEP II FD		VARIOUS	VARIOUS
j	1818 MEZZANINE FUND		VARIOUS	VARIOUS
k	CAPITAL GAINS DIVIDENDS			
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 86,539.		55,359.	31,180.
b 2,939,695.		1,625,993.	1,313,702.
c 11,617.			11,617.
d 56,640.			56,640.
e 506,040.			506,040.
f 141,036.			141,036.
g 2,900,000.		2,754,159.	145,841.
h 1,856,354.		1,507,917.	348,437.
i 122.			122.
j 238.			238.
k 1,317,850.			1,317,850.
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			31,180.
b			1,313,702.
c			11,617.
d			56,640.
e			506,040.
f			141,036.
g			145,841.
h			348,437.
i			122.
j			238.
k			1,317,850.
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	3,872,703.
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

GLADYS & ROLAND HARRIMAN FOUNDATION

Schedule of Capital Gains/(Losses)

01/01/12-12/31/12

Account:

M02220

<u>Description</u>	<u>Sold</u>	<u>Acquired</u>	<u>Proceeds</u>	<u>Cost</u>	<u>S-T</u> <u>Gain/(Loss)</u>	<u>L-T</u> <u>Gain/(Loss)</u>
ECOLAB INC	01/19/12	02/08/10	36,139.83	26,332.32		9,807.51
ECOLAB INC	01/19/12	02/10/10	30,116.52	21,921.80		8,194.72
ECOLAB INC	01/19/12	02/12/10	6,023.30	4,152.88		1,870.42
ECOLAB INC	02/01/12	02/12/10	33,394.53	22,882.37		10,512.16
ECOLAB INC	02/02/12	02/12/10	25,184.54	17,234.45		7,950.09
VISA INC- CL.A SHARES	02/03/12	12/06/10	67,343.75	48,859.84		18,483.91
VISA INC- CL.A SHARES	02/03/12	12/07/10	3,420.64	2,488.21		932.43
VISA INC- CL.A SHARES	02/06/12	12/06/10	25,474.89	18,458.16		7,016.73
VISA INC- CL.A SHARES	02/06/12	12/16/10	10,703.74	7,594.70		3,109.04
VISA INC- CL.A SHARES	02/09/12	12/16/10	101,820.54	68,352.30		33,468.24
VISA INC- CL.A SHARES	02/27/12	12/16/10	128,664.80	83,541.70		45,123.10
VISA INC- CL.A SHARES	03/26/12	12/16/10	12,006.06	7,594.70		4,411.36
VISA INC- CL.A SHARES	03/26/12	03/23/11	72,396.57	43,429.21		28,967.36
VISA INC- CL.A SHARES	03/27/12	12/17/10	2,879.90	1,625.77		1,254.13
VISA INC- CL.A SHARES	03/27/12	03/23/11	23,639.16	14,188.31		9,450.85
VISA INC- CL.A SHARES	04/03/12	12/17/10	21,114.25	11,922.35		9,191.90
ECOLAB INC	04/17/12	04/14/09	689.12	408.67		280.45
ECOLAB INC	04/17/12	04/15/09	37,588.55	22,426.14		15,162.41
ECOLAB INC	04/17/12	02/12/10	8,394.78	5,564.86		2,829.92
VISA INC- CL.A SHARES	04/17/12	12/17/10	96,194.11	53,311.85		42,882.26
ECOLAB INC	04/18/12	04/14/09	43,395.34	25,783.21		17,612.13
ECOLAB INC	04/20/12	04/14/09	10,647.19	6,352.92		4,294.27
ECOLAB INC	04/25/12	04/14/09	32,682.67	19,467.44		13,215.23
VISA INC- CL.A SHARES	04/26/12	12/17/10	62,806.67	34,750.93		28,055.74
WAL-MART STORES INC	06/07/12	02/25/10	46,180.42	37,570.47		8,609.95

GLADYS & ROLAND HARRIMAN FOUNDATION

Schedule of Capital Gains/(Losses)

01/01/12-12/31/12

Account:

M02220

<u>Description</u>	<u>Sold</u>	<u>Acquired</u>	<u>Proceeds</u>	<u>Cost</u>	<u>S-I</u> <u>Gain/(Loss)</u>	<u>L-I</u> <u>Gain/(Loss)</u>
COMCAST CORP CL A	06/20/12	06/13/11	14,539.72	11,053.38		3,486.34
COMCAST CORP CL A	06/27/12	06/13/11	16,599.34	12,666.32		3,933.02
WAL-MART STORES INC	07/02/12	10/29/09	34,620.58	25,098.90		9,521.68
WAL-MART STORES INC	07/02/12	02/25/10	48,468.80	37,570.47		10,898.33
WAL-MART STORES INC	07/17/12	12/11/07	58,375.89	39,952.00		18,423.89
WAL-MART STORES INC	07/17/12	12/19/07	21,890.96	14,415.00		7,475.96
WAL-MART STORES INC	07/17/12	10/29/09	7,296.99	5,019.78		2,277.21
WAL-MART STORES INC	07/27/12	12/19/07	67,118.88	43,245.00		23,873.88
WAL-MART STORES INC	08/03/12	12/19/07	27,137.97	17,490.20		9,647.77
WAL-MART STORES INC	08/06/12	12/19/07	53,532.60	34,499.90		19,032.70
WAL-MART STORES INC	08/08/12	12/19/07	53,468.33	34,499.90		18,968.43
DIAGEO PLC- SPONSORED ADR	08/21/12	02/26/10	59,298.22	36,118.44		23,179.78
DIAGEO PLC- SPONSORED ADR	08/22/12	02/26/10	25,884.46	15,757.24		10,127.22
EBAY INC	08/27/12	11/18/11	13,778.60	8,803.95	4,974.65	
EBAY INC	08/28/12	11/18/11	47,311.53	30,257.93	17,053.60	
LIBERTY VENTURES SER A	08/28/12	12/12/07	33.19	35.74		(2.55)
EBAY INC	09/06/12	11/18/11	19,592.00	12,019.04	7,572.96	
EBAY INC	09/06/12	06/13/11	38,400.32	23,419.65		14,980.67
EBAY INC	09/07/12	06/13/11	15,480.61	9,439.55		6,041.06
LIBERTY VENTURES - RTS	09/18/12	09/30/11	71.57	54.85	16.72	
LIBERTY VENTURES - RTS	09/18/12	10/03/11	121.74	93.30	28.44	
LIBERTY VENTURES - RTS	09/18/12	05/22/12	352.85	320.06	32.79	
LIBERTY VENTURES - RTS	09/18/12	12/11/07	196.05	213.59		(17.54)
LIBERTY VENTURES - RTS	09/18/12	12/12/07	254.86	278.83		(23.97)
LIBERTY VENTURES - RTS	09/18/12	12/19/07	490.11	514.63		(24.52)
LIBERTY VENTURES - RTS	09/18/12	01/03/08	548.91	518.60		30.31

GLADYS & ROLAND HARRIMAN FOUNDATION

Schedule of Capital Gains/(Losses)

01/01/12-12/31/12

Account:

M02220

<u>Description</u>	<u>Sold</u>	<u>Acquired</u>	<u>Proceeds</u>	<u>Cost</u>	<u>S-T</u> <u>Gain/(Loss)</u>	<u>L-T</u> <u>Gain/(Loss)</u>
LIBERTY VENTURES - RTS	09/18/12	01/14/08	2,156.46	1,764.53		391.93
LIBERTY VENTURES - RTS	09/18/12	09/06/11	136.06	104.27		31.79
EBAY INC	09/21/12	10/23/08	34,228.76	10,260.07		23,968.69
EBAY INC	09/21/12	06/13/11	24,984.49	14,936.00		10,048.49
ANHEUSER-BUSCH INBEV SPN ADR	10/05/12	08/18/11	104,885.58	63,155.12		41,730.46
ANHEUSER-BUSCH INBEV SPN ADR	10/15/12	08/18/11	3,212.80	2,017.91		1,194.89
ANHEUSER-BUSCH INBEV SPN ADR	10/15/12	09/06/11	43,850.40	26,465.84		17,384.56
WASTE MANAGEMENT INC	11/06/12	12/11/07	33,479.88	36,476.59		(2,996.71)
WASTE MANAGEMENT INC	11/07/12	12/11/07	17,692.83	19,414.39		(1,721.56)
WASTE MANAGEMENT INC	11/08/12	12/11/07	6,650.17	7,302.34		(652.17)
WASTE MANAGEMENT INC	11/08/12	12/19/07	9,399.77	9,696.12		(296.35)
WASTE MANAGEMENT INC	11/21/12	12/19/07	6,585.79	6,793.88		(208.09)
EBAY INC	12/06/12	10/23/08	49,903.52	14,379.07		35,524.45
BBH LIMITED DURATION FUND CL I	12/11/12	02/26/09	376,000.00	354,009.59		21,990.41
EBAY INC	12/11/12	10/23/08	54,891.26	15,802.00		39,089.26
EBAY INC	12/11/12	10/24/08	4,422.52	1,213.80		3,208.72
LIBERTY VENTURES SER A	12/11/12	05/22/12	5,310.56	3,809.85	1,500.71	407.78
LIBERTY VENTURES SER A	12/11/12	12/11/07	2,950.31	2,542.53		510.70
LIBERTY VENTURES SER A	12/11/12	12/12/07	3,794.11	3,283.41		1,249.70
LIBERTY VENTURES SER A	12/11/12	12/19/07	7,375.78	6,126.08		2,087.48
LIBERTY VENTURES SER A	12/11/12	01/03/08	8,260.88	6,173.40		11,448.71
LIBERTY VENTURES SER A	12/11/12	01/14/08	32,453.45	21,004.74		806.29
LIBERTY VENTURES SER A	12/11/12	09/06/11	2,047.52	1,241.23		440.33
LIBERTY VENTURES SER A	12/11/12	09/30/11	1,118.17	677.84		721.56
LIBERTY VENTURES SER A	12/11/12	10/03/11	1,832.15	1,110.59		592,824.95
UNION PACIFIC CORP	12/14/12	10/31/87	624,843.50	32,018.55		

GLADYS & ROLAND HARRIMAN FOUNDATION

Schedule of Capital Gains/(Losses)

01/01/12-12/31/12

Account:

M02220

<u>Description</u>	<u>Sold</u>	<u>Acquired</u>	<u>Proceeds</u>	<u>Cost</u>	<u>S-T</u> <u>Gain/(Loss)</u>	<u>L-T</u> <u>Gain/(Loss)</u>
			3,026,233.67	1,681,351.55	31,179.87	1,313,702.25

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BBH & CO PEP II K-1	3,905.	0.	3,905.
BBH & CO PEP II K-1	2,966.	0.	2,966.
BBH REAL ESTATE INC. FD I	3.	0.	3.
BBH REAL ESTATE INC. FD I	244,561.	0.	244,561.
BBH REAL ESTATE INC. FD II	29,544.	0.	29,544.
BROWN BROTHERS HARRIMAN & CO,LLC	1,954,174.	0.	1,954,174.
BROWN BROTHERS HARRIMAN & CO,LLC	1,317,850.	1,317,850.	0.
TOTAL TO FM 990-PF, PART I, LN 4	3,553,003.	1,317,850.	2,235,153.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BBH PEP II K-1	141.	141.	
BBH PEP II K-1	<1,513.>	0.	
PRIOR YEAR OVERPAYMENT	20,505.	0.	
MEDICAL INSURANCE REIMBURSEMENT	884.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	20,017.	141.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	21,990.	0.		21,990.
AUDITING FEE	34,980.	0.		34,980.
TO FORM 990-PF, PG 1, LN 16B	56,970.	0.		56,970.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	266,201.	266,201.		0.
TO FORM 990-PF, PG 1, LN 16C	266,201.	266,201.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	63,000.	0.		0.
FOREIGN TAX PAID	12,495.	12,495.		0.
PRIOR YEAR OVERPAYMENT APPLIED	20,505.	0.		0.
TO FORM 990-PF, PG 1, LN 18	96,000.	12,495.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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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	23,167.	23,167.		0.
COMPUTER SYSTEM MAINTENANCE	314.	0.		314.
WORKER'S COMPENSATION	542.	0.		542.
ADP FEES	1,667.	0.		1,667.
COMMERCIAL INSURANCE	751.	0.		751.
POSTAGE & MESSENGER	433.	0.		433.
ADMINISTRATIVE EXPENSE	482.	0.		482.
PAYROLL TAXES	282.	0.		282.
TO FORM 990-PF, PG 1, LN 23	29,138.	23,167.		5,971.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	11,792,022.	29,554,868.
SEE ATTACHED STATEMENT	53,802,516.	57,168,357.
TOTAL TO FORM 990-PF, PART II, LINE 10B	65,594,538.	86,723,225.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH PEP II	COST	959,444.	657,685.
BBH L/S EQUITY OFFSHORE FUND, LTD	COST	7,750,000.	12,111,949.
BBH ASIAN OPPORTUNITY FUND - CAYMAN	COST	0.	29,924.
BBH REAL ESTATE INCOME FUND I	COST	4,851,059.	4,352,101.
BBH REAL ESTATE INCOME FUND II	COST	1,627,949.	1,594,327.
YORK INVESTMENT LTD	COST	2,000,000.	2,057,927.
TACONIC OFFSHORE FD	COST	1,000,000.	1,044,460.
BBH CAP PARTNERS QP IV	COST	825,762.	793,194.
BBH CAPITAL PARTNERS III	COST	1,848,630.	3,940,521.
BBH ABSOLUTE OFFSHORE	COST	0.	336,215.
TOTAL TO FORM 990-PF, PART II, LINE 13		20,862,844.	26,918,303.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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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.

Run on 4/1/2013 3:58:51 PM
As of 12/31/2012

Combined Portfolios Trade Date Basis

Administrator: LEIGHTON K. WATERS @ 212-493-8844
Investment Officer: LEIGHTON K. WATERS @ 212-493-8844

Investment Authority: None
Investment Objective: BALANCED GROWTH
Lot Select Method:
Sort By: Security Type

[illegible]

AssetDetail

<u>BBBY</u>	075896100 <u>BED BATH & BEYOND INC</u>	3,625.000000	55.910	207,295.69	207,295.69	202,674	4,622-	0.17	0.00	12/31/2012
<u>BRKB</u>	084670702 <u>BERKSHIRE HATHAWAY INC-CL B</u>	9,000.000000	89.700	787,849.98	787,849.98	807,300	19,450	0.68	0.00	12/31/2012
<u>CE</u>	150870103 <u>CELANESE CORP SERIES A</u>	4,617.000000 T	44.530	199,399.02	199,399.02	205,595	6,196	0.17	1,385	12/31/2012
<u>CB</u>	171232101 <u>CHUBB CORP</u>	7,000.000000	75.320	360,584.82	360,584.82	527,240	166,655	0.45	11,480	12/31/2012
<u>CMCSA</u>	20030N101 <u>COMCAST CORP CL A</u>	22,400.000000	37.360	409,299.97	409,299.97	836,864	427,564	0.71	14,560	12/31/2012
<u>DELL</u>	24702R101 <u>DELL INC</u>	17,500.000000	10.140	428,191.11	428,191.11	177,450	250,741-	0.15	5,600	12/31/2012
<u>XRAY</u>	249030107 <u>DENTSPLY INTL INC</u>	8,700.000000	39.610	244,147.99	244,147.99	344,607	100,459	0.29	1,914	12/31/2012
<u>DEO</u>	252430205 <u>DIAGEO PLC- SPONSORED ADR</u>	5,400.000000	116.580	320,908.89	320,908.89	629,532	308,623	0.53	14,980	12/31/2012
<u>EOG</u>	26875P101 <u>EOG RESOURCES INC</u>	3,400.000000	120.790	309,476.54	309,476.54	410,686	101,209	0.35	2,312	12/31/2012
<u>EBAY</u>	278642103 <u>EBAY INC</u>	6,415.000000	50.998	76,516.28	76,516.28	327,150	250,634	0.28	0.00	12/31/2012
<u>GOOG</u>	38259P508 <u>GOOGLE INC CL A</u>	874.000000	707.380	517,297.31	517,297.31	618,250	100,953	0.52	0.00	12/31/2012
<u>JNJ</u>	478160104 <u>JOHNSON & JOHNSON</u>	4,700.000000	70.100	293,186.80	293,186.80	329,470	36,283	0.28	11,468	12/31/2012
<u>LINTA</u>	53071M104 <u>LIBERTY INTERACTIVE A</u>	22,094.000000	19.680	330,311.55	330,311.55	434,810	104,498	0.37	0.00	12/31/2012
<u>MSFT</u>	594918104 <u>MICROSOFT CORP</u>	13,100.000000 T	26.710	378,499.74	378,499.74	349,897	28,603-	0.30	12,052	12/31/2012
<u>NSRGY</u>	641069406 <u>NESTLE S A SPONS ADR</u>	10,100.000000	65.170	466,074.00	466,074.00	658,217	192,143	0.56	17,897	12/31/2012

<u>NVS</u>	66987V109 <u>NOVARTIS AG - ADR</u>	10,000.000000	63 300	538,841.73	538,841.73	633,000	94,158	0.53	21,060	3.33	12/31/2012
<u>OXY</u>	674599105 <u>OCCIDENTAL PETROLEUM CORP</u>	4,700.000000	76.610	324,248.11	324,248.11	360,067	35,819	0.30	10,152	2.82	12/31/2012
<u>PEP</u>	713448108 <u>PEPSICO INC</u>	5,200.000000	68.430	336,291.53	336,291.53	355,836	19,544	0.30	11,180	3.14	12/31/2012
<u>PX</u>	74005P104 <u>PRAXAIR INC</u>	2,000.000000	109.450	209,066.24	209,066.24	218,900	9,834	0.18	4,400	2.01	12/31/2012
<u>PGR</u>	743315103 <u>PROGRESSIVE CORP OHIO</u>	19,800.000000	21.100	356,471.91	356,471.91	417,780	61,308	0.35	8,059	1.93	12/31/2012
<u>QCOM</u>	747525103 <u>QUALCOMM INC</u>	7,200.000000	61.860	429,177.49	429,177.49	445,389	16,212	0.38	7,200	1.62	12/31/2012
<u>HSIC</u>	806407102 <u>HENRY SCHEIN INC COM STK</u>	3,300.000000	80.420	209,815.17	209,815.17	265,386	55,571	0.22		0.00	12/31/2012
<u>SWN</u>	845467109 <u>SOUTHWESTN ENERGY CO</u>	10,400.000000	33.410	378,564.40	378,564.40	347,464	31,100-	0.29		0.00	12/31/2012
<u>TGT</u>	87612E106 <u>TARGET CORP</u>	8,900.000000	59.170	450,643.54	450,643.54	526,613	75,969	0.44	12,816	2.43	12/31/2012
<u>USB</u>	902973304 <u>U S BANCORP</u>	21,500.000000	31.940	503,893.02	503,893.02	686,710	182,817	0.58	16,770	2.44	12/31/2012
<u>UNP</u>	907818108 <u>UNION PACIFIC CORP</u>	127,000.000000	125.720	813,271.23	813,271.23	15,966,440	15,153,169	13.49	350,520	2.20	12/31/2012
<u>WMT</u>	931142103 <u>WAL-MART STORES INC</u>	3,700.000000	68.230	173,726.00	173,726.00	252,451	78,725	0.21	5,883	2.33	12/31/2012
<u>WM</u>	94106L109 <u>WASTE MANAGEMENT INC</u>	13,300.000000	33.740	420,512.18	420,512.18	448,742	28,230	0.38	18,886	4.21	12/31/2012
<u>WFC</u>	949746101 <u>WELLS FARGO & CO</u>	14,400.000000	34.180	449,657.87	449,657.87	492,192	42,534	0.42	12,672	2.57	12/31/2012
Total For Common		409,125.000000		11,792,022.19	11,792,022.19	29,554,868	17,762,846		605,017		

AssetDetail

Stock

Fixed Income Mutual Funds

<u>BBBIX</u>	05528X851 BBH LIMITED DURATION FUND CL I	1,210,594.324000	10.400	12,320,221.09	12,320,221.09	12,590,181	269,960	10.64	224,202	1.78	12/31/2012
<u>PTTRX</u>	693390700 PIMCO TOTAL RETURN FUND	451,330.847000	11.240	4,865,346.53	4,865,346.53	5,072,959	207,612	4.29	164,284	3.24	12/31/2012
<u>TRHYX</u>	77958B204 T ROWE PRICE INST HIGH YIELD	596,809.614000	9.760	5,719,397.23	5,719,397.23	5,824,862	105,465	4.92	432,090	7.42	12/31/2012
<u>VIPSX</u>	922031869 VANGUARD FIXED INCOME SEC FDN FLATION-PROTE	45,213.246000	14.530	573,756.09	573,756.09	656,948	83,192	0.56	16,548	2.52	12/31/2012
	Total For Fixed Income Mutual Funds	2,303,948.031000		23,478,720.94	23,478,720.94	24,144,950	666,229		837,125		

Mutual Funds - Equity

<u>BBHLX</u>	05528X406 BBH INTERNATIONAL EQUITY FUND CL I	485,377.141000	13.270	4,577,168.25	4,577,168.25	6,440,955	1,863,786	5.44	111,151	1.73	12/31/2012
<u>DEUX</u>	245917802 DELAWARE US GROWTH FUND-INS	329,163.923000	18.600	5,000,000.00	5,000,000.00	6,122,449	1,122,449	5.17	5,267	0.09	12/31/2012
<u>OAKLX</u>	413838608 OAKMARK FUND	306,664.922000	30.970	10,849,804.94	10,849,804.94	9,497,413	1,352,392	8.03	8,893	0.09	12/31/2012
<u>LLSCX</u>	543069207 LONGLEAF PARTNERS SMALL CAP FD	145,560.407000	28.880	4,000,000.00	4,000,000.00	4,203,785	203,785	3.55	1,456	0.03	12/31/2012
<u>PRASX</u>	77956H500 T ROWE PRICE NEW ASIA FUND	192,431.046000	16.810	3,000,000.00	3,000,000.00	3,234,766	234,766	2.73	30,789	0.95	12/31/2012
<u>VINIX</u>	922040100	27,000.000000	130.520	2,896,821.75	2,896,821.75	3,524,040	627,218	2.98	76,410	2.17	12/31/2012

VANGUARD INSTL INDEX
FD

Total For Mutual Funds - Equity	1,486,197.439000	30,323,794.94	30,323,794.94	33,023,407	2,699,612	233,966
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FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM FOUNDATION	41,481.	14,220.	14,220.
PREPAID EXPENSE	0.	135.	135.
TO FORM 990-PF, PART II, LINE 15	41,481.	14,355.	14,355.

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
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 35.00	63,113.	6,721.	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.

GLADYS AND ROLAND HARRIMAN FOUNDATION

51-0193915

ANTHONY T. ENDERS DIRECTOR
C/O 140 BROADWAY - 11TH FL. 1.00
NEW YORK, NY 10005

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

63,113. 6,721. 0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BARBARA O'CONNELL
140 BROADWAY, 11TH FLOOR
NEW YORK, NY 10005

TELEPHONE NUMBER

212-493-8185

FORM AND CONTENT OF APPLICATIONS

WRITTEN SUMMARY IN LETTER FORM WITH BRIEF DESCRIPTION OF ORGANIZATION AND
THEIR FUNDING REQUIREMENTS. MUST INCLUDE COPY OF 501(C)(3).

ANY SUBMISSION DEADLINES

REQUESTS MUST BE RECEIVED BY OCTOBER 1ST.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY US CHARITIES WITH 501(C)(3). NO FUNDING OUTSIDE USA. NO MATCHING OF US
GOVERNMENT FUNDS. NO FUNDS TO INDIVIDUALS.

2012 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	040195SL		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.

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

		<u>Ordinary Loss</u>	
		<u>Incurred</u>	<u>Unutilized Balance</u>
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)
	12/31/2012	(1,513 00)	(37,526 00)

Schedule K-1