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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

A Employer identification number

MARY W. HARRIMAN FOUNDATION

23-7356000

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

C/O BROWN BROTHERS HARRIMAN & CO

B Telephone number

(212) 493-8185

City or town, state or province, country, and ZIP or foreign postal code

140 BROADWAY, 4TH 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 changeD 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 foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

Fair market value of all assets at end of year

J Accounting method

☐ Cash☐ Accrual☒ Other (specify) MODIFIED CASH

31,437,745. (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,255.	1,255.		STATEMENT 1
	4 Dividends and interest from securities	471,366.	471,366.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,904,713.			
	b Gross sales price for all assets on line 6a	10,769,078.			
	7 Capital gain net income (from Part IV, line 2)		1,904,713.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	21,296.	21,296.		STATEMENT 3
	12 Total. Add lines 1 through 11	2,398,630.	2,398,630.		
	13 Compensation of officers, directors, trustees, etc.	15,810.	0.		15,810.
	14 Other employee salaries and wages	17,209.	0.		17,209.
	15 Pension plans, employee benefits	6,583.	0.		6,583.
	16a Legal fees				
	b Accounting fees STMT 4	34,890.	0.		34,890.
	c Other professional fees STMT 5	53,313.	53,313.		0.
	17 Interest				
	18 Taxes STMT 6	36,150.	5,449.		2,748.
	19 Depreciation and depletion				
	20 Occupancy	7,112.	0.		7,112.
	21 Travel, conferences, and meetings				
	22 Printing and publications	135.	0.		135.
	23 Other expenses STMT 7	7,523.	1,725.		5,798.
	24 Total operating and administrative expenses. Add lines 13 through 23	178,725.	60,487.		90,285.
	25 Contributions, gifts, grants paid	1,421,500.			1,421,500.
	26 Total expenses and disbursements. Add lines 24 and 25	1,600,225.	60,487.		1,511,785.
	27 Subtract line 26 from line 12	798,405.			
	a Excess of revenue over expenses and disbursements		2,338,143.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		20,447.		
	2	Savings and temporary cash investments		713,224.	954,033.	954,033.
	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	16,985,821.	19,307,542.	26,976,909.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans	STMT 9	15,063.	12,464.	13,382.	
13	Investments - other	STMT 10	5,405,183.	3,666,356.	3,484,249.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ DUE FROM BROKER)		5,098.	9,172.	9,172.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		23,144,836.	23,949,567.	31,437,745.	
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 ▶ DUE TO FOUNDATION)		11,193.	17,519.	
	23	Total liabilities (add lines 17 through 22)		11,193.	17,519.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		23,912,864.	23,912,864.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		<779,221.>	19,184.	
30	Total net assets or fund balances		23,133,643.	23,932,048.		
31	Total liabilities and net assets/fund balances		23,144,836.	23,949,567.		

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	23,133,643.
2	Enter amount from Part I, line 27a	2	798,405.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	23,932,048.
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	23,932,048.

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 10,769,078.		9,002,102.	1,904,713.

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			1,904,713.

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	1,904,713.
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))
2012	1,247,133.	27,513,663.	.045328
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

2 Total of line 1, column (d)	2	.247612
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	.049522
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	29,811,945.
5 Multiply line 4 by line 3	5	1,476,347.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,381.
7 Add lines 5 and 6	7	1,499,728.
8 Enter qualifying distributions from Part XII, line 4	8	1,511,785.

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	23,381.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	23,381.
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	23,381.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 16,500.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	36,500.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	98.
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	13,021.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 13,021. Refunded ☐		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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?	13	X	
Website address ► N/A				
14	The books are in care of ► BARBARA O'CONNELL Telephone no ► (212) 493-8185			
Located at ► 140 BROADWAY, 16TH FL., NEW YORK, NY		ZIP+4 ► 10005		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				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 2013? ☐ Yes ☒ No	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
If "Yes," list the years ►			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.) 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 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		15,810.	1,683.	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

C

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	29,742,699.
b	Average of monthly cash balances	1b	514,063.
c	Fair market value of all other assets	1c	9,172.
d	Total (add lines 1a, b, and c)	1d	30,265,934.
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	30,265,934.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	453,989.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,811,945.
6	Minimum investment return. Enter 5% of line 5	6	1,490,597.

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	1,490,597.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,381.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	23,381.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,467,216.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,467,216.
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	1,467,216.

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	1,511,785.
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	1,511,785.
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	23,381.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,488,404.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,467,216.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			491,348.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,511,785.				
a Applied to 2012, but not more than line 2a			491,348.	
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 2013 distributable amount				1,020,437.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				446,779.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	1,421,500.
Total			▶ 3a	1,421,500.
b Approved for future payment 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	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	LITIGATION SETTLEMENTS	P	VARIOUS	VARIOUS
d	BBH ASIAN OPPORTUNITY	P	VARIOUS	VARIOUS
e	BBH 1818 FD III	P	VARIOUS	VARIOUS
f	BBH L/S EQUITY OFFSHORE LTD	P	VARIOUS	02/20/13
g	BBH L/S EQUITY OFFSHORE LTD	P	VARIOUS	05/02/13
h	BBH L/S EQUITY OFFSHORE LTD	P	VARIOUS	08/08/13
i	BBH L/S EQUITY OFFSHORE LTD	P	VARIOUS	11/06/13
j	BBH REAL ESTATE INCOMRE FD I			
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 5,157,296.		5,015,078.	142,218.
b 1,002,812.		1,006,676.	<3,864.>
c 92.			92.
d			<60,732.>
e 9,110.			9,110.
f 3,340,458.		2,495,912.	844,546.
g 282,435.		212,893.	69,542.
h 190,122.		147,563.	42,559.
i 163,073.		123,980.	39,093.
j			198,469.
k 623,680.			623,680.
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			142,218.
b			<3,864.>
c			92.
d			<60,732.>
e			9,110.
f			844,546.
g			69,542.
h			42,559.
i			39,093.
j			198,469.
k			623,680.
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	1,904,713.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BROWN BROTHERS HARRIMAN & CO	1,255.	1,255.	
TOTAL TO PART I, LINE 3	1,255.	1,255.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BROWN BROTHERS HARRIMAN & CO	471,366.	0.	471,366.	471,366.	
BROWN BROTHERS HARRIMAN & CO	623,680.	623,680.	0.	0.	
TO PART I, LINE 4	1,095,046.	623,680.	471,366.	471,366.	

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	21,296.	21,296.	
TOTAL TO FORM 990-PF, PART I, LINE 11	21,296.	21,296.	

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	17,610.	0.		17,610.
AUDITING FEES	13,000.	0.		13,000.
TAX PREP	4,280.	0.		4,280.
TO FORM 990-PF, PG 1, LN 16B	34,890.	0.		34,890.

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	53,313.	53,313.		0.
TO FORM 990-PF, PG 1, LN 16C	53,313.	53,313.		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 TAX	2,748.	0.		2,748.
EXCISE TAX	27,953.	0.		0.
FOREIGN TAX	5,449.	5,449.		0.
TO FORM 990-PF, PG 1, LN 18	36,150.	5,449.		2,748.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	431.	0.		431.
COMPUTER SYSTEM MAINTENANCE	99.	0.		99.
LIABILITY INSURANCE	4,380.	0.		4,380.
PORTFOLIO DEDUCTIONS	1,658.	1,658.		0.
FILING FEES	750.	0.		750.
TRANSACTION FEES	67.	67.		0.
COMMERCIAL INSURANCE	138.	0.		138.
TO FORM 990-PF, PG 1, LN 23	7,523.	1,725.		5,798.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UNION PACIFIC CORP	8,816.	3,360,000.
SEE ATTACHED STATEMENTS	19,298,726.	23,616,909.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,307,542.	26,976,909.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS	12,464.	13,382.
TOTAL TO FORM 990-PF, PART II, LINE 12	12,464.	13,382.

M&W Foundation

	Cost	FMV
	Dec 31, 13	
1257 · MUTUAL FD 1035000906		
119 · AIT GLOBAL EMERGING MARKETS OPP	1,500,000.00	1,369,433.20
120 · BBH INTERNATIONAL EQUITY FD	1,780,602.99	2,236,453.21
121 · BBH LIMITED DURATION FD	2,334,324.06	2,316,402.18
123 · BBH CORE SELECT ACCOUNT	4,000,000.00	6,923,677.65
124 · DELAWARE US GROWTH FD	778,678.97	1,278,489.37
125 · OAKMARK FD	3,139,921.99	3,591,681.29
126 · PIMCO TOTAL RETURN FD	1,790,193.96	1,728,048.87
127 · T ROWE PRICE INST HIGH YIELD	1,075,004.29	1,116,469.23
128 · T ROWE PRICE NEW ASIA FD	1,400,000.00	1,393,337.99
129 · LONGLEAF PARTNERS SMALL CAP FD	1,500,000.00	1,662,915.67
Total 1257 · MUTUAL FD 1035000906	19,298,726.26	23,616,908.66

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH REAL ESTATE INC. FUND I	COST	1,081,197.	927,544.
BBH ABS RET O/S SER A TR	COST	99,831.	43,062.
BBH ASIAN OPPTY FUND	COST	9,082.	5,298.
BBH L/S EQTY O/S FD SER A TR	COST	19,652.	27,927.
BBH REAL ESTATE INC. FUND II	COST	1,327,252.	1,298,424.
BBH CAP PARTNERS QP IV	COST	629,342.	642,160.
WEALTH STRATEGIES UNIT TRUST	COST	500,000.	539,834.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,666,356.	3,484,249.

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, 16TH FL. NEW YORK, NY 10005	PRESIDENT/DIR 1.00	0.	0.	0.
KATHLEEN L.F. AMES C/O 140 BROADWAY, 16TH FL. NEW YORK, NY 10005	VP/DIR 0.50	0.	0.	0.
ANNA T. KORNICZKY C/O 140 BROADWAY, 16TH FL. NEW YORK, NY 10005	TREASURER 1.00	0.	0.	0.
BARBARA O'CONNELL C/O 140 BROADWAY, 16TH FL. NEW YORK, NY 10005	SECRETARY 6.00	15,810.	1,683.	0.
KATHLEEN H. MORTIMER C/O 140 BROADWAY, 16TH FL. NEW YORK, NY 10005	DIRECTOR 0.50	0.	0.	0.
MARJORIE NORTHROP FRIEDMAN C/O 140 BROADWAY, 16TH FL. NEW YORK, NY 10005	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		15,810.	1,683.	0.

2013 Tax Information Statement

Account Number: 1035000906
 Recipient's Tax ID Number: 23-7356000
 Recipient's Name and Address:
 HARRIMAN FOUNDATION
 C/O BARBARA O'CONNELL
 140 BROADWAY FL 4
 NEW YORK, NY 10005

Corrected ☐ 2nd TIN notice ☐

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

2013 Proceeds from Broker and Barter Exchange Transactions

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

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
05528X802	BBH LIMITED DURATION FUND CL N	BBBMX						
96609.9750	05/30/2013 02/19/2013		1,002,811.54	1,006,675.94	0.00	-3,864.40	0.00	0.00
Total Short Term Sales			1,002,811.54	1,006,675.94	0.00	-3,864.40	0.00	0.00
Long Term Sales								
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626							
24.3000	01/31/2013 01/03/1996		24.30	24.48	0.00	-0.18	0.00	0.00
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682							
3.4800	01/31/2013 02/09/1994		3.48	3.58	0.00	-0.10	0.00	0.00
36204QDQ0	GOVERNMENT NATIONAL MTGE ASSN POOL #3764							
38.1800	01/31/2013 02/09/1994		38.18	39.20	0.00	-1.02	0.00	0.00
36208PQW1	GOVERNMENT NATIONAL MTGE ASSN POOL #4568							
227.8900	01/31/2013 06/18/1998		227.89	228.43	0.00	-0.54	0.00	0.00
36217BWX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888							
98.9500	01/31/2013 05/04/1989		98.95	98.46	0.00	0.49	0.00	0.00
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626							
24.4500	03/15/2013 01/03/1996		24.45	24.63	0.00	-0.18	0.00	0.00
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682							
3.4700	03/15/2013 02/09/1994		3.47	3.57	0.00	-0.10	0.00	0.00

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BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

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

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36204QDQ0	GOVERNMENT NATIONAL MTGE ASSN POOL #3764										
36.7200	03/15/2013	02/09/1994				36.72	37.70	0.00	-0.98	0.00	0.00
36208PQW1	GOVERNMENT NATIONAL MTGE ASSN POOL #4568										
104.4500	03/15/2013	06/18/1998				104.45	104.70	0.00	-0.25	0.00	0.00
36217BWX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888										
99.8200	03/15/2013	05/04/1989				99.82	99.32	0.00	0.50	0.00	0.00
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626										
24.6400	04/15/2013	01/03/1996				24.64	24.82	0.00	-0.18	0.00	0.00
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682										
3.3900	04/15/2013	02/09/1994				3.39	3.48	0.00	-0.09	0.00	0.00
36204QDQ0	GOVERNMENT NATIONAL MTGE ASSN POOL #3764										
39.0300	04/15/2013	02/09/1994				39.03	40.07	0.00	-1.04	0.00	0.00
36217BWX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888										
100.6900	04/15/2013	05/04/1989				100.69	100.19	0.00	0.50	0.00	0.00
36208PQW1	GOVERNMENT NATIONAL MTGE ASSN POOL #4568										
79.8900	04/16/2013	06/18/1998				79.89	80.08	0.00	-0.19	0.00	0.00
05528X802	BBH LIMITED DURATION FUND CL N	BBBMX									
288184.4380	04/25/2013 Various					3,000,000.00	2,941,764.57	0.00	58,235.43	0.00	0.00

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☐ Corrected ☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

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

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
922031869	VANGUARD FIXED INCOME SEC FDI IN FLATION-P	VIPSX									
9621.9930	04/25/2013 05/17/2010	140,000.00				123,931.27	0.00		16,068.73	0.00	0.00
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626										
24.7900	05/15/2013 01/03/1996	24.79				24.97	0.00		-0.18	0.00	0.00
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682										
3.4400	05/15/2013 02/09/1994	3.44				3.54	0.00		-0.10	0.00	0.00
36204QD00	GOVERNMENT NATIONAL MTGE ASSN POOL #3764										
37.5800	05/15/2013 02/09/1994	37.58				38.59	0.00		-1.01	0.00	0.00
362178WX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888										
101.5700	05/15/2013 05/04/1989	101.57				101.07	0.00		0.50	0.00	0.00
05528X802	BBH LIMITED DURATION FUND CL N	BBBMX									
47898.6960	05/30/2013 12/07/2011	497,188.46				493,835.55	0.00		3,352.91	0.00	0.00
245917802	DELAWARE US GROWTH FUND-INS	DEUIX									
14570.1800	06/11/2013 01/28/2011	300,000.00				221,321.03	0.00		78,678.97	0.00	0.00
693390700	PIMCO TOTAL RETURN FUND	PTTRX									
54694.6220	06/11/2013 05/28/2008	600,000.00				589,608.02	0.00		10,391.98	0.00	0.00
77958B204	T ROWE PRICE INST HIGH YIELD	TRHYX									
61037.6400	06/11/2013 Various	600,000.00				624,995.72	0.00		-24,995.72	0.00	0.00

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Account Number: 1035000906
 Recipient's Tax ID Number: 23-7356000

☐ Corrected ☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

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

Cusip		Description	Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626							
24.9500	06/17/2013	01/03/1996	24.95	25.13	0.00	-0.18	0.00	0.00
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682							
3.4400	06/17/2013	02/09/1994	3.44	3.54	0.00	-0.10	0.00	0.00
36204QDQ0	GOVERNMENT NATIONAL MTGE ASSN POOL #3764							
37.8400	06/17/2013	02/09/1994	37.84	38.85	0.00	-1.01	0.00	0.00
36217BWX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888							
102.4600	06/17/2013	05/04/1989	102.46	101.95	0.00	0.51	0.00	0.00
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626							
25.1000	07/15/2013	01/03/1996	25.10	25.28	0.00	-0.18	0.00	0.00
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682							
3.4600	07/15/2013	02/09/1994	3.46	3.56	0.00	-0.10	0.00	0.00
36204QDQ0	GOVERNMENT NATIONAL MTGE ASSN POOL #3764							
38.1100	07/15/2013	02/09/1994	38.11	39.13	0.00	-1.02	0.00	0.00
36217BWX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888							
103.3500	07/15/2013	05/04/1989	103.35	102.84	0.00	0.51	0.00	0.00
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626							
25.2600	08/15/2013	01/03/1996	25.26	25.45	0.00	-0.19	0.00	0.00

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2013 Tax Information Statement

Account Number: 1035000906

Recipient's Tax ID Number: 23-7356000

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

☐ Corrected

☐ 2nd TIN notice

Recipient's Name and Address:
HARRIMAN FOUNDATION
C/O BARBARA O'CONNELL
140 BROADWAY FL 4
NEW YORK, NY 10005

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

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682		3.5200	08/15/2013	02/09/1994	3.52	3.62	0.00	-0.10	0.00	0.00
36204QDQ0	GOVERNMENT NATIONAL MTGE ASSN POOL #3764		38.3800	08/15/2013	02/09/1994	38.38	39.41	0.00	-1.03	0.00	0.00
36217BWXX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888		104.2600	08/15/2013	05/04/1989	104.26	103.74	0.00	0.52	0.00	0.00
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626		25.4200	09/16/2013	01/03/1996	25.42	25.61	0.00	-0.19	0.00	0.00
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682		3.5100	09/16/2013	02/09/1994	3.51	3.61	0.00	-0.10	0.00	0.00
36204QDQ0	GOVERNMENT NATIONAL MTGE ASSN POOL #3764		38.6600	09/16/2013	02/09/1994	38.66	39.69	0.00	-1.03	0.00	0.00
36217BWXX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888		105.1700	09/16/2013	05/04/1989	105.17	104.65	0.00	0.52	0.00	0.00
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626		25.5700	10/15/2013	01/03/1996	25.57	25.76	0.00	-0.19	0.00	0.00
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682		3.5600	10/15/2013	02/09/1994	3.56	3.66	0.00	-0.10	0.00	0.00

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2013 Tax Information Statement

Account Number: 1035000906
 Recipient's Tax ID Number: 23-7356000
 Recipient's Name and Address:
 HARRIMAN FOUNDATION
 C/O BARBARA O'CONNELL
 140 BROADWAY FL 4
 NEW YORK, NY 10005

Account Number: 1035000906
 Recipient's Tax ID Number: 23-7356000
 Recipient's Name and Address:
 HARRIMAN FOUNDATION
 C/O BARBARA O'CONNELL
 140 BROADWAY FL 4
 NEW YORK, NY 10005

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

☐ Corrected ☐ 2nd TIN notice

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

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36204QDQ00	GOVERNMENT NATIONAL MTGE ASSN POOL #3764		38.62	39.65	0.00	-1.03	0.00	0.00
36217BWX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888		106.10	105.57	0.00	0.53	0.00	0.00
922031737	VANGUARD INFLAT PROTECTED-AD	VAIPX	17,643.06	17,146.95	0.00	496.11	0.00	0.00
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626		25.74	25.93	0.00	-0.19	0.00	0.00
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682		3.57	3.67	0.00	-0.10	0.00	0.00
36204QDQ00	GOVERNMENT NATIONAL MTGE ASSN POOL #3764		39.52	40.58	0.00	-1.06	0.00	0.00
36217BWX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888		107.02	106.49	0.00	0.53	0.00	0.00
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626		26.31	26.50	0.00	-0.19	0.00	0.00
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682		3.62	3.72	0.00	-0.10	0.00	0.00

This is important tax information and is being furnished to you.

2013 Tax Information Statement

Account Number: 1035000906
 Recipient's Tax ID Number: 23-7356000
 Recipient's Name and Address:
 HARRIMAN FOUNDATION
 C/O BARBARA O'CONNELL
 140 BROADWAY FL 4
 NEW YORK, NY 10005

Account Number: 1035000906
 Recipient's Tax ID Number: 23-7356000

☐ Corrected ☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

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

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36204QDQ00	GOVERNMENT NATIONAL MTGE ASSN POOL #3764		39.4800	12/16/2013	02/09/1994	39.48	40.54	0.00	-1.06	0.00	0.00
36217BWXX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888		107.9500	12/16/2013	05/04/1989	107.95	107.41	0.00	0.54	0.00	0.00
36203XYE0	GOVERNMENT NATIONAL MTGE ASSN POOL #3626		26.0600	12/31/2013	01/03/1996	26.06	26.25	0.00	-0.19	0.00	0.00
36204FCX0	GOVERNMENT NATIONAL MTGE ASSN POOL #3682		3.6100	12/31/2013	02/09/1994	3.61	3.71	0.00	-0.10	0.00	0.00
36204QDQ00	GOVERNMENT NATIONAL MTGE ASSN POOL #3764		39.4500	12/31/2013	02/09/1994	39.45	40.51	0.00	-1.06	0.00	0.00
36217BWXX2	GOVERNMENT NATIONAL MTGE ASSN POOL #1888		108.9000	12/31/2013	05/04/1989	108.90	108.36	0.00	0.54	0.00	0.00
Total Long Term Sales							5,015,078.36	0.00	142,217.76	0.00	0.00

This is important tax information and is being furnished to you.

MORTGAGE BACKED SECURITIES										
2,907 48	GOVERNMENT NATIONAL MTGE ASSN 100 517 POOL #188862 10% 10/15/2016 DUR 0 96 YRS CY 9 95%	2,922 51	99 50	2,893 02	24	29	291	1.61	0 17	0.01
674 43	GOVERNMENT NATIONAL MTGE ASSN 108 154 POOL #368286 8% 01/15/2024 DUR 2 87 YRS CY 7 4%	729 42	102 77	693 10	5	36	54	2 20	0 04	0 00
4,106 78	GOVERNMENT NATIONAL MTGE ASSN 112 133 POOL #376411 8% 02/15/2024 DUR 2 69 YRS CY 7 13%	4,605 06	102 67	4,216 61	27	388	329	2 48	0 26	0 01
4,627 2	GOVERNMENT NATIONAL MTGE ASSN 110 751 POOL #362609 7% 01/15/2026 DUR 2 62 YRS CY 6 32%	5,124 67	100 74	4,661 27	27	463	324	2 59	0 29	0 02
TOTAL MORTGAGE BACKED SECURITIES		13,381 66		12,464 00		916	998		0 76	0 04

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MARY W. HARRIMAN FOUNDATION

Grant Contribution

January through December 2013

Date	Num	Name	Name Address	Paid Amount
4000 - GRANTS				
06/14/2013	2210	BLACK ROCK FOREST CONSORTIUM	129 Continental Rd Cornwall, NY 12518	5,000.00
06/14/2013	2211	BLAINE COUNTY RECREATION DISTRICT	1050 Fox Acres Rd Room 107 Hailey, ID 83333	6,000.00
06/14/2013	2212	BOY'S CLUB OF NEW YORK	287 East Tenth Street New York, NY 10009	25,000.00
06/14/2013	2224	ASSOCIATION EARLY CARE & EDUCATION	95 Berkeley St Suite 306 Boston, MA 02116	1,000.00
06/14/2013	2225	BROOKLINE COMMUNITY FOUNDATION	40 Webster Place Brookline, MA 02445	20,000.00
06/14/2013	2226	BROOKLINE EDUCATION FOUNDATION	PO Box 470652 Brookline, MA 02447	10,000.00
06/14/2013	2227	HUNTINGTON THEATRE COMPANY1	Boston, MA 02115-7513	2,500.00
06/14/2013	2228	LEARNING LEADERS	80 Maiden Lane 11th Fl New York, NY 10038-4729	15,000.00
06/14/2013	2229	MASSACHUSETTS GENERAL HOSPITAL	55 Fruit Street Boston, MA 02114-2792	25,000.00
06/14/2013	2230	MASSACHUSETTS HISTORICAL SOCIETY	1154 Boylston Street Boston, MA 02215	25,000.00
06/14/2013	2231	PHILLIPS EXETER ACADEMY	20 Main Street Exeter, NH 03833	1,000.00
06/14/2013	2232	CONCORD ACADEMY	166 Main Street Concord, MA 1742	15,000.00
06/14/2013	2233	TRUSTEES OF RESERVATION	572 Essex Street Beverly, MA 01915-1530	7,500.00
06/14/2013	2234	BATES COLLEGE	2 Andrews Rd Lewiston, ME 04240-6028	30,000.00
06/14/2013	2235	COBB SCHOOL, MONTESSORI	112 Sand Hill Rd Simsbury, CT 06070	15,000.00
06/14/2013	2236	MIDDLESEX SCHOOL	Lewis Alumni House 1400 Lowell Rd Concord, MA 01742-9122	10,000.00
06/14/2013	2237	ROWLAND HALL ST MARK'S SCHOOL	720 Guardsman Way Salt Lake City, UT 84108-1374	2,500.00
06/14/2013	2238	VERMONT LAW SCHOOL	PO Box 96 Chelsea St South Royalton, VT 05068	1,000.00
06/14/2013	2239	YALE UNIVERSITY	SCHOOL OF MEDICINE PO Box 208091 New Haven, CT 06520-8091	15,000.00
06/14/2013	2240	CIRCUS SMIRKUS	1 Circus Rd Greensboro, VT 05841	50,000.00
06/14/2013	2241	DARTMOUTH COLLEGE	THE TUCK SCHOOL OF BUSINESS HB 9000 Hanover, NH 03755	15,000.00
06/14/2013	2242	FRIENDS OF DARTMOUTH ROWING	Dartmouth College 6083 Alumni Gymnasium Hanover, NH 03755-3590	4,000.00
06/14/2013	2243	CAMPFIRE FOUNDATION	PO Box 6421 Ketchum, ID 83340	7,500.00
06/14/2013	2244	HOLDERNESS SCHOOL	Chapel Lane PO Box 1879 Plymouth, NH 03264-1879	4,000.00
06/14/2013	2245	UNIVERSITY OF COLORADO	Mackay Room 229 Campus Box 282 Boulder, CO 80309-0282	4,000.00
06/14/2013	2246	COMMON GOOD INC	477 Madison Ave 7th Fl New York, NY 10022	3,000.00
06/14/2013	2247	COUNCIL ON FOREIGN RELATIONS	58 East 68th St New York, NY 10065	2,500.00
06/14/2013	2248	HERBERT IRVING COMP CANCER CENT1	New York, NY 10022	25,000.00
06/14/2013	2249	NEW YORK CITY BALLET INC	20 Lincoln Center New York, NY 10023	35,000.00
06/14/2013	2250	SCENIC HUDSON, INC	One Civic Center Plaza Suite 200 Poughkeepsie, NY 12601	50,000.00
06/14/2013	2251	SCHOOL OF AMERICAN BALLET INC	70 Lincoln Center Plaza New York, NY 10023-6592	3,000.00
06/14/2013	2252	BROOKS SCHOOL	1160 Great Pond Rd North Andover, MA 01845-1298	1,000.00
06/14/2013	2253	COLLEGE OF CHARLESTON	66 George Street Charleston, SC 29424	2,000.00
06/14/2013	2254	MUSEUM OF MODERN ART1	New York, NY 10019-5497	1,000.00
06/14/2013	2255	PROGRAM FOR NEUROLOGY RES & DISCOVERY	Room 5017 AAT-BSRB Ann Arbor, MI 48109-2200	4,000.00
06/14/2013	2256	THE DRAWING CENTER	35 Wooster Street New York, NY 10003	2,000.00
06/14/2013	2257	ETHEL WALKER SCHOOL	230 Bushy Hill Rd Simsbury, CT 06070	1,000.00
06/14/2013	2258	FILM FORUM (THE MOVING IMAGE INC)	209 West Houston Street New York, NY 10014	25,000.00
06/14/2013	2259	GLYNWOOD CENTER	PO Box 157 Cold Spring, NY 10530	2,000.00
06/14/2013	2260	NEIGHBORHOOD COALITION FOR SHELTER	157 East 86th Street New York, NY 10028	7,500.00
06/14/2013	2261	THE BUCKLEY SCHOOL	113 East 73 Street New York, NY 10021	10,000.00
06/14/2013	2262	THE CENTER FOR DISCOVERY	1350 Broadway Suite 201 New York, NY 10018	45,000.00
06/14/2013	2263	GEORGETOWN UNIVERSITY	Office of Advancement 2115 Wisconsin Ave NW Ste 500 Washington, DC 20007	10,000.00
06/14/2013	2264	NYU FACES	223 East 34 Street New York, NY 10016	15,000.00
06/14/2013	2265	TAFT SCHOOL	110 Woodbury Rd Watertown, CT 06795	5,000.00
06/14/2013	2266	ALS ASSOCIATION GREATER NEW YORK	42 Broadway Suite 1724 New York, NY 10004	10,000.00
06/14/2013	2267	CENTER FOR HEARING & COMMUNICATION	50 Broadway 6th Fl New York, NY 10010-4302	3,000.00
06/14/2013	2268	COLUMBIA UNIVERSITY	Lewisson Hall Room 303 MC 4110 2970 Broadway New York, NY 10027	5,000.00

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MARY W. HARRIMAN FOUNDATION

Grant Contribution

January through December 2013

Date	Num	Name	Name Address	Paid Amount
06/14/2013	2269	THE FORMAN SCHOOL	12 Norfolk Rd PO Box 80 Litchfield, CT 06759-0080	5,000.00
06/14/2013	2270	BRIGHT FUTURES ACADEMY	10350 Riverside Drive Palm Beach Gardens, FL 33410	5,000.00
06/14/2013	2271	COMMUNITY LIBRARY KETCHUM IDAHO	415 Spruce PO Box 2168 Ketchum, ID 83340	5,000.00
06/14/2013	2272	EVERGLADES FOUNDATION	18001 Old Cutler Rd Suite 625 Palmetto Bay, FL 33157	6,000.00
06/14/2013	2273	INTERNATIONAL CONSERV.CAUCUS1	Washington, DC 20007	2,000.00
06/14/2013	2274	NATIONAL MUSEUM POLO HALL OF FAME	9011 Lake Worth Rd Lake Worth, FL 33467	2,000.00
06/14/2013	2275	NATURE CONSERVANCY OF IDAHO	116 First Avenue North Hailey, ID 83333	5,000.00
06/14/2013	2276	SCHOOL OF THE ARTS FOUNDATION	PO Box 552 West Palm Beach, FL 33402-0552	15,000.00
06/14/2013	2277	SOCIETY OF THE FOUR ARTS	2 Four Arts Plaza Palm Beach, FL 33480	1,000.00
06/14/2013	2278	SUN VALLEY JR HOCKEY	PO Box 1293 Sun Valley, ID 83353	1,000.00
06/14/2013	2279	SUN VALLEY SKI EDUCATION FOUNDATION	PO Box 203 Sun Valley, ID 83353	6,000.00
06/14/2013	2280	UNITED STATES COURT TENNIS ASSOCIATION	370 Park Avenue New York, NY 10022-5968	5,000.00
06/14/2013	2281	ZOOLOGICAL SOCIETY- PALM BEACHES	1301 Summit Blvd West Palm Beach, FL 33405	1,000.00
06/14/2013	2282	RACHEL'S NETWORK	1200 18th St NW Suite #310 Washington, DC 20036	5,000.00
06/14/2013	2283	DEFENDERS OF WILDLIFE	1130 17th Street NW Washington, DC 20036	31,000.00
06/14/2013	2284	MYOTONIC DYSTROPHY FOUNDATION	10016 Foothills Blvd Suite 130 Roseville, CA 95747	32,000.00
06/14/2013	2285	HARNES RACING MUSEUM & HALL OF FAME	PO Box 590 240 Main St Goshen, NY 10924	7,000.00
06/14/2013	2286	NYSPCC	161 William St New York, NY 10038	3,500.00
06/14/2013	2287	GUIDE DOG FOUNDATION/ AMERICA'S VETDOGS	371 East Jericho Tpke Smithtown, NY 11787	5,000.00
06/14/2013	2288	CANTERBURY SCHOOL	101 Aspetuck Avenue New Milford, CT 06776	2,500.00
06/14/2013	2289	CHAPIN SCHOOL	100 East End Avenue New York, NY 10028	2,500.00
06/14/2013	2290	AMERICAN CONSERV ASSOC	30 Rockefeller Plaza New York, NY 10112	15,000.00
06/14/2013	2291	COLORADO ROCKY MTN SCHOOL	1493 Country Road Carbondale, CO 81623	25,000.00
06/14/2013	2292	NYC MISSION SOCIETY	105 East 22nd Street New York, NY 20020	2,500.00
06/14/2013	2294	BENNINGTON COLLEGE	One College Dr Bennington, VT 05201-6001	50,000.00
06/14/2013	2295	STORM KING ART CENTER	PO Box 280 Old Pleasant Hill Rd Mountainville, NY 10953-0280	40,000.00
06/14/2013	2296	AMERICAN ASSEMBLY	475 Riverside Drive New York, NY 10115-0456	50,000.00
06/14/2013	2297	AMERICAN MUSEUM OF NATURAL HISTORY	PO Box 181 The Boulevard Cornwall-on-Hudson, NY 12520	5,000.00
06/14/2013	2298	AMERICAN RED CROSS NEW YORK	520 West 49th Street New York, NY 10019	10,000.00
06/14/2013	2299	AMERICAN UNIVERSITY BEIRUT	Central Park West at 69th St New York, NY 10024-5192	5,000.00
06/14/2013	2300	WINSTON CHURCHILL FOUNDATION	3 Dag hammerskjold Plaza New York, NY 10017-2303	7,500.00
06/14/2013	2301	COLUMBIA UNIV. HARRIMAN INSTITUTE	600 Madison Ave 16th Fl New York, NY 10022-1615	10,000.00
06/14/2013	2302	GOOD SAMARITAN HOSPITAL	MC 3345 420 West 118th St New York, NY 10027	35,000.00
06/14/2013	2303	HENRY STREET SETTLEMENT	255 Lafayette Avenue Suffern, NY 10901-4869	5,000.00
06/14/2013	2304	HUDSON HIGHLANDS NATURE MUSEUM	265 Henry St New York, NY 10002	5,000.00
06/14/2013	2305	LAND TRUST ALLIANCE	PO Box 181 The Boulevard Cornwall-on-Hudson, NY 12520	2,500.00
06/14/2013	2306	MEMORIAL SLOAN KETTERING CANCER CENTER	1660 L Street NW Washington, DC 20036	25,000.00
06/14/2013	2307	METROPOLITAN MUSEUM OF ART	1275 York Ave New York, NY 10021	10,000.00
06/14/2013	2308	MONROE COMMUNITY AMBULANCE CORPS	1000 Fifth Avenue New York, NY 10028-0198	35,000.00
06/14/2013	2309	MUSEUM VILLAGE	PO Box 841 Monroe, NY 10950	2,000.00
06/14/2013	2310	NATIONAL PUBLIC RADIO	1010 Route 17M Monroe, NY 10950	2,500.00
06/14/2013	2311	NATIONAL URBAN LEAGUE	635 Massachusetts Ave NW Washington, DC 20001-3753	10,000.00
06/14/2013	2312	NY BOTANICAL GARDEN	120 Wall St New York, NY 10005	4,000.00
06/14/2013	2313	NEW YORK PUBLIC LIBRARY	Bronx, NY 10458	10,000.00
06/14/2013	2314	ORANGE COUNTY HISTORICAL SOCIETY	Fifth Avenue at 42 Street New York, NY 10018	13,000.00
06/14/2013	2315	ORANGE COUNTY LAND TRUST	Clove Furnace Historical Society Box 55 Arden, NY 10910	10,000.00
06/14/2013	2316	ORANGE PATHWAYS INC	PO Box 2442 Middletown, NY 10940	4,000.00
06/14/2013	2317	ORANGE REGIONAL MEDICAL CENTER	182 Greenwich Ave Goshen, NY 10924	1,000.00
06/14/2013	2319	PALISADES INTERSTATE PARK COMMISSION	4 Harriman Drive Goshen, NY 10924	45,000.00

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MARY W. HARRIMAN FOUNDATION
Grant Contribution
January through December 2013

Date	Num	Name	Name Address	Paid Amount
06/14/2013	2320	PARK AVENUE ARMORY	643 Park Avenue New York, NY 10055	15,000 00
06/14/2013	2321	PLANNED PARENTHOOD NEW YORK CITY	26 Bleecker St New York, NY 10012	25,000 00
06/14/2013	2322	SLOATSBURG COMMUNITY AMBULANCE CORP	PO Box 21 62 Washington Ave Sloatsburg, NY 10974	2,500 00
06/14/2013	2323	THIRTEEN/WNET NY	450 West 33 Street New York, NY 10001	30,000 00
06/14/2013	2324	TUXEDO VOLUNTEER AMBULANCE CORPS	Box 726 Tuxedo Park, NY 10987	2,000 00
06/14/2013	2325	UNITED NEGRO COLLEGE FUND	8260 Willow Oaks Corp Dr Fairfax, VA 22031	10,000 00
06/14/2013	2326	VISITING NURSE SERVICE NEW YORK	107 East 70th Street New York, NY 10021-5087	12,500 00
06/14/2013	2327	WGBH EDUCATIONAL FOUNDATION	125 Western Avenue Boston, MA 02134	10,000 00
06/14/2013	2328	WEILL MEDICAL COLLEGE OF CORNELL UNIVERS	525 East 68th Street New York, NY 10021	3,000 00
06/14/2013	2329	WILDLIFE CONSERVATION SOCIETY	2300 Southern Blvd Bronx, NY 10460	10,000 00
06/14/2013	2330	WNYC RADIO	160 Varck Street New York, NY 10013	10,000 00
06/14/2013	2331	WOODBURY COMMUNITY AMBULANCE CORPS INC	376 Route 32 PO Box 561 Central Valley, NY 10917	3,000 00
06/14/2013	2332	TRUST FOR PUBLIC LAND	666 Broadway 9th Fl. New York, NY 10005	5,000 00
08/16/2013	2333	AMERICAN FOREIGN SERVICE ASSOCIATION	2101 E Street NW Washington, DC 20037	6,500 00
12/20/2013	2334	BATES COLLEGE	2 Andrews Rd Lewiston, ME 04240-6028	17,000 00
12/20/2013	2335	BROOKLINE TEEN CENTER	40 Aspinwall Avenue Brookline, MA 02446	25,000 00
12/20/2013	2336	FAYSTON ELEMENTARY SCHOOL PTO	782 German Flats Road Fayston, VT 05673	8,000 00
12/20/2013	2337	THE FIELD	117 East 19th Street New York, NY 10003	25,000 00
12/20/2013	2338	STORM KING ART CENTER	PO Box 280 Old Pleasant Hill Rd Mountainville, NY 10953-0280	30,000 00
Total 4000 GRANTS				1,421,500 00
TOTAL				1,421,500.00