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Form 990-PF

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 ServiceDo 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

GLADYS AND ROLAND HARRIMAN FOUNDATION

51-0193915

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

Room/suite

C/O BBH & CO, 140 BROADWAY-4TH FL.

B Telephone number

(212) 493-8185

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

NEW YORK, NY 10005

C If exemption application is pending, check here ☐

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 ☐

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

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 129,038,797. (Part I, column (d) must be on cash basis.)

J Accounting method

☐ Cash ☐ Accrual☒ Other (specify) MODIFIED CASH

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

2,019,077.

2,019,077.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 38,682,867.

13,098,745.

7 Capital gain net income (from Part IV, line 2)

13,098,745.

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) 2014

12,267.

266.

STATEMENT 2

11 Other income

12 Total: Add lines 1 through 11

15,130,089.

15,118,088.

13 Compensation of officers, directors, trustees, etc.

64,940.

0.

64,940.

14 Other employee salaries and wages

70,685.

0.

70,685.

15 Pension plans, employee benefits

37,411.

0.

37,411.

16a Legal fees

b Accounting fees

STMT 3

39,570.

0.

39,570.

c Other professional fees

STMT 4

405,732.

405,732.

0.

17 Interest

18 Taxes

STMT 5

103,985.

27,575.

0.

19 Depreciation and depletion

20 Occupancy

29,162.

0.

29,162.

21 Travel, conferences, and meetings

22 Printing and publications

135.

0.

135.

23 Other expenses

STMT 6

27,020.

20,552.

6,468.

24 Total operating and administrative expenses. Add lines 13 through 23

778,640.

453,859.

248,371.

25 Contributions, gifts, grants paid

7,115,728.

7,115,728.

26 Total expenses and disbursements. Add lines 24 and 25

7,894,368.

453,859.

7,364,099.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

7,235,721.

b Net investment income (if negative, enter -0-)

14,664,229.

c Adjusted net income (if negative, enter -0-)

N/A

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions

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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	279,704.	113,894.	113,894.
	2 Savings and temporary cash investments	3,209,198.	5,847,016.	5,847,016.
	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	65,594,538.	74,452,448.	104,116,479.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	20,862,844.	16,720,681.	18,899,087.	
14 Land, buildings, and equipment basis ▶ 9,489.				
Less accumulated depreciation STMT 9 ▶ 9,489.				
15 Other assets (describe ▶ STATEMENT 10)	14,355.	62,321.	62,321.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	89,960,639.	97,196,360.	129,038,797.	
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 ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	<602,639.>	6,633,082.	
30 Total net assets or fund balances	89,960,639.	97,196,360.		
31 Total liabilities and net assets/fund balances	89,960,639.	97,196,360.		

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	89,960,639.
2 Enter amount from Part I, line 27a	2	7,235,721.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	97,196,360.
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	97,196,360.

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 38,682,867.		26,332,764.	13,098,745.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			13,098,745.

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	13,098,745.
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	6,711,206.	114,041,944.	.058849
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

2 Total of line 1, column (d)	2	.288738
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	.057748
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	122,993,975.
5 Multiply line 4 by line 3	5	7,102,656.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	146,642.
7 Add lines 5 and 6	7	7,249,298.
8 Enter qualifying distributions from Part XII, line 4	8	7,364,099.

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	146,642.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	146,642.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	146,642.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 58,110.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 160,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	218,110.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1,941.	
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	69,527.	
11 Enter the amount of line 10 to be credited to 2014 estimated tax	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? Website address ► N/A	13	X	
14	The books are in care of ► BARBARA O'CONNELL Telephone no ► 212-493-8185 Located at ► 140 BROADWAY - 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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

6b

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

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		64,940.	6,916.	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

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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	405,732.
BROWN BROTHERS HARRIMAN & CO 140 BROADWAY, NEW YORK, NY 10005	ACCOUNTING FEE	21,570.
CONDON O'MEARA MCGINTY DONNELLY - ONE BATTERY PARK PLAZA, 7TH FLOOR, NEW YORK, NY 10004	AUDITING FEE	18,000.

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	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	120,589,224.
b	Average of monthly cash balances	1b	4,277,756.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	124,866,980.
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	124,866,980.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,873,005.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	122,993,975.
6	Minimum investment return. Enter 5% of line 5	6	6,149,699.

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	6,149,699.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	146,642.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	146,642.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,003,057.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,003,057.
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	6,003,057.

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	7,364,099.
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	7,364,099.
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	146,642.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,217,457.

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				6,003,057.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	1,167,520.			
b From 2009	765,055.			
c From 2010	710,005.			
d From 2011	881,659.			
e From 2012	1,125,231.			
f Total of lines 3a through e	4,649,470.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 7,364,099.				
a Applied to 2012, 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 2013 distributable amount				6,003,057.
e Remaining amount distributed out of corpus	1,361,042.			
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:	6,010,512.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				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 2008 not applied on line 5 or line 7	1,167,520.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,842,992.			
10 Analysis of line 9				
a Excess from 2009	765,055.			
b Excess from 2010	710,005.			
c Excess from 2011	881,659.			
d Excess from 2012	1,125,231.			
e Excess from 2013	1,361,042.			

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	7,115,728.
Total				▶ 3a 7,115,728.
b Approved for future payment				
SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	6,865,664.
Total				▶ 3b 6,865,664.

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	2,019,077.	
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	<1,443.>	
8 Gain or (loss) from sales of assets other than inventory			18	13,098,745.	
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		13,710.
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		15,116,379.	13,710.
13 Total. Add line 12, columns (b), (d), and (e)				13	15,130,089.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

BROWN BROTHERS HARRIMAN

BROWN BROTHERS HARRIMAN AND CO Run on 10/23/2014 2:23:53 PM
Realized Gain/Loss Report
 Start Date: 01/01/2013
 End Date: 12/31/2013
 Administrator: LEIGHTON K. WATERS 212-493-8844
 Account: M02220
GLADYS & ROLAND HARRIMAN FOUNDATION

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
-------------	------	----------	----------	------	-------------------

** SHORT TERM CAPITAL GAIN (LOSS)

33082 099 SHARES OF BBH LIMITED DURATION FUND CL I	12/16/2013	02/19/2013	343,061.37	344,715.47	1,654.10-Covered
228 SHARES OF BAXTER INTL INC	01/15/2013	06/08/2012	15,378.01	11,529.71	3,848.30 Covered
172 SHARES OF BAXTER INTL INC	01/24/2013	06/08/2012	11,614.18	8,697.85	2,916.33 Covered

** TOTAL SHORT TERM CAPITAL GAIN (LOSS)

370,053.56 364,943.03 5,110.53

** LONG TERM CAPITAL GAIN (LOSS)

1919.386 SHARES OF BBH LIMITED DURATION FUND CL I	01/28/2013	02/26/2009	20,000.00	18,848.37	1,151.63
28790.787 SHARES OF BBH LIMITED DURATION FUND CL I	03/20/2013	02/26/2009	300,000.00	282,725.53	17,274.47
9606.148 SHARES OF BBH LIMITED DURATION FUND CL I	04/24/2013	02/26/2009	100,000.00	94,332.37	5,667.63
41237.113 SHARES OF VANGUARD FIXED INCOME SEC FDN FLATTON-PROTE	04/25/2013	06/30/2008	600,000.00	523,298.96	76,701.04
4942.157 SHARES OF VANGUARD INSTL INDEX FD	04/25/2013	06/29/2004	718,095.41	514,379.70	203,715.71
19344.141 SHARES OF VANGUARD INSTL INDEX FD	04/25/2013	11/24/2004	2,810,703.69	2,099,999.95	710,703.74
2713.702 SHARES OF VANGUARD INSTL INDEX FD	04/25/2013	12/06/2007	394,300.90	282,442.10	111,858.80
115341.726 SHARES OF BBH LIMITED DURATION FUND CL I	04/25/2013	02/26/2009	1,200,707.37	1,132,655.75	68,051.62
22078.735 452 SHARES OF BBH LIMITED DURATION FUND CL I	04/25/2013	07/31/2009	2,299,292.63	2,230,821.86	68,470.77
175166.152 SHARES OF BBH LIMITED DURATION FUND CL I	05/30/2013	07/31/2009	1,818,224.66	1,769,178.14	49,046.52
38910.506 SHARES OF BBH LIMITED DURATION FUND CL I	05/30/2013	11/16/2009	403,891.05	400,000.00	3,891.05
135922.33 SHARES OF BBH LIMITED DURATION FUND CL I	05/30/2013	01/29/2010	1,410,873.79	1,400,000.00	10,873.79
96090.995 SHARES OF BBH LIMITED DURATION FUND CL I	05/30/2013	11/18/2011	997,424.53	991,659.07	5,765.46
324622.926 SHARES OF BBH LIMITED DURATION FUND CL I	05/30/2013	12/07/2011	3,369,585.97	3,346,862.37	22,723.60
2023.593 SHARES OF BBH LIMITED DURATION FUND CL I	11/08/2013	06/30/2008	52,694.36	50,457.13	2,237.23 Non Covered
VANGUARD INFLAT PROTECTED-AD 63349.916 SHARES OF BBH LIMITED DURATION FUND CL I	12/16/2013	12/07/2011	656,938.63	653,137.63	3,801.00 Covered
7000 SHARES OF UNION PACIFIC CORP	01/03/2013	10/31/1987	909,874.61	44,825.97	865,048.64
10000 SHARES OF UNION PACIFIC CORP	05/17/2013	10/31/1987	1,592,784.31	64,037.11	1,528,747.20
10000 SHARES OF UNION PACIFIC CORP	05/22/2013	10/31/1987	1,606,802.03	64,037.11	1,542,764.92

536 SHARES OF	01/16/2013	09/06/2011	47,787.35	28,090.47	19,696.88	Covered
ANHEUSER-BUSCH INBEV SPN ADR						
305 SHARES OF	01/17/2013	08/11/2011	27,126.34	15,295.14	11,831.20	Covered
ANHEUSER-BUSCH INBEV SPN ADR						
959 SHARES OF	01/17/2013	09/06/2011	85,292.31	50,258.89	35,033.42	Covered
ANHEUSER-BUSCH INBEV SPN ADR						
600 SHARES OF	01/22/2013	12/11/2007	23,826.43	11,028.00	12,798.43	
COMCAST CORP CL A						
100 SHARES OF	01/22/2013	06/13/2011	3,971.07	2,371.97	1,599.10	Covered
COMCAST CORP CL A						
1200 SHARES OF	01/22/2013	08/09/2011	47,652.85	24,294.00	23,358.85	Covered
COMCAST CORP CL A						
700 SHARES OF	01/24/2013	04/22/2010	47,266.99	35,179.62	12,087.37	
BAKTER INTL INC						
486 SHARES OF	01/28/2013	08/11/2011	44,515.09	24,371.93	20,143.16	Covered
ANHEUSER-BUSCH INBEV SPN ADR						
114 SHARES OF	01/29/2013	08/11/2011	10,469.58	5,716.87	4,752.71	Covered
ANHEUSER-BUSCH INBEV SPN ADR						
300 SHARES OF	01/29/2013	09/13/2011	27,551.54	14,890.47	12,661.07	Covered
ANHEUSER-BUSCH INBEV SPN ADR						
15 SHARES OF	02/08/2013	10/24/2008	854.63	214.20	640.43	
EBAY INC						
520 SHARES OF	02/08/2013	01/23/2009	29,627.07	6,199.54	23,427.53	
EBAY INC						
1865 SHARES OF	02/12/2013	01/23/2009	106,203.03	22,234.90	83,968.13	
EBAY INC						
5043 SHARES OF	02/13/2013	12/11/2007	69,570.14	127,688.76	58,118.62	
DELL INC						
1257 SHARES OF	02/15/2013	12/11/2007	17,308.50	31,827.24	14,518.74	
DELL INC						
320 SHARES OF	02/20/2013	09/13/2011	30,069.73	15,883.17	14,186.56	Covered
ANHEUSER-BUSCH INBEV SPN ADR						
213 SHARES OF	02/25/2013	09/13/2011	20,025.55	10,572.23	9,453.32	Covered
ANHEUSER-BUSCH INBEV SPN ADR						
267 SHARES OF	02/28/2013	09/13/2011	25,070.33	13,252.52	11,817.81	Covered
ANHEUSER-BUSCH INBEV SPN ADR						
1200 SHARES OF	03/04/2013	12/11/2007	16,753.30	30,384.00	13,630.70	
DELL INC						
7500 SHARES OF	03/04/2013	12/19/2007	104,708.15	186,375.00	81,666.85	
DELL INC						
600 SHARES OF	03/04/2013	01/03/2008	8,376.66	14,568.00	6,191.34	
DELL INC						
1900 SHARES OF	03/04/2013	02/20/2008	26,526.06	37,348.11	10,822.05	
DELL INC						
701 SHARES OF	03/20/2013	10/29/2008	29,770.80	20,961.51	8,809.29	
DENTSPLY INTL INC						
170 SHARES OF	04/01/2013	02/26/2010	21,344.34	11,023.58	10,320.76	
DIAGEO PLC- SPONSORED ADR						
229 SHARES OF	04/01/2013	04/22/2010	16,557.29	11,508.76	5,048.53	
BAKTER INTL INC						
400 SHARES OF	04/02/2013	10/15/2009	50,247.87	25,011.32	25,236.55	
DIAGEO PLC- SPONSORED ADR						
30 SHARES OF	04/02/2013	02/26/2010	3,768.59	1,945.34	1,823.25	
DIAGEO PLC- SPONSORED ADR						
250 SHARES OF	04/02/2013	04/22/2010	18,085.92	12,564.15	5,521.77	
BAKTER INTL INC						
100 SHARES OF	04/11/2013	12/19/2007	7,998.42	7,683.00	315.42	
PEPSICO INC						
167 SHARES OF	04/12/2013	12/19/2007	13,355.14	12,830.61	524.53	
PEPSICO INC						
105 SHARES OF	04/16/2013	12/19/2007	8,397.41	8,067.15	330.26	
PEPSICO INC						
128 SHARES OF	04/18/2013	12/19/2007	10,279.82	9,834.24	445.58	
PEPSICO INC						
400 SHARES OF	05/03/2013	12/19/2007	33,129.06	30,732.00	2,397.06	

PEPSICO INC	05/03/2013	01/03/2008	33,129.05	30,276.00	2,853.05	
400 SHARES OF						
PEPSICO INC	05/20/2013	11/18/2009	43,987.32	31,198.30	12,789.02	
500 SHARES OF						
JOHNSON & JOHNSON	05/24/2013	10/15/2009	12,247.31	6,252.83	5,994.48	
100 SHARES OF						
DIAGEO PLC- SPONSORED ADR	05/24/2013	10/16/2009	34,537.43	17,627.26	16,910.17	
282 SHARES OF						
DIAGEO PLC- SPONSORED ADR	05/28/2013	10/14/2009	37,113.89	18,457.26	18,656.63	
300 SHARES OF						
DIAGEO PLC- SPONSORED ADR	05/28/2013	10/16/2009	2,226.83	1,125.14	1,101.69	
18 SHARES OF						
AUTOMATIC DATA PROCESSING INC	07/11/2013	02/29/2008	57,537.88	32,038.72	25,499.16	
644 SHARES OF						
LIBERTY INTERACTIVE A	07/12/2013	12/12/2007	15,768.20	11,805.50	3,962.70	
354 SHARES OF						
LIBERTY INTERACTIVE A	07/15/2013	12/12/2007	8,666.69	6,489.36	2,177.33	
145 SHARES OF						
HENRY SCHEIN INC COM STK	07/15/2013	11/09/2011	14,824.28	9,326.47	5,497.81	Covered
120 SHARES OF						
AUTOMATIC DATA PROCESSING INC	07/15/2013	02/29/2008	8,703.78	4,805.81	3,897.97	
500 SHARES OF						
PEPSICO INC	07/12/2013	01/03/2008	42,011.57	37,845.00	4,166.57	
127 SHARES OF						
HENRY SCHEIN INC COM STK	07/16/2013	11/09/2011	12,992.21	8,168.70	4,823.51	Covered
128 SHARES OF						
HENRY SCHEIN INC COM STK	07/17/2013	11/09/2011	13,084.53	8,233.03	4,851.50	Covered
400 SHARES OF						
LIBERTY INTERACTIVE A	07/17/2013	12/11/2007	9,790.15	7,301.99	2,488.16	
302 SHARES OF						
LIBERTY INTERACTIVE A	07/17/2013	12/12/2007	7,391.57	5,536.12	1,855.45	
480 SHARES OF						
AUTOMATIC DATA PROCESSING INC	07/17/2013	02/29/2008	34,765.84	19,223.23	15,542.61	
700 SHARES OF						
PEPSICO INC	07/18/2013	02/21/2012	60,775.32	44,222.29	16,553.03	Covered
200 SHARES OF						
PEPSICO INC	07/19/2013	02/21/2012	-17,295.58	12,634.94	4,660.64	Covered
165 SHARES OF						
HENRY SCHEIN INC COM STK	07/23/2013	11/01/2011	17,086.00	10,592.24	6,493.76	Covered
127 SHARES OF						
HENRY SCHEIN INC COM STK	07/23/2013	11/09/2011	13,151.05	8,168.70	4,982.35	Covered
357 SHARES OF						
AUTOMATIC DATA PROCESSING INC	07/23/2013	02/29/2008	25,943.35	14,297.28	11,646.07	
360 SHARES OF						
BERKSHIRE HATHAWAY INC-CL B	07/23/2013	12/11/2007	42,650.15	36,302.76	6,347.39	
108 SHARES OF						
HENRY SCHEIN INC COM STK	07/25/2013	11/01/2011	11,134.83	6,933.11	4,201.72	Covered
143 SHARES OF						
AUTOMATIC DATA PROCESSING INC	07/31/2013	02/29/2008	10,370.95	5,726.92	4,644.03	
500 SHARES OF						
JOHNSON & JOHNSON	08/05/2013	11/18/2009	46,861.44	31,198.30	15,663.14	
80 SHARES OF						
HENRY SCHEIN INC COM STK	08/05/2013	11/01/2011	8,389.86	5,135.63	3,254.23	Covered
40 SHARES OF						
BERKSHIRE HATHAWAY INC-CL B	08/05/2013	12/11/2007	4,738.42	4,033.64	704.78	
117 SHARES OF						
HENRY SCHEIN INC COM STK	08/06/2013	10/14/2011	12,284.33	7,508.45	4,775.88	Covered
20 SHARES OF						
HENRY SCHEIN INC COM STK	08/06/2013	11/01/2011	2,099.88	1,283.91	815.97	Covered
183 SHARES OF						
HENRY SCHEIN INC COM STK	08/08/2013	10/14/2011	19,310.21	11,743.99	7,566.22	Covered
600 SHARES OF						
AUTOMATIC DATA PROCESSING INC	08/13/2013	02/29/2008	43,682.72	24,029.04	19,653.68	

860 SHARES OF AUTOMATTIC DATA PROCESSING INC	09/10/2013	02/29/2008	63,567.26	34,441.62	29,125.64
300 SHARES OF AUTOMATTIC DATA PROCESSING INC	09/11/2013	02/20/2008	22,033.32	11,929.71	10,103.61
140 SHARES OF AUTOMATTIC DATA PROCESSING INC	09/11/2013	02/29/2008	10,282.22	5,606.78	4,675.44
440 SHARES OF AUTOMATTIC DATA PROCESSING INC	09/16/2013	02/20/2008	32,680.69	17,496.91	15,183.78
660 SHARES OF AUTOMATTIC DATA PROCESSING INC	09/17/2013	02/20/2008	48,833.81	26,245.36	22,588.45
399 SHARES OF DENTSPLY INTL INC	10/16/2013	10/29/2008	17,748.62	11,931.02	5,817.60
9 SHARES OF DENTSPLY INTL INC	10/16/2013	10/30/2008	400.34	267.41	132.93
692 SHARES OF DENTSPLY INTL INC	10/17/2013	10/30/2008	30,774.08	20,560.63	10,213.45
1000 SHARES OF DENTSPLY INTL INC	10/21/2013	10/30/2008	45,886.81	29,711.90	16,174.91
42 SHARES OF GOOGLE INC CL A	10/21/2013	04/16/2012	42,127.83	25,491.00	16,636.83 Covered
116 SHARES OF HENRY SCHEIN INC COM STK	10/24/2013	10/14/2011	12,887.62	7,444.28	5,443.34 Covered
346 SHARES OF DENTSPLY INTL INC	10/24/2013	10/30/2008	15,631.59	10,280.32	5,351.27
43 SHARES OF HENRY SCHEIN INC COM STK	10/25/2013	10/12/2011	4,772.15	2,757.59	2,014.56 Covered
84 SHARES OF HENRY SCHEIN INC COM STK	10/25/2013	10/14/2011	9,322.35	5,390.68	3,931.67 Covered
157 SHARES OF HENRY SCHEIN INC COM STK	10/28/2013	10/12/2011	17,442.27	10,068.41	7,373.86 Covered
236 SHARES OF DENTSPLY INTL INC	10/28/2013	10/30/2008	10,618.32	7,012.01	3,606.31
418 SHARES OF DENTSPLY INTL INC	10/29/2013	10/30/2008	18,844.03	12,419.57	6,424.46
1100 SHARES OF WASTE MANAGEMENT INC	11/05/2013	12/19/2007	48,096.88	36,278.00	11,818.88
900 SHARES OF WASTE MANAGEMENT INC	11/19/2013	12/19/2007	40,677.58	29,682.00	10,995.58
520 SHARES OF LIBERTY INTERACTIVE A	11/20/2013	12/11/2007	14,452.47	9,492.59	4,959.88
80 SHARES OF LIBERTY INTERACTIVE A	11/21/2013	12/11/2007	2,212.39	1,460.40	751.99
440 SHARES OF LIBERTY INTERACTIVE A	11/21/2013	12/19/2007	12,168.17	7,741.24	4,426.93
675 SHARES OF LIBERTY INTERACTIVE A	11/25/2013	12/19/2007	18,635.48	11,875.76	6,759.72
885 SHARES OF LIBERTY INTERACTIVE A	11/26/2013	12/19/2007	24,444.34	15,570.43	8,873.91
260 SHARES OF WASTE MANAGEMENT INC	11/26/2013	12/19/2007	11,888.89	8,574.80	3,314.09
1040 SHARES OF WASTE MANAGEMENT INC	11/27/2013	12/19/2007	47,555.46	34,299.20	13,256.26
** TOTAL LONG TERM CAPITAL GAIN (LOSS)					
			23,644,218.89	17,697,457.35	5,946,761.54

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS	DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
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BBH & CO PEP II K-1	8,805.	0.	0.	8,805.	8,805.	8,805.
BBH & CO PEP II K-1	3,961.	0.	0.	3,961.	3,961.	3,961.
BBH REAL ESTATE INC. FD I	198,544.	0.	0.	198,544.	198,544.	198,544.
BBH REAL ESTATE INC. FD II	69,365.	0.	0.	69,365.	69,365.	69,365.
BROWN BROTHERS HARRIMAN & CO	321,956.	0.	0.	321,956.	321,956.	321,956.
BROWN BROTHERS HARRIMAN & CO	266,881.	0.	0.	266,881.	266,881.	266,881.
BROWN BROTHERS HARRIMAN & CO	1,149,565.	0.	0.	1,149,565.	1,149,565.	1,149,565.
BROWN BROTHERS HARRIMAN & CO	1,945,008.	1,945,008.	0.	0.	0.	0.
HARRIMAN & CO	3,964,085.	1,945,008.	2,019,077.	2,019,077.	2,019,077.	2,019,077.

TO PART I, LINE 4

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
-------------	-----------------------	---------------------------	-------------------------

BBH PEP II K-1

BBH PEP II K-1

BBH PEP II K-1

PRIOR YEAR OVERPAYMENT

TOTAL TO FORM 990-PF, PART I, LINE 11

FORM 990-PF		ACCOUNTING FEES		STATEMENT		3	
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEE		21,570.	0.		21,570.		
AUDITING FEE		18,000.	0.		18,000.		
TO FORM 990-PF, PG 1, LN 16B		39,570.	0.		39,570.		
FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT		4	
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT ADVISORY FEE		405,732.	405,732.		0.		
TO FORM 990-PF, PG 1, LN 16C		405,732.	405,732.		0.		
FORM 990-PF		TAXES		STATEMENT		5	
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
FEDERAL EXCISE TAX		62,700.	0.		0.		
FOREIGN TAX PAID		27,575.	27,575.		0.		
PRIOR YEAR OVERPAYMENT APPLIED		13,710.	0.		0.		
TO FORM 990-PF, PG 1, LN 18		103,985.	27,575.		0.		

FORM 990-PF		OTHER EXPENSES		STATEMENT	
6		7		8	
DESCRIPTION	EXPENSES PER BOOKS	NET INVEST-MENT INCOME	ADJUSTED NET INCOME	FAIR MARKET VALUE	STATEMENT
FILING FEES	1,500.	0.		104,116,479.	8
PORTFOLIO DEDUCTION FROM K-1S	20,265.	20,265.			
COMPUTER SYSTEM MAINTENANCE	400.	0.			
WORKER'S COMPENSATION	570.	0.			
ADP FEES	1,632.	0.			
COMMERCIAL INSURANCE	574.	0.			
POSTAGE & MESSENGER	828.	0.			
ADMINISTRATIVE EXPENSE	634.	0.			
PAYROLL TAXES	330.	0.			
TRANSACTION FEES	287.	287.			
TO FORM 990-PF, PG 1, LN 23	27,020.	20,552.			

FORM 990-PF		CORPORATE STOCK		STATEMENT	
7		8		9	
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	STATEMENT	STATEMENT	STATEMENT
SEE ATTACHED STATEMENT	10,838,447.	32,767,146.	71,349,333.	104,116,479.	8
SEE ATTACHED STATEMENT	63,614,001.				
TOTAL TO FORM 990-PF, PART II, LINE 10B	74,452,448.				

FORM 990-PF		OTHER INVESTMENTS		STATEMENT	
10		11		12	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	STATEMENT	STATEMENT
BBH PEP II	COST	609,059.	127,744.	83,661.	8
BBH L/S EQUITY OFFSHORE FUND, LTD	COST	57,829.			
BBH REAL ESTATE INCOME FUND I	COST	4,324,788.	3,710,173.	3,710,173.	8
BBH REAL ESTATE INCOME FUND II	COST	3,318,130.	3,246,062.	3,246,062.	8
YORK INVESTMENT LTD	COST	2,000,000.	2,442,755.	2,442,755.	8
TACONIC OFFSHORE FD	COST	776,823.	857,252.	857,252.	8
BBH CAP PARTNERS QP IV	COST	1,398,538.	1,447,536.	1,447,536.	8
BBH CAPITAL PARTNERS III	COST	1,707,937.	4,077,191.	4,077,191.	8
BBH ASIAN OPF. FUND	COST	27,577.	21,277.	21,277.	8
BBH WEALTH STRATEGIES	COST	2,500,000.	2,698,760.	2,698,760.	8
BBH ABSOLUTE RETURN OFFSHORE FD	COST	0.	186,676.	186,676.	8
TOTAL TO FORM 990-PF, PART II, LINE 13		16,720,681.	18,899,087.	18,899,087.	8

GLADYS & ROLAND HARRIMAN FOUNDATION

Combined Portfolios
As of 12/31/2013

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Market Value	Unrealized Gain/Loss
Common Stock						
BAX	071813109 BAXTER INTL INC	8,821.00	69.55	415,148.92	613,501.00	198,352.00
BBBY	075896100 BED BATH & BEYOND INC	6,524.00	80.30	372,583.60	523,877.00	151,294.00
BRK.B	084670702 BERKSHIRE HATHAWAY INC-CL B	8,600.00	118.56	747,513.58	1,019,616.00	272,102.00
CE	150870103 CELANESE CORP SERIES A	5,517.00	55.31	237,968.43	305,145.00	67,177.00
CB	171232101 CHUBB CORP	7,000.00	96.63	360,584.82	676,410.00	315,825.00
CMCSA	20030N101 COMCAST CORP CL A	20,500.00	51.97	371,606.00	1,065,283.00	693,677.00
XRAY	249030107 DENTSPLY INTL INC	4,899.00	48.48	131,003.62	237,504.00	106,500.00
DEO	25243Q205 DIAGEO PLC- SPONSORED ADR	4,100.00	132.42	239,466.16	542,922.00	303,456.00
EOG	26875P101 EOG RESOURCES INC	3,400.00	167.84	309,476.54	570,656.00	261,179.00
EBAY	278642103 EBAY INC	4,015.00	54.87	47,867.64	220,283.00	172,415.00
GOOGL	38259P508 GOOGLE INC CL A	832.00	1,120.71	491,806.31	932,431.00	440,624.00
JNJ	478160104 JOHNSON & JOHNSON	3,700.00	91.59	230,790.20	338,883.00	108,093.00
QVCA	53071M104 LIBERTY INTERACTIVE A	17,794.00	29.35	253,038.16	522,254.00	269,216.00
MSFT	594918104 MICROSOFT CORP	16,500.00	37.41	473,889.57	617,265.00	143,375.00
NSRGY	641069406 NESTLE S A SPONS ADR	10,100.00	73.59	466,074.00	743,259.00	277,185.00
NVS	66987V109 NOVARTIS AG - ADR	10,000.00	80.38	538,841.73	803,800.00	264,958.00
OXY	674599105 OCCIDENTAL PETROLEUM CORP	4,700.00	95.10	324,248.11	446,970.00	122,722.00
PEP	713448108 PEPSICO INC	2,500.00 P	82.94	142,166.30	207,350.00	65,184.00
PX	74005P104 PRAXAIR INC	3,200.00	130.03	341,476.53	416,096.00	74,619.00
PGR	743315103 PROGRESSIVE CORP OHIO	19,800.00	27.27	356,471.91	539,946.00	183,474.00
QCOM	747525103 QUALCOMM INC	8,500.00	74.25	509,568.96	631,125.00	121,556.00
HSIC	806407102 HENRY SCHEIN INC COM STK	1,700.00	114.26	107,059.98	194,242.00	87,182.00
SLB	806857108 SCHLUMBERGER LTD	5,100.00	90.11	380,237.87	459,561.00	79,323.00
SWN	845467109 SOUTHWESTN ENERGY CO	10,400.00	39.33	378,564.40	409,032.00	30,468.00
TGT	87612E106 TARGET CORP	8,900.00	63.27	450,643.54	563,103.00	112,459.00
USB	902973304 U S BANCORP	21,500.00	40.40	503,893.02	868,600.00	364,707.00
UNP	907818108 UNION PACIFIC CORP	100,000.00	168.00	640,371.04	16,800,000.00	16,159,629.00
WMT	931142103 WAL-MART STORES INC	3,700.00	78.69	173,726.00	291,153.00	117,427.00
WMI	94106L109 WASTE MANAGEMENT INC	10,000.00	44.87	311,678.18	448,700.00	137,022.00
WFC	949746101 WELLS FARGO & CO	16,700.00	45.40	530,682.04	758,180.00	227,498.00
Total For Common Stock		349,002.00		10,838,447.16	32,767,146.00	21,928,698.00

GLADYS & ROLAND HARRIMAN FOUNDATION

Combined Portfolios
As of 12/31/2013

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Market Value	Unrealized Gain/Loss
Fixed Income Funds						
BBBIX	05528X851 BBH LIMITED DURATION FUND CL I	940,718.29	10.33	9,802,284.53	9,717,620.00	(84,665.00)
PTTRX	693390700 PIMCO TOTAL RETURN FUND	628,009.29	10.69	6,865,346.53	6,713,419.00	(151,927.00)
TRHYX	77958B204 T ROWE PRICE INST HIGH YIELD	596,809.61	9.71	5,719,397.23	5,795,021.00	75,624.00
Total For Fixed Income Funds		2,165,537.19		22,387,028.29	22,226,061.00	(160,968.00)
Mutual Funds - Equity						
VTGIX	00770G201 AIT GLOBAL EMERGING MARKETS OPPORTUNI	809,716.60	9.02	8,000,000.00	7,303,644.00	(696,356.00)
BBHIX	05528X406 BBH INTERNATIONAL EQUITY FUND CL I	554,821.59	15.26	5,577,168.25	8,466,577.00	2,889,409.00
DEUIX	245917802 DELAWARE US GROWTH FUND-INS	329,163.92	24.94	5,000,000.00	8,209,348.00	3,209,348.00
OAKIX	413838608 OAKMARK FUND	360,268.26	40.06	12,649,804.94	14,432,346.00	1,782,541.00
LLSCX	543069207 LONGLEAF PARTNERS SMALL CAP FD	176,358.07	32.46	5,000,000.00	5,724,583.00	724,583.00
PRASX	77956H500 T ROWE PRICE NEW ASIA FUND	311,478.67	16.01	5,000,000.00	4,986,773.00	(13,227.00)
Total For Mutual Funds - Equity		2,541,807.10		41,226,973.19	49,123,272.00	7,896,299.00
Total Mutual Funds		4,707,344.29		63,614,001.48	71,349,333.00	7,735,331.00

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

DESCRIPTION	COST OR ACCUMULATED DEPRECIATION	BOOK VALUE
DATA HANDLING EQUIPMENT	9,489.	0.
TOTAL TO FM 990-PF, PART II, LN 14	9,489.	0.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM FOUNDATION	14,220.	22,256.	22,256.
PREPAID EXPENSE	135.	0.	0.
DUE FROM BROKER	0.	40,065.	40,065.
TO FORM 990-PF, PART II, LINE 15	14,355.	62,321.	62,321.

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 EXPENSE	CONTRIB ACCOUNT
ELBRIDGE T. GERRY, JR C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	PRESIDENT/DIR 1.00	0.	0.	0.
THOMAS F. DIXON C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	VP/DIRECTOR 1.00	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 35.00	64,940.	6,916.	0.
HILARY A. DIXON C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
KITTY NORTHROP FRIEDMAN C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
WILHELM E. NORTHROP C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
ANTHONY T. ENDERS C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
ELBRIDGE T. GERRY III C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		64,940.	6,916.	0.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BARBARA O'CONNELL
140 BROADWAY, 16TH 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.

2013 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 * TOTAL 990-PF PG 1 DEPR	040195SL		5.00	17	9,489. 9,489.		0.	9,489. 9,489.	9,489. 9,489.	0. 0.	0. 0.

GLADYS & ROLAND HARRIMAN FOUNDATION
Grants Paid

January through December 2013

Date	Num	Name	Name Street1	Name City	State	Name Zip	Paid Amount	Future Amount
01/24/2013	2182	AMERICAN ASSEMBLY	475 Riverside Dr	New York	NY	10115-0456	10,000 00	
01/24/2013	2183	AMERICAN MUSEUM OF NATURAL HISTORY	Central Park West at 79th Street	New York	NY	10024-5192	13,000 00	150,000 00
01/24/2013	2185	AMERICAN RED CROSS MID COAST CHAPTER	16 COMMUNITY WAY	TOPSHAM	ME	04086	21,000 00	
01/24/2013	2186	ART STUDENTS LEAGUE	215 WEST 57th STREET	NEW YORK	NY	10019	8,000 00	
01/24/2013	2187	CENTRAL PARK CONSERVANCY	14 EAST 60th STREET	NEW YORK	NY	10022	15,000 00	
01/24/2013	2188	COVENANT HOUSE NEW YORK	460 WEST 41st STREET	NEW YORK	NY	10011-5002	13,000 00	
01/24/2013	2189	FAMILY AND CHILDREN'S ASSOCIATION	100 EAST OLD COUNTRY RD	MINEOLA	NY	11501	13,000 00	
01/24/2013	2190	FRIENDS OF IDAHO PUBLIC TELEVISION	1455 NORTH ORCHARD STREET	BOISE	ID	83706	106,000 00	
01/24/2013	2191	GIRL SCOUT COUNCIL OF GREATER NY	43 WEST 23RD STREET	NEW YORK	NY	10010-4283	20,000 00	
01/24/2013	2192	GRACE OPPORTUNITY PROJECT	86 FOURTH AVENUE	NEW YORK	NY	10003	10,000 00	
01/24/2013	2193	GRENVILLE BAKER BOYS & GIRLS CLUB	135 FOREST AVENUE	LOCUST VALLEY	NY	11560	10,000 00	
01/24/2013	2194	HARVARD UNIVERSITY	JOHN F. KENNEDY SCHOOL	CAMBRIDGE	MA	02138	17,000 00	
01/24/2013	2195	HEARING HEALTH FOUNDATION	363 SEVENTH AVENUE	NEW YORK	NY	10001	12,000 00	
01/24/2013	2196	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE	DELI	NY	13753	20,000 00	
01/24/2013	2197	MAINE PUBLIC BROADCASTING CORP	1450 LISBON STREET	LEWISTON	ME	04240-3595	50,000 00	
01/24/2013	2199	METROPOLITAN MUSEUM OF ART	1000 FIFTH AVENUE	NEW YORK	NY	10028-0198	10,000 00	
01/24/2013	2200	MONROE VOLUNTEER AMBULANCE CORP	PO BOX 533	MONROE	NY	10950	8,000 00	
01/24/2013	2201	AMERICAN RED CROSS	430 17th STREET NW GL-31	WASHINGTON	DC	20006	85,000 00	800,000 00
01/24/2013	2202	I GULLARI DI PIAZZA	1047 AMSTERDAM AVENUE	NEW YORK	NY	10025	10,000 00	
01/24/2013	2203	NEW ENGLAND VILLAGE INC	664 SCHOOL STREET	PEMBROKE	MA	02359	50,000 00	
01/24/2013	2204	NEW YORK CITY BALLET	20 LINCOLN CENTER	NEW YORK	NY	10023	14,500 00	
01/24/2013	2205	NEW YORK LANDMARKS CONSERVANCY	ONE WHITEHALL STREET	NEW YORK	NY	10004	8,000 00	
01/24/2013	2207	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET	NEW YORK	NY	10038	17,000 00	
01/24/2013	2208	PATTEN FREE LIBRARY	33 SUMMER STREET	BATH	ME	04530	17,000 00	
01/24/2013	2209	ST JOHN'S CHURCH	PO BOX 58	ARDEN	NY	10910	8,000 00	
01/24/2013	2210	SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200	POUGHKEEPSIE	NY	12601-3156	25,000 00	150,000 00
01/24/2013	2211	STANDARD BRED RETIREMENT FOUNDATION	108F OLD YORK RD	HAMILTON	NJ	08620	64,000 00	
01/24/2013	2212	STUDENT CONSERVATION ASSOCIATION	689 RIVER RD PO BOX 550	CHARLESTOWN	NH	03603-0550	13,000 00	
01/24/2013	2213	THIRTEEN/MNET NEW YORK	450 WEST 33 STREET	NEW YORK	NY	10001	106,000 00	
01/24/2013	2214	TUXEDO PARK LIBRARY	227 ROUTE 17 PO BOX 776	TUXEDO PARK	NY	10987	5,000 00	
01/24/2013	2215	TUXEDO AMBULANCE CORPS	BOX 726	TUXEDO PARK	NY	10987	8,000 00	
01/24/2013	2216	WEILL MEDICAL COLLEGE OF CORNELL UNIVERSI	1300 YORK AVENUE	NEW YORK	NY	10065	21,000 00	500,000 00

GLADYS & ROLAND HARRIMAN FOUNDATION

Grants Paid

January through December 2013										Future Amount
Date	Num	Name	Name Street1	Name City	State	Name Zip	Paid Amount			
01/24/2013	2217	WOODBURY COMM AMBULANCE INC	376 ROUTE 32 BOX 561	CENTRAL VALLEY	NY	10917-0561	8,000 00			
01/24/2013	2218	AMERICAN RED CROSS	430 17th STREET NW GL-31	WASHINGTON	DC	20006	300,000 00			
01/24/2013	2219	CANCER SUPPORT COMMUNITY	252 West 37 St 17th Fl	New York	NY	1001	5,000 00			
01/24/2013	2220	MT SINAI MEDICAL CENTER	P O Box 1049	New York	NY	10029	5,000 00			
01/24/2013	2221	CANTERBURY SCHOOL	101 ASPETUCK AVENUE	NEW MILFORD	CT	06776	2,500 00			
01/24/2013	2222	ST IGNATIUS LOYOLA SCHOOL	48 East 84th St	New York	NY	10028	2,500 00			
01/24/2013	2223	GOSHEN HISTORIC TRACK	44 PARK PLACE	GOSHEN	NY	10924	70,000 00		70,000 00	
01/24/2013	2224	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE	DELHI	NY	13753	5,000 00			
01/24/2013	2225	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET	NEW YORK	NY	10038	5,000 00			
01/24/2013	2227	AMERICAN RED CROSS OF GREATER IDAHO	404 SOUTH 8th STREET	BOISE	ID	83702	4,500 00			
01/24/2013	2228	CORPUS CHRISTI HOUSE,INC	525 AMERICANA BLVD	BOISE	ID	83703	1,000 00			
01/24/2013	2229	MONASTERY OF ST GERTRUDE	465 KAUTERVILLE ROAD	COTTONWOOD	ID	83522	1,500 00			
01/24/2013	2230	SALVATION ARMY	19th AND BRANNOCK	BOISE	ID	83702	500 00			
01/24/2013	2231	CAMPFIRE FOUNDATION INC	PO BOX 6421	KETCHUM	ID	83340	4,000 00			
01/24/2013	2232	HOLDERNESS SCHOOL	CHAPEL LA PO BOX 1879	PLYMOUTH	NH	03264-1879	3,750 00			
01/24/2013	2233	IDAHO SHAKESPEARE FESTIVAL	PO BOX 9365	BOISE	ID	83707	1,000 00			
01/24/2013	2234	LEARNING LAB, INC	308 East 36th St	Garden City	ID	83714	3,250 00		50,000 00	
01/24/2013	2235	TETON VALLEY RANCH CAMP	P O BOX 4915	JACKSON	WY	83001	1,000 00			
01/24/2013	2236	BISHOP KELLY FOUNDATION	7009 Franklin Rd	Boise	ID	83709	1,000 00			
01/24/2013	2237	NEW YORK PUBLIC LIBRARY	FIFTH AVENUE AT 42 STREET	NEW YORK	NY	10018-2788	35,000 00			
01/24/2013	2238	PORTLAND WOMEN'S CRISIS LINE	PO Box 42610	Portland	OR	97242	1,000 00			
01/24/2013	25	AMERICAN RED CROSS	430 17th STREET NW GL-31	WASHINGTON	DC	20006	5,500 00			
01/24/2013	26R	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 49th STREET	NEW YORK	NY	10019	42,000 00			
01/24/2013	WIRE	BOYS CLUB OF NEW YORK	287 EAST 10th STREET	NEW YORK	NY	10009	150,000 00			
01/24/2013	WIRE	BOYS CLUB OF NEW YORK	287 EAST 10th STREET	NEW YORK	NY	10009	1,000 00			
01/24/2013	WIRE	HARNESS RACING MUSEUM	240 MAIN ST PO BOX 590	GOSHEN	NY	10924	72,000 00		72,000 00	
01/24/2013	WIRE	HARNESS RACING MUSEUM	240 MAIN ST PO BOX 590	GOSHEN	NY	10924	5,000 00			
02/08/2013	2239	GOSHEN HISTORIC TRACK	44 PARK PLACE	GOSHEN	NY	10924	14,187 50		475,638 00	
02/08/2013	2240	OREGON FOOD BANK	P O BOX 55370	PORTLAND	OR	97238	1,500 00			
02/08/2013	2241	ORANGE COUNTY HISTORICAL SOCIETY	21 CLOVE FURNACE DR	ARDEN	NY	10910	17,000 00			
02/22/2013	2242	HUDSON HIGHLANDS NATURE MUSEUM	PO BOX 337	CORNWALL-ON-HUT	NY	12520	35,000 00			
02/22/2013	2243	LIBRARY FOUNDATION	620 SW 5TH AVENUE #1025	PORTLAND	OR	97204	2,000 00			
02/22/2013	2244	RIVERSTONE INTERNATIONAL SCHOOL	5493 WARM SPRINGS AVENUE	BOISE	ID	83716	2,000 00			

Cash Basis

GLADYS & ROLAND HARRIMAN FOUNDATION

Grants Paid

Date		Name		January through December 2013		Name City		State	Name Zip	Paid Amount	Future Amount
Date	Num	Name	Name Street1			Name City		State	Name Zip	Paid Amount	Future Amount
02/22/2013	2245	VOLUNTEERS OF AMERICA OREGON	3910 SE Stark St			Portland		OR	97214	3,500 00	
03/25/2013	2246	BOB WOODRUFF FOUNDATION	PO Box 955			Bristow		VA	20136	100,000 00	300,000 00
04/19/2013	2247	GOSHEN HISTORIC TRACK	44 PARK PLACE			GOSHEN		NY	10924	11,523 00	
04/19/2013	2248	COLGATE UNIVERSITY	13 OAK DRIVE			HAMILTON		NY	13346	1,500 00	
04/19/2013	2249	EAGLE HILL SCHOOL	214 Main St			Southport		CT	06890	1,000 00	
04/19/2013	2250	HARVEY SCHOOL	260 JAY STREET			KATONAH		NY	10536	2,500 00	
04/19/2013	2251	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE			DELHI		NY	13753	5,000 00	
04/19/2013	2252	NEW ENGLAND COLLEGE	98 Bridge Street			Henniker		NH	03242	2,500 00	
04/19/2013	2253	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET			NEW YORK		NY	10038	1,000 00	
04/19/2013	2254	SKIDMORE COLLEGE	815 N Broadway			Saratoga Springs		NY	12866	1,500 00	
05/15/2013	2255	MEADOWCROFT MUSEUM OF RURAL LIFE	401 MEADOWCROFT RD			AVELLA		PA	15312	65,000 00	
06/26/2013	2256	BLAINE COUNTY RECREATION DISTRICT	1050 FOX ACRES RD			HALEY		ID	83333	50,000 00	100,000 00
06/26/2013	2257	BOWDOIN INTERNATIONAL MUSIC FESTIVAL	6300 COLLEGE STATION			BRUNSWICK		ME	04011-8463	40,000 00	160,000 00
06/26/2013	2258	BOYS CLUB OF NEW YORK	287 EAST 10th STREET			NEW YORK		NY	10009	80,000 00	
06/26/2013	2259	CADENCE THEATRE COMPANY	P O BOX 7119			RICHMAND		VA	23221	25,000 00	50,000 00
06/26/2013	2260	DARTMOUTH COLLEGE	DARTMOUTH COLLEGE			HANOVER		NH	03755-9000	25,000 00	54,000 00
06/26/2013	2261	FRESH AIR FUND	633 Third Avenue			New York		NY	10017	50,000 00	
06/26/2013	2262	GILLEN BREWER SCHOOL	410 EAST 920 STREET			NEW YORK		NY	10128	50,000 00	
06/26/2013	2263	HUMANUS DOCUMENTARY FILMS FDN	1165 BARMAN AVENUE			CULVER CITY		CA	90230	75,000 00	50,000 00
06/26/2013	2264	MONTFIORE MEDICAL CENTER	111 ESAT 210 STREET			BRONX		NY	10467-2490	100,000 00	
06/26/2013	2265	NATURE CONSERVANCY- EAST NY CHAPTER	EAST NY CHAPTER			MT KISCO		NY	10549	125,000 00	25,000 00
06/26/2013	2266	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET			NEW YORK		NY	10038	100,000 00	
06/26/2013	2267	PARK AVENUE ARMORY	643 Park Avenue			New York		NY	10065	15,000 00	
06/26/2013	2268	TETON VALLEY RANCH EDUCATION FDN	P O BOX 4915			JACKSON		WY	83001	75,000 00	75,000 00
06/26/2013	2269	TRUST FOR PUBLIC LAND	666 BROADWAY 9TH FL			NEW YORK		NY	10022	35,000 00	
06/26/2013	2270	WHITNEY MUSEUM OF AMERICAN ART	945 MADISON AVENUE			NEW YORK		NY	10021	100,000 00	300,000 00
06/26/2013	2271	WRITERS@HARRIMAN	Box 2525			Boise		ID	83701	15,000 00	
06/26/2013	2272	YALE UNIVERSITY	INTERNATIONAL & AREA STUDUES			NEW HAVEN		CT	06520-8206	200,000 00	200,000 00
06/26/2013	2273	AMERICAN MUSEUM of NATURAL HISTORY	Central Park West at 79th Street			New York		NY	10024-5192	150,000 00	
06/26/2013	2274	TRUSTEES OF COLUMBIA UNIV	HERBERT IRVING PAVILLION 310			NEW YORK		NY	10032	50,000 00	
06/26/2013	2275	HORIZONS NATIONAL	1 Park Street			Norwalk		CT	06851	25,000 00	25,000 00
06/26/2013	2276	LEARNING LAB, INC	308 East 36th St			Garden City		ID	83714	50,000 00	50,000 00
06/26/2013	2277	PRINCETON DAY SCHOOL	845 ALEXANDER ROAD			PRINCETON		NJ	08540	50,000 00	

GLADYS & ROLAND HARRIMAN FOUNDATION
Grants Paid

Date		Name		January through December 2013		Name City		State	Name Zip	Paid Amount	Future Amount
Date	Num	Name	Name Street1			Name City		State	Name Zip	Paid Amount	Future Amount
06/26/2013	2278	RENSSELAERVILLE INSTITUTE	2 Oakwood Pl			Delmar		NY	12054	200,000 00	400,000 00
06/26/2013	2279	SHELBURNE MUSEUM	PO Box 10			Shelburne		VT	05482	100,000 00	
06/26/2013	2280	WEILL MEDICAL COLLEGE OF CORNELL UNIVERSI	1300 YORK AVENUE			NEW YORK		NY	10065	250,000 00	
06/26/2013	2281	LYME ART ASSOCIATION	99 LYME STREET			OLD LYME		CT	06371	2,500 00	
06/26/2013	2282	BATES COLLEGE	2 Andrews Rd			Lewiston		ME	04240	10,000 00	
07/05/2013	2283	HOLDERNESS SCHOOL	CHAPEL LA PO BOX 1879			PLYMOUTH		NH	03264-1879	25,000 00	
07/05/2013	2284	VOLUNTEERS OF AMERICA OREGON	3910 SE Stark St			Portland		OR	97214	150,000 00	
07/09/2013	2285	LYMAN ALLYN ART MUSEUM	625 WILLIAM ST			NEW LONDON		CT	06320	5,000 00	
07/09/2013	2286	DARTMOUTH COLLEGE	DARTMOUTH COLLEGE			HANOVER		NH	03755-9000	2,000 00	
07/25/2013	2287	AMERICAN RED CROSS	430 17th STREET NW GL-31			WASHINGTON		DC	20006	400,000 00	
07/25/2013	2288	GOSHEN HISTORIC TRACK	44 PARK PLACE			GOSHEN		NY	10924	15,860 00	
08/06/2013	2289	OREGON PUBLIC BROADCASTING	7140 SW Macadam Ave			Portland		OR	97219	25,000 00	
08/06/2013	2290	DARTMOUTH COLLEGE	DARTMOUTH COLLEGE			HANOVER		NH	03755-9000	25,000 00	
10/18/2013	2291	EPISCOPAL CHURCH FOUNDATION	815 SECOND AVENUE			NEW YORK		NY	10017-4564	5,000 00	
10/23/2013	2292	GREATER NY COUNCILS BSA	350 FIFTH AVENUE			NEW YORK		NY	10118-0350	13,000 00	
10/23/2013	2293	GOSHEN HISTORIC TRACK	44 PARK PLACE			GOSHEN		NY	10924	52,157 00	
10/29/2013	2296	NATIONAL OUTDOOR LEADERSHIP SCHOOL	284 LINCOLN STREET			LANDER		WY	82520-2848	8,000 00	
10/31/2013	25R	AMERICAN RED CROSS	430 17th STREET NW GL-31			WASHINGTON		DC	20006	-5,500 00	
10/31/2013	26RR	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 49th STREET			NEW YORK		NY	10019	-42,000 00	
11/01/2013	2294	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 49th STREET			NEW YORK		NY	10019	42,000 00	
11/01/2013	2295	AMERICAN RED CROSS	430 17th STREET NW GL-31			WASHINGTON		DC	20006	5,500 00	
12/20/2013	2297	AMERICAN RED CROSS	430 17th STREET NW GL-31			WASHINGTON		DC	20006	300,000 00	
12/20/2013	2298	BOB WOODRUFF FOUNDATION	PO Box 955			Bristolw		VA	20136	25,000 00	
12/20/2013	2299	CLASSROOM INC	245 FIFTH AVENUE			NEW YORK		NY	10016	100,000 00	
12/20/2013	2300	EAST SIDE HOUSE SETTLEMENT	337 Alexander Avenue			Bronx		NY	10454	75,000 00	
12/20/2013	2301	HEARING HEALTH FOUNDATION	363SEVENTH AVENUE			NEW YORK		NY	10001	10,000 00	
12/20/2013	2302	HERMITAGE	335 NORTH FRANKLIN TPKE			HOHOKUS		NJ	07423	38,600 00	
12/20/2013	2303	LEARNING LAB, INC	308 East 36th St			Garden City		ID	83714	50,000 00	
12/20/2013	2304	MASSACHUSETTS GENERAL HOSPITAL	100 CAMBRIDGE ST, SUITE 1310			BOSTON		MA	02114	200,000 00	100,000 00
12/20/2013	2305	MUSEUM OF THE CITY OF NEW YORK	c/oChnshes			New York		NY	10020	10,000 00	
12/20/2013	2306	NEW ENGLAND VILLAGE INC	664 SCHOOL STREET			PEMBROKE		MA	02359	75,000 00	
12/20/2013	2307	PRINCETON HEALTHCARE SYSTEM FOUNDATION	ONE PLAINSBORO ROAD			PLAINSBORO		NJ	08540	200,000 00	300,000 00
12/20/2013	2308	ST MARKS SCHOOL	25 Marlborough Rd			Southborough		MA	01772	15,000 00	

GLADYS & ROLAND HARRIMAN FOUNDATION

Grants Paid

January through December 2013

Date	Num	Name	Name Street1	Name City	State	Name Zip	Paid Amount	Future Amount
12/20/2013	2309	WADSWORTH ATHENEUM MUSEUM OF ART	600 MAIN STREET	HARTFORD	CT	06103-2990	50,000 00	
12/20/2013	2310	WILDERNESS LAND TRUST	P O BOX 1420	CARBONDALE	CO	81623	270,000 00	
12/20/2013	2311	GILLEN BREWER SCHOOL	410 EAST 920 STREET	NEW YORK	NY	10128	50,000 00	
12/20/2013	2312	NATIONAL OUTDOOR LEADERSHIP SCHOOL	284 LINCOLN STREET	LANDER	WY	82520-2848	50,000 00	
12/20/2013	2313	NATURE CONSERVANCY- EAST NY CHAPTER	EAST NY CHAPTER	MT KISCO	NY	10549	100,000 00	
12/20/2013	2314	SHELburne MUSEUM	PO Box 10	Shelburne	VT	05482	100,000 00	
12/20/2013	2315	TRUSTEES OF COLUMBIA UNIV	HERBERT IRVING PAVILLION 310	NEW YORK	NY	10032	50,000 00	300,000 00
12/20/2013	2316	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 49th STREET	NEW YORK	NY	10019	250,000 00	
12/20/2013	2317	FRIENDS OF BASSETT HEALTHCARE NETWORK	One Atwell Road	COOPERSTOWN	NY	13326	75,000 00	
12/20/2013	2318	UNIVERSITY OF COLORADO FOUNDATION	CENTER OF THE AMERICAN WEST	Boulder	CO	80309-0282	25,000 00	
12/20/2013	2319	IDAHO SHAKESPEARE FESTIVAL	PO BOX 9365	BOISE	ID	83707	50,000 00	50,000 00
12/20/2013	2320	LEWIS & CLARK COLLEGE	0615 SW Palatine Hill Rd	Portland	OR	97219	75,000 00	75,000 00
12/20/2013	2321	NETWORK FOR TEACHING - NFTE	120 WALL STREET	NEW YORK	NY	10005	150,000 00	
12/20/2013	2322	AMERICAN ASSEMBLY	475 Riverside Dr	New York	NY	10115-0456	20,000 00	
12/20/2013	2323	MIDDLESEX SCHOOL	1400 LOWELL ROAD	CONCORD	MA	01742	113,400 00	229,026 00
12/20/2013	2324	NEW LONDON MARITIME SOCIETY, INC	150 Bank Street	New London	CT	06320	2,500 00	
12/20/2013	2325	PHILLIPS EXETER ACADEMY	20 Main Street	Andover	MA	03833	2,500 00	
		COBB SCHOOL, MONTESSORI	112 Sand Hill Rd	Simsbury	CT	06070		180,000 00
		FRIENDS OF THE UNION PACIFIC RR MUSEUM	RAIL ROAD MUSEUM	200 PEARL STREET	IA	51503		125,000 00
		LAURITZEN GARDENS	100 BANCROFT STREET	OMAHA	NB	68108		200,000 00
		MEMORIAL SLOAN-KETTERING CANCER CENTER	1275 First Ave	New York	NY	10021		500,000 00
		ORANGE REGIONAL MEDICAL CENTER	4 HARRIMAN DRIVE, MEDICAL ARTS #2	GOSHEN	NY	10924		500,000 00
		ST PAUL'S SCHOOL	325 Pleasant St	Concord	NH	03301		150,000 00

7,115,727.50

6,865,664.00

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

File a separate application for each return.
Information about Form 8868 and its instructions is at www.irs.gov/form8868

☒ X

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions.
File by the due date for filing your return. See instructions	GLADYS AND ROLAND HARRIMAN FOUNDATION
	Number, street, and room or suite no. If a P.O. box, see instructions.
	C/O BBH & CO, 140 BROADWAY-4TH FL.
	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)

04

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

BARBARA O'CONNELL

- The books are in the care of 140 BROADWAY - 16TH FL. - NEW YORK, NY 10005

Telephone No 212-493-8185

- 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

I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2014

is for the organization's return for.

☒ X calendar year 2013 or

☐ tax year beginning

- If the tax year entered in line 1 is for less than 12 months, check reason
- Initial return ☐
- Final return ☐

☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	218,110.
b	If this application is for Forms 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	58,110.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	160,000.

Caution If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.