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EXTENDED TO NOVEMBER 15, 2017 Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** 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.

OMB No 1545-0052

W	FOR C	alen	dar year 2016 or tax year beginning			, and ending				
2017	Nan	ne of	foundation				A Employer ident	ification number		
6	M	AR	W. HARRIMAN FO	INDATIO	N		23-7356000			
\bowtie			d street (or P O box number if mail is not o			Room/suite	B Telephone num			
\geq			BROWN BROTHERS		•		1 '	493-8185		
\geq			wn, state or province, country, and 2				1_			
, رسی، ا			BROADWAY, 4TH FL			ΛE	o if exemption applic	cation is pending, check here		
\$ \frac{1}{2} \fra							- - 	avestions about bors		
0 0 0 0 0	G C	песк	all that apply: Initial retu			rmer public charity	1. Foreign organ	nizations, check here		
· 절등 기술			Final retur		Amended return		2. Foreign organiz	ations meeting the 85% test, attach computation		
点さ			Address c		Name change		check here and	attach computation		
POSTUARK DATIE NOV	H C	٦.			empt private foundation			ation status was terminated		
'©⊋¹	<u></u>		ction 4947(a)(1) nonexempt charitab		Other taxable private founda		under section 5	07(b)(1)(A), check here		
			rket value of all assets at end of year	J Accounting		Accrual		n is in a 60-month termination		
			Part II, coi (c), line 16)	X 0t	her (specify) MODIFI	ED CASH	under section 5	07(b)(1)(B), check here		
					mn (d) must be on cash b	oasis)				
	Pa	rt I	Analysis of Revenue and Expense (The total of amounts in columns (b), (c), a	S and (d) may not	(a) Revenue and	(b) Net investment	(c) Adjusted i	for charitable purposes		
			necessarily equal the amounts in column	(a))	expenses per books	income		(cash basis only)		
		1	Contributions, gifts, grants, etc., rec				N/A			
		2	Check X if the foundation is not required	I to attach Sch B	·		<u> </u>			
~		3	Interest on savings and temporary cash investments				ļ			
345	200	4	Dividends and interest from securities	es i	558,015.	<u>558,015.</u>	· 	STATEMENT 1		
2	3	5a	Gross rents					RECEIVED		
~	7	b	Net rental income or (loss)							
6	ē ß		Net gain or (loss) from sale of assets not or		881,253.		18 1	0.000		
2) v	b	Gross sales price for all assets on line 6a 3,55	5 <u>,397.</u>	<u> </u>		1	OV Z U ZUIZ Z		
5	Revenue	7	Capital gain net income (from Part IV, line 2	2)		881,253.		SCOEN LIT		
	າ ີ່	8	Net short-term capital gain			······································		OGDEN, UT		
Π	ا	9	Income modifications Gross sales less returns		<u> </u>		ļ			
	2	10a	and allowances				<u> </u>			
•			Less Cost of goods sold							
e e	<i>))</i>))	j	Gross profit or (loss)		55.000	30 037	 			
0.		11	Other income		57,888.	38,237.		STATEMENT 2		
		12	Total Add lines 1 through 11		1,497,156.	1,477,505.	•	17 200		
		13	Compensation of officers, directors, truste	es, etc	17,290.	0.	-	17,290. 28,500.		
		14	Other employee salaries and wages		28,500. 11,316.	0.		11,316.		
	ses	15	Pension plans, employee benefits		11,316.	<u>U.</u>	•	11,310.		
	use		Legal fees	mvm 2	15 070		 	15,970.		
	ğ			TMT 3	15,970. 56,575.	0. 56,575.	-	15,970.		
	نن دە	ì		TMT 4	30,373.	30,373				
	Ę	17	Interest	TMT 5	27,836.	7,866.	 	319.		
	stra	18		IMT 5	47,030.	7,000.	· 	319•		
	Ë	19	Depreciation and depletion		7,255.	0.	 	7,255.		
	퉏	20	Occupancy Travel, conferences, and meetings		1,255.		· 	1,233.		
	and Administrative Expen	21	-		150.	0.	 	150.		
		22	Printing and publications	тмт б	101,997.	93,348		8,649.		
	Operating	23	Other expenses S' Total operating and administrative		101,337.	33,340	' 	0,043.		
	era	24	expenses Add lines 13 through 23		266,889.	157,789.	_[89,449.		
	ဝိ	25	Contributions, gifts, grants paid		1,377,500.	137,703.	'	1,377,500.		
		l .	Total expenses and disbursements	•	1,311,3000		1	1,5,7,7,500.		
		20	Add lines 24 and 25	•	1,644,389.	157,789.	.1	1,466,949.		
		27	Subtract line 26 from line 12:		1,044,000.	237,700		<u> </u>		
		ļ.		ournament-	<147,233.					
		ſ	Excess of revenue over expenses and dist Net investment income (if negative, e		7131,2000	1,319,716.				
			Adjusted net income (if negative, ente			-,,,,,	N/A			
			ages - ios ingging (ii neganro, onte							

P	art	Balance Sheets Attached schedules and amounts in the description	beginning of year	Eliu vi	
=		column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
- {	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	624,771.	822,542.	822,542.
Ì	3	Accounts receivable		{	
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
		Receivables due from officers, directors, trustees, and other			
	-	disqualified persons	}		
	7	Other notes and loans receivable			
	•	Less: allowance for doubtful accounts			
w	Ω	Inventories for sale or use			
Assets		Prepaid expenses and deferred charges			
As	9	Investments - U.S. and state government obligations			
	i	-	11,090,824.	9,756,911.	15,265,130.
		·	11,030,024.	9,130,911.	15,205,150.
		Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis		•	
		Less accumulated depreciation		C 01C	<u> </u>
		Investments - mortgage loans STMT 8	6,655.	6,016.	6,233.
	13	Investments - other STMT 9	13,547,919.	14,555,655.	14,758,128.
	14	Land, buildings, and equipment: basis			
		Less accumulated depreciation			
	1	Other assets (describe ► DUE FROM BROKER)	3,773.	734.	734.
	16	Total assets (to be completed by all filers - see the	05 050 040	05 141 050	22 252 565
_		instructions. Also, see page 1, item 1)	25,273,942.	25,141,858.	30,852,767.
	ì	Accounts payable and accrued expenses			
	18	Grants payable			
es	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
jab	21	Mortgages and other notes payable			
	22	Other liabilities (describe DUE TO FOUNDATION)	18,626.	33,775.	
_	23	Total liabilities (add lines 17 through 22)	18,626.	33,775.	
		Foundations that follow SFAS 117, check here			
"		and complete lines 24 through 26 and lines 30 and 31.			
ces	24	Unrestricted			
<u> a</u>	25	Temporarily restricted			
Ва	26	Permanently restricted			
Pur		Foundations that do not follow SFAS 117, check here			
Ę		and complete lines 27 through 31			
ō	27	Capital stock, trust principal, or current funds	23,912,864.	23,912,864.	
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets or Fund Balan	29	Retained earnings, accumulated income, endowment, or other funds	1,342,452.	1,195,219.	
ě	30	Total net assets or fund balances	25,255,316.	25,108,083.	
_	ĺ				
	31	Total liabilities and net assets/fund balances	25,273,942.	25,141,858.	
)	Analysis of Changes in Net Assets or Fund B	alances		
<u> </u>	an	Analysis of Changes in Net Assets or Fund B			
1	Tota	Il net assets or fund balances at beginning of year - Part II, column (a), line	30)	
	(mu	st agree with end-of-year figure reported on prior year's return)		1	25,255,316.
2	Ente	er amount from Part I, line 27a		2	<u><147,233.</u> >
3	Oth	er increases not included in line 2 (itemize)		3	0.
4	Add	lines 1, 2, and 3		4	25,108,083.
5	Dec	reases not included in line 2 (itemize)		5	0.
6	Tota	al net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	25,108,083.
_					Form 990-PF (2016)

Form 990-PF (2016) MAR Part IV Capital Gains	Y W. HARRIMAN and Losses for Tax	FOUNDATIO	ON		 	2	<u>3-735</u>	6000	Page 3
(a) List and desc	ribe the kind(s) of property so	ld (e.g., real estate,		(b) Hov	v acquired urchase	(c) Date a		(d) Date (mo., da	
2-story brick warehouse; or common stock, 200 shs. MLC Co.) D - Donation 1a							-3, 5,	(.,,,,,,
SEE ATTACHED	STATEMENT								
;	DITTIBLE								
!									
e								<u> </u>	
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis xpense of sale				ain or (loss (f) minus		
<u> </u>									
)	<u> </u>								
<u> </u>									
d e 3,555,397.			2,674,14	1				991	, 253
Complete only for assets shown	ng gain in column (h) and owr			* -		I) Gains (C	ol. (h) gain		, 433
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Ex	cess of col. (1) col. (j), if any			l. (k), but r	not less that (from col. (n -0-) or	
 1	 			_					
<u></u> b				$\neg \uparrow \neg$					
C									
d									
e								881	, 253
	∫ If gain, als	so enter in Part I, line	7						
Capital gain net income or (net c	apital loss) 👤 lf (loss), e	inter -0- in Part I, line	7	1 2	2			<u>881</u>	<u>, 253</u>
Net short-term capital gain or (Ic	ss) as defined in sections 122	2(5) and (6):							
If gain, also enter in Part I, line 8							/-		
If (loss), enter -0- in Part I, line 8	Jnder Section 4940(e	a) for Doduced	LToy on Not	Invos	tmont in		N/A	<u></u>	
									
For optional use by domestic priva	te foundations subject to the s	ection 4940(a) tax on	net investment in	come)					
section 4940(d)(2) applies, leave	this part blank.								
Vas the foundation liable for the se	otion 4042 toy on the distribut	able amount of any ve	nar in the hace ner	nod2				Γ Vας	X N
f "Yes," the foundation does not qui				100.					
Enter the appropriate amount in				ntries.			-		
(a)		b)		(c)			Distri	(d) bution ratio	
Base periód years Calendar year (or tax year beginn	1	ring distributions	Net value of no		ble-use assets	3	(col. (b) dr	bution ratio vided by col.	(c))
2015		,517,569.		31,8	319,08	1.		.0	4769
2014		,386,573.			301,682				4292
2013		,488,404.		29,8	311,94	5.		.0	4992
2012	1	,247,133.		27,	513,663	3.		.0	4532
2011	1	,278,327.		27,	247,389	9.		.0	<u>4691</u>
						1	į		
Total of line 1, column (d)						2		.2	<u> 3279</u>
Average distribution ratio for the	5-year base period - divide th	e total on line 2 by 5,	or by the number	of years	3	1	ĺ		
the foundation has been in exist	ence if less than 5 years					3	ļ	0	<u>4655</u>
Enter the net value of pencharite	this was assets for 2016 from	Dort V. Juno E				4	3	30,368	382
Enter the net value of noncharita	iule-use assets for 20 to from	rait A, illie 5				1	 	0,300	, , 0 2
Multiply line 4 by line 3						5]	1,413	,891
, manupiy mid 1 by mid b									
5 Enter 1% of net investment inco	me (1% of Part I, line 27b)					6	<u> </u>	13	,197
	,								
Add lines 5 and 6						7		1,427	,088
						1	1		0.40
Catan avalitions dist towns of t	m Dort VII. line 4					l o	1	1 // 6	U / U
· · · -						8	L	1,466	,945
Enter qualifying distributions from If line 8 is equal to or greater that See the Part VI instructions.		VI, line 1b, and comp	plete that part usin	ıg a 1%	tax rate.	8_	<u></u>	1,466	,949

623521 11-23-16

	990-PF (2016) MARY W. HARRIMAN FOUNDATION 23-7356 rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see	000 instru	ction	age 4
b	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) Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%		3,1	
	of Part I, line 27b All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
	Add lines 1 and 2	1	3,1	97.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	1	3,1	97.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016 6a 19,651.			
b	Exempt foreign organizations - tax withheld at source			
C	Tax paid with application for extension of time to file (Form 8868) 6c 3,000.			
d	Backup withholding erroneously withheld 6d 6			
	Total credits and payments. Add lines 6a through 6d	2	<u>2,6</u>	<u>51.</u>
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached			
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		9,4	
	Enter the amount of line 10 to be: Credited to 2017 estimated tax > 9,454. Refunded > 11			<u>0.</u>
	rt VII-A Statements Regarding Activities		37.	<u> </u>
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		Yes	
	any political campaign?	<u>1a</u>		X
þ	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		<u>X</u>
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or	1	Ì	
	distributed by the foundation in connection with the activities.	1	l	
	Did the foundation file Form 1120-POL for this year?	1c_		<u>X</u>
đ	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	1		
	(1) On the foundation. ► \$ 0 . (2) On foundation managers. ► \$ 0 .	1		
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			
_	managers. ► \$0.			17
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or			v
4-	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year? If "Yes," has it filed a tax return on Form 990-T for this year? N/A	48		
		4b 5		X
J	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	<u> </u>		43
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	}		
U	By language in the governing instrument, or		1	
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law	{	ĺ	
	remain in the governing instrument?	6	х	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
•	bill the learned territories of the control of the	- -	_==_	
	Enter the states to which the foundation reports or with which it is registered (see instructions)			
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)	1	Ì	l
	of each state as required by General Instruction G? If "No," attach explanation	86	X	<u> </u>
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	2.05	X (0040)
	F.	orm 99 9	ノーピト	(2016)

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Form 990-PF (2016) MARY W. HARRIMAN FOUNDATION
Part VII-A Statements Regarding Activities (continued)

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of		}	
section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<u> </u>	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 ► LOTUS WU Telephone no. ► (212) 4	<u>93-</u>	<u>818</u>	<u>2</u> _
Located at ► 140 BROADWAY, 16TH FL., NEW YORK, NY ZIP+4 ►10	005		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			لــا
and enter the amount of tax-exempt interest received or accrued during the year	N	/ <u>A</u>	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
securities, or other financial account in a foreign country?	16	<u> </u>	<u>X</u>
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the	l		
Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required	<u> </u>		L
	т	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 1a During the year did the foundation (either directly or indirectly):	 	163	140
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		}	1
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)		l	}
a disqualified person?		{	[
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			}
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			}
(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)?	1	Ì	}
(6) Agree to pay money or property to a government official? (Exception Check "No"	1		
if the foundation agreed to make a grant to or to employ the official for a period after	1	ĺ	1
termination of government service, if terminating within 90 days.)	}	[]
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	Ì		
section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b	1	
Organizations relying on a current notice regarding disaster assistance check here			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected		•	1
before the first day of the tax year beginning in 2016?	1c	<u> </u>	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning	1		}
before 2016? Yes X No	}		1
If "Yes," list the years ,,,,	1		
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	1		
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.	1	-	ł
P		}	1
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No	1		1
	1	}	1
b If "Yes," did it have excess business holdings in 2016 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	1		
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,	1		
Form 4720, to determine if the foundation had excess business holdings in 2016.) 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	1	1	†
had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X
F			

Form 990-PF (2016) MARY W. HARRIMAN FOUNDAT	ION		23-73560	000	Page 6
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be F	Required (continu	ıed)		
5a During the year did the foundation pay or incur any amount to:	10.157.339	[] ,,	[5 2]	- {	}
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			s X No	{	{
(2) Influence the outcome of any specific public election (see section 4955); or	r to carry on, directly or indire		s X No	}	ļ
any voter registration drive?	1		s X No	1	1
(3) Provide a grant to an individual for travel, study, or other similar purposes?		Te	8 LALINU		
(4) Provide a grant to an organization other than a charitable, etc., organization	i described in Section	▼ vo	s No		
4945(d)(4)(A)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary,	or aducational nurnosas, or f		8 140	}	}
the prevention of cruelty to children or animals?	or educational purposes, or i		s X No	1	Ì
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	er the excentions described :		3 (22) 110	1	1
section 53.4945 or in a current notice regarding disaster assistance (see instru	·	iii riogulations	1	5b X	1
Organizations relying on a current notice regarding disaster assistance check his				-	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		ined		1	}
	E STATEMENT 1		s 🔲 No		1
If "Yes," attach the statement required by Regulations section 53 4945	-				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to provide the foundation of the fo			ł		į
a personal benefit contract?	ouy promiumo on	☐ Ye	s X No	,	-
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	erennal henefit contract?	البيا	3 22 100	6b	x
If "Yes" to 6b. file Form 8870	Graonar Denemi Contract.		ţ	-	
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?		s X No	}	}
b If "Yes," did the foundation receive any proceeds or have any net income attribu		٠, ١٠٠	N/A	7b	+
Part VIII Information About Officers, Directors, Truste		nagers. Highly			
Paid Employees, and Contractors	500, 1 04114411011 1110				
1 List all officers, directors, trustees, foundation managers and their	compensation.				
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) E	xpense int, other
(a) Name and address	to position	(If not paid, enter -0-)	and deferred compensation	allo	vances
				}	
SEE STATEMENT 10		17,290.	1,842		0.
				1	
		<u> </u>			
		}		1	
	(<u> </u>	Ĺ	<u> </u>	
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to	т	
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) t	xpense int, other
	devoted to position	(C) Companiation	compensation		wances
NONE			{	1	
		ļ		 	
		{		1	
		<u> </u>		 	
			}	1	
	}	ļ		 	
			}		
		 	ļ	 	
		1		1	
	<u> </u>		٠	<u> </u>	
Total number of other employees paid over \$50,000				000 =	0
			Forr	n 990-P	r (2016)

Form 990-PF (2016) MARY W. HARRIMAN FOUNDATION	23-7356	000 Page 7
Part VIII Information About Officers, Directors, Trustees, Found Paid Employees, and Contractors (continued)	ation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	er "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BROWN BROTHERS HARRIMAN & CO	INVESTMENT ADVISORY	
140 BROADWAY, NEW YORK, NY 10005	& ACCOUNTING FEES	56,575.
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities	>	0
List the foundation's four largest direct charitable activities during the tax year. Include relevant stati number of organizations and other beneficiaries served, conferences convened, research papers pro-	stical information such as the oduced, 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 of	n lines 1 and 2.	Amount
1 N/A		
2		
All other program-related investments. See instructions. 3		
Total. Add lines 1 through 3	>	0.

Form **990-PF** (2016)

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	idations	s, see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	29,980,634.
	Average of monthly cash balances	1b	850,211.
C	Fair market value of all other assets	10	
d	Total (add lines 1a, b, and c)	1d	30,830,845.
е	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	30,830,845.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	462,463.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,368,382.
6_	Minimum investment return Enter 5% of line 5	6	1,518,419.
P	Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	id certair	1
1	Minimum investment return from Part X, line 6	1	1,518,419.
2a	Tax on investment income for 2016 from Part VI, line 5		
b	Income tax for 2016. (This does not include the tax from Part VI.)]	
С	Add lines 2a and 2b	2c	13,197.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,505,222.
4	Recoveries of amounts treated as qualifying distributions	4	<u> </u>
5	Add lines 3 and 4	5	1,505,222.
6	Deduction from distributable amount (see instructions)	6	<u> </u>
7_	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,505,222.
P	Part XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	1,466,949.
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:	1 1	
а	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	1,466,949.
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	13,197.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,453,752.
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation 4940(e) reduction of tax in those years.	qualifies	for the section

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,505,222.
2 Undistributed income, if any, as of the end of 2016				2700072224
a Enter amount for 2015 only			660,460.	
b Total for prior years:				
3 Excess distributions carryover, if any, to 2016:		0.		
a From 2011				
b From 2012				
c From 2013		į		
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from				
Part XII, line 4: ►\$ 1,466,949.	!			
a Applied to 2015, but not more than line 2a	,		660,460.	
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 2016 distributable amount				806,489.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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'	 	<u>-</u> -		
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		<u>~</u>		
amount - see instructions		0.		
e Undistributed income for 2015. Subtract line	 			
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2017		<u> </u>		698,733.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election				
may be required - see instructions)	<u>0.</u>			
8 Excess distributions carryover from 2011			{	
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017.			:	
Subtract lines 7 and 8 from line 6a	0.		ļ	
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015			1	
e Excess from 2016	L	L	<u> </u>	Form 990-PF (2016)

Form 990-PF (2016) MARY W. Part XIV Private Operating Form	HARRIMAN F		II.A guestion 9)		7356000 Page 10
			ii-A, question 9)	N/A	
1 a If the foundation has received a ruling of		, , -			
foundation, and the ruling is effective for		=		1040(1)(0)	4942(j)(5)
b Check box to indicate whether the found		ng roundation described	Prior 3 years	4942(j)(3) or	1 4942())(3)
2 a Enter the lesser of the adjusted net	Tax year (a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
income from Part I or the minimum	(4) 2010	(0)2013	(0) 2011	(0) 2010	10) 10.01
investment return from Part X for		}			
each year listed			 		
b 85% of line 2a			 		
c Qualifying distributions from Part XII,			}		
line 4 for each year listed		 	 	-}	
d Amounts included in line 2c not		}			
used directly for active conduct of exempt activities					
e Qualifying distributions made directly					
for active conduct of exempt activities.					
Subtract line 2d from line 2c Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income			 	 	
Part XV Supplementary Info			if the foundatio	n had \$5,000 or	more in assets
at any time during t		ructions.j			
1 Information Regarding Foundation	-				
a List any managers of the foundation wh year (but only if they have contributed r			ntributions received by th	ne foundation before the	close of any tax
NONE					
b List any managers of the foundation who other entity) of which the foundation has			(or an equally large por	tion of the ownership of	a partnership or
NONE	-				
2 Information Regarding Contribut			=		
Check here \(\sum_{\text{L}} \) if the foundation of the foundation makes gifts, grants, etc.			•	•	
a The name, address, and telephone num BARBARA O'CONNELL, 1 140 BROADWAY, NEW YO	40 BROADWA	7, 16TH FL,			
b The form in which applications should	be submitted and inform	ation and materials they			
TYPED ORGANIZATION F c Any submission deadlines: NONE	IISTORY AND	DETAILS OF	GRANT PURF	OSES.	
d Any restrictions or limitations on award NONE	ls, such as by geographic	cal areas, charitable field	s, kinds of institutions, o	r other factors:	

3 Grants and Contributions Paid During the Year or Approved for Future Payment							
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount			
Name and address (home or business)	or substantial contributor	recipient	3011.11.20.11.11	· · · · · · · · · · · · · · · · · · ·			
a Paid during the year							
SEE ATTACHED STATEMENT	NONE		GENERAL SUPPORT	1 377 500			
		- 501(C)(3)		1,377,500.			
Total	<u> </u>		▶ 3a	1 377 500.			
b Approved for future payment							
NONE							
Total			▶ 3b	0. Form 990-PF (2016)			
				Form 990-PF (2016)			

Form 990-PF (2016) MARY W. HARRII Part XVI-A Analysis of Income-Prod			,	23-7	356000 Page 12
Enter gross amounts unless otherwise indicated.		ousiness income	Excluded	by section 512, 513, or 514	(e)
and gross amounts amous such was maleated.	(a) Business	(b)	(C) Exclu-	(d)	Related or exempt
1 Program service revenue:	Business) code	Amount	sion	Amount	function income
a	1-000		 		
k	-		+	-	
·	-		1		
	- 		 		
•	- 		++-	+	
·	- -		}}	 	
g Fees and contracts from government agencies	- }		╂┈╌╁╌		
g Fees and contracts from government agencies 2 Membership dues and assessments	 	 	╁╌┼┈		
	 		 -		
3 Interest on savings and temporary cash			1 (
investments	}		14	558,015.	
4 Dividends and interest from securities	 		1 4	330,013.	
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			1 1		
property			01	30 227	
7 Other investment income			104	38,237.	
8 Gain or (loss) from sales of assets other			1 1 0	740 400	121 764
than inventory	 		18	749,489.	131,764
9 Net income or (loss) from special events			╁╌╌╁╶		
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:	ļ		1 1		
a OVERPAYMENT APPLIED TO	-		+ 21-		10 651
b ESTIMATED TAXES	-		01		19,651
C	-				
đ	-		++-		
e	_			- 1 - 24F - 741	161 416
12 Subtotal, Add columns (b), (d), and (e)	, ,	0	<u>, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>	1,345,741.	151,415
13 Total. Add line 12, columns (b), (d), and (e)				13	1,497,156
(See worksheet in line 13 instructions to verify calculations.	<u>) </u>				
Part XVI-B Relationship of Activities	s to the Accor	nplishment of E	xempt	Purposes	
	 	·	·		, , , , , , , , , , , , , , , , , , ,
Line No. Explain below how each activity for which in	icome is reported in	column (e) of Part XVI-	A contribut	ed importantly to the accom	plishment of
the foundation's exempt purposes (other th			72773	<u> </u>	
11A PRIOR YEAR OVERPAYMEN	T APPLIED	TO CURREN!	YEA	к	
				 	
					
					
					
					

		W. HARRIM					23-73!			ge 13
Part >	(VII Information Re Exempt Organ		sfers To a	and Trans	actions a	nd Relations	ships With Nonch	aritable	•	
1 Did	the organization directly or indi	rectly engage in any o	f the followin	ig with any oth	er organizatio	n described in sec	tion 501(c) of		Yes	No
the	Code (other than section 501(c)(3) organizations) or	in section 52	?7, relating to p	olitical organ	izations?		 		
a Tra	nsfers from the reporting found	ation to a noncharitab	le exempt or	ganization of:						1
(1)	Cash							1a(1)		<u>X</u>
(2)	Other assets							1a(2)		X
b Oth	er transactions:							1		ĺ
(1)	Sales of assets to a noncharita	ble exempt organizati	on					1b(1)		X
(2)	Purchases of assets from a no	ncharitable exempt oi	rganization					1b(2)		X
(3)	Rental of facilities, equipment,	or other assets						1b(3)		X
(4)	Reimbursement arrangements							15(4)		X
	Loans or loan guarantees							1b(5)		X
(6)	Performance of services or me	mbership or fundrais	ıng solicitatio	ons				15(6)		X
	ring of facilities, equipment, ma							1c	L	X
	e answer to any of the above is								ets,	
	ervices given by the reporting f				ır market valu	e in any transactio	n or sharing arrangement	, show in		
	umn (d) the value of the goods,					1 (1)				
(a) Line n	(b) Amount involved	(c) Name of		e exempt organ	nization	(0) Description	n of transfers, transactions, ar	nd sharing ar	rangeme	ents.
			N/A							
	+	 								
		ļ								
		 								
			-							
										
	 	 								
	 									
										
	 	<u> </u>		······						
							- 			
						T				
ın s	he foundation directly or indirect ection 501(c) of the Code (other es," complete the following sch	r than section 501(c)	•		xempt organi	zations described		Yes	X	No [
	(a) Name of or			(b) Type of	organization		(c) Description of relatio	nship		
	N/A			 						
				Ţ						
						<u> </u>				
Sign Here	Under penalties of perjury, I declare and belief, it is true, extrect, and co	mplete Declaration of pre					er has any knowledge	May the IRS return with the shown below Yes	e prepa (see in:	rer
	Print/Type preparer's n		Reparer's s			Date	Check If PTI	N		
		۵و	1	کے کے		1 .	self- employed			
Paid	KENNETH MO)V	Ris			11/8/17	i	01291	332	?
Prep			RS HAF	RRIMAN	& CO.	L.	Firm's EIN ► 13-			·

Phone no. 212-493-8000 Form **990-PF** (2016)

Use Only

Firm's address > 140 BROADWAY - 4TH FLOOR NEW YORK, NY 10005

Part IV Capital Gains and Los	ses for Tax on Investment Income				
	describe the kind(s) of property sol ck warehouse, or common stock, 2		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED ST	PATEMENT	-	P	VARIOUS	VARIOUS
b WLTH STR-CLARST	P		VARIOUS		
c WLTH STR-SELECT	P	VARIOUS	VARIOUS		
d WLTH STR-ALTARO	P	VARIOUS	VARIOUS		
e WLTH STR-BARES			P	VARIOUS	VARIOUS
f WLTH STR-BURGUN	NDY		P		VARIOUS
g WLTH STR-REMS			P		VARIOUS
h WLTH STR-BURGUN	NDY		P		VARIOUS
WLTH STR-SELECT		· · · · · · · · · · · · · · · · · · ·	P		VARIOUS
WLTH STR-ALTARO			P		VARIOUS
k WLTH STR-REMS	Zen Tindio		P		VARIOUS
WLTH STR-BARES			P	VARIOUS"	
m REAL ESTATE INC	COME ED T		P		VARIOUS
			<u>-</u> -	VARIOUS	VARIOUS
n CAPITAL GAINS I	TIVIDENDS			 	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		n) Gain or (loss) plus (f) minus (g)	
2,791,515.		2,534,553.			256,962.
5,894.					5,894.
C		14,340.			<14,340.
d		30,992.			<30,992.
e		22,670.			<22,670.
f		857.		· · · · · · · · · · · · · · · · · · ·	<857.
13,090.			·		13,090.
h		1,617.			<1,617.
1		3,134.			<3,134.
4,628.		3,131			4,628.
17,115.		 			17,115.
17,113.		65,981.			<65,981.
168,520.		 			168,520.
FF 4 66 F		 			554,635.
554,635.					334,033.
	g gain in column (h) and owned by	the foundation on 12/31/69		osses (from col. (h)	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (I) over col. (I), If any		of col. (h) gain ove not less than "-0-")	
a					256,962.
)			 		5,894.
3			 		<14,340.
i					<30,992.
					<22,670.
					<857.
1					13,090.
1					<1,617.
					<3,134.
					4,628.
(17,115.
			 		<65,981.
1					168,520.
1		 			554,635.
Capital gain net income or (net ca	pital loss) { If gain, also enter	er in Part I, line 7 -0-" in Part I, line 7	2		881,253.
If gain, also enter in Part I, line 8,	ss) as defined in sections 1222(5) a column (c).	and (6):			
If (loss), enter "-0-" in Part I, line 8	}		3	N/A	

FORM 990-PF	DIVIDENDS	AND INTEREST	FROM SECUR	ITIES ST	ATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BBH REAL ESTATE INCOME FD I	26,977.		26 077	26 077	
BBH REAL ESTATE	20,911.	0.	26,977.	26,977.	
INCOME FD I	2.	0.	2.	2.	
BBH REAL ESTATE			_ •		
INCOME FD II	2.	0.	2.	2.	
BBH REAL ESTATE	4.5.54.0	_	16 540		
INCOME FD II	46,519.	0.	46,519.	46,519.	
BROWN BROTHERS HARRIMAN & CO	78,935.	0.	78,935.	78,935.	
BROWN BROTHERS	10,555.	0.	10,555	70,555.	
HARRIMAN & CO	160,298.	0.	160,298.	160,298.	
BROWN BROTHERS	•		•	·	
HARRIMAN & CO	472.	0.	472.	472.	
BROWN BROTHERS				_	
HARRIMAN & CO	554,635.	554,635.	0.	0.	
WEALTH STRATEGIES	10 652	^	10 653	10 652	
- BARES WEALTH STRATEGIES	19,653.	0.	19,653.	19,653.	
- BARES	241.	0.	241.	241.	
WEALTH STRATEGIES	2,41.	•	222		
- BURGUNDY	33,062.	0.	33,062.	33,062.	
WEALTH STRATEGIES	•				
- BURGUNDY	345.	0.	345.	345.	
WEALTH STRATEGIES		_		4.0	
- CLARKSTON	12,729.	0.	12,729.	12,729.	
WEALTH STRATEGIES	214	0	211	314.	
- CLARKSTON WEALTH STRATEGIES	314.	0.	314.	214.	
- CREDIT PTNER III	75,441.	0.	75,441.	75,441.	
WEALTH STRATEGIES	,3,111		,	. • ,	
- CREDIT PTNER III	33,087.	0.	33,087.	33,087.	
WEALTH STRATEGIES	·				
- REMS	176.	0.	176.	176.	
WEALTH STRATEGIES		•	40 404	12 121	
- REMS	13,131.	0.	13,131.	13,131.	
WEALTH STRATEGIES - SELECT EQUITY	30,747.	0.	30,747.	30,747.	
WEALTH STRATEGIES	30,747.	0.	30,141.	30,7476	
- SELECT EQUITY	627.	0.	627.	627.	
WEALTH	04 7 .				
STRATEGIES-ALTAROC					
PTNERS	24,995.	0.	24,995.	24,995.	
WEALTH					
STRATEGIES-ALTAROC	252	0	262	262	
PTNERS	262.	0.	262.	262.	
TO PART I, LINE 4	1,112,650.	554,635.	558,015.	558,015.	
IO LUVI I' DING 4	1,112,000·	JJ4,0JJ.			

FORM 990-PF	OTHER :	INCOME		STATEMENT 2
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY INCOME OTHER INVESTMENT INCOME OVERPAYMENT APPLIED TO ESTIMATED		9,467. 28,770.	28,770.	
TAXES TOTAL TO FORM 990-PF, PART I,	LINE 11	19,651.	38,237.	
FORM 990-PF	ACCOUNT	ING FEES		STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
ACCOUNTING FEES AUDITING FEES TAX PREPARATION FEES	3,790 10,150 2,030	. 0	•	3,790. 10,150. 2,030.
TO FORM 990-PF, PG 1, LN 16B	15,970	. 0	•	15,970.
FORM 990-PF C	THER PROFE	SSIONAL FEES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
INVESTMENT ADVISORY FEES	56,575	. 56,575	•	0.
TO FORM 990-PF, PG 1, LN 16C	56,575	. 56,575	•	0.
=		= -=	= =======	

FORM 990-PF	TAX	ES		STATEMENT 5			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM				
PAYROLL TAX EXCISE TAX FOREIGN TAX	319. 19,651. 7,866.	0. 0. 7,866.		319. 0. 0.			
TO FORM 990-PF, PG 1, LN 18	27,836.	7,866.		319.			
FORM 990-PF	OTHER E	XPENSES		STATEMENT 6			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM				
ADMINISTRATIVE EXPENSES LIABILITY INSURANCE INTEREST EXPENSE PORTFOLIO DEDUCTIONS FILING FEES SUBSSCRIPTION	2,484. 4,415. 564. 92,784. 750. 1,000.	0. 0. 564. 92,784. 0.		2,484. 4,415. 0. 0. 750. 1,000.			
TO FORM 990-PF, PG 1, LN 23	101,997.	93,348.		8,649.			
FORM 990-PF	CORPORAT	E STOCK		STATEMENT 7			
DESCRIPTION		ВС	OOK VALUE	FAIR MARKET VALUE			
UNION PACIFIC CORP SEE ATTACHED STATEMENTS			7,714. 9,749,197.	3,628,800. 11,636,330.			
TOTAL TO FORM 990-PF, PART I	I, LINE 10B		9,756,911.	15,265,130.			

FORM 990-PF MOF	RTGAGE LOANS		STATEMENT 8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS	•	6,016.	6,233.
TOTAL TO FORM 990-PF, PART II, LINE	12	6,016.	6,233.
FORM 990-PF OTHER	RINVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH REAL ESTATE INC. FUND I	COST	508,099.	365,469.
BBH REAL ESTATE INC. FUND II	COST	962,692.	872,179.
BBH CAPITAL PARTNERS QP IV	COST	1,401,299.	1,618,520.
WEALTH STR. LLC-LBC CREDIT PTNERS	COST		
III		781,300.	792,424.
WEALTH STR REMS	COST	670,823.	690,874.
WEALTH STR. LLC BURGUNDY	COST	1,446,051.	1,383,137.
WEALTH STR. LLC ALTAROCK PTNERS	COST	1,476,624.	1,617,205.
WEALTH STR. LLC BARES	COST	2,401,803.	2,511,934.
WEALTH STR. LLC CLARKSTON CAP PTNERS	COST	864,121.	963,265.
WEALTH STR. LLC SELECT EQUITY	COST	2,758,706.	2,812,726.
WEALTH STR. OAKTREE OPP. SUB TR.	COST	43,310.	51,144.
WEALTH STR. HITCHWOOD SUB TR.	COST	1,000,000.	859,380.
WEALTH STR SANDTON CR SOLU SUB	COST	_, , ,	205,0000
TR		61,366.	61,367.
WEALTH STR CP PTNERS V-1 SUB TR	COST	179,461.	158,504.
TOTAL TO FORM 990-PF, PART II, LINE	13	14,555,655.	14,758,128.

	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS			STATEMENT 10	
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE	
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	17,290.	1,842.	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	17,290.	1,842.	0.	

23-7356000

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C

STATEMENT 11

GRANTEE'S NAME

CAMPFIRE FOUNDATION INC.

GRANTEE'S ADDRESS

P.O. BOX 6421 KETCHUM, ID 83340

GRANT AMOUNT DATE OF GRANT AMOUNT EXPENDED VERIFICATION DATE

7,500.

07/16/16

7,500.

10/31/17

PURPOSE OF GRANT

EDUCATION

DATES OF REPORTS BY GRANTEE

4/27/2017

RESULTS OF VERIFICATION

THE DATE AND RESULTS OF ANY VERIFICATION OF THE GRANTEE'S REPORTS UNDERTAKEN BY THE GRANTOR.

THE FOUNDATION HAD NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS RECEIVED, THEREFORE NO INDEPENDENT VERIFICATION IS REQUIRED TO BE UNDERTAKEN.