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Form **990-PF**

Department of the Treasury Internal Revenue Service

EXTENDED TO NOVEMBER 15, 2 Return of Private Foundation

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

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. MB No 1545-0052

For calendar year 2016 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 B Telephone number C/O BBH & CO, 140 BROADWAY-4TH FL. (212) 493-8185 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here NEW YORK, NY 10005 G Check all that apply: Initial return initial return of a former public charity D 1 Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change H Check type of organization: Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J | Accounting method; | Cash Accruat If the foundation is in a 60-month termination X Other (specify) MODIFIED CASH (from Part II, col (c), line 16) under section 507(b)(1)(B), check here 122,721,127. (Part I, column (d) must be on cash basis) ▶\$ Part I Analysis of Revenue and Expenses (c) Adjusted net (d) Disbursements for charitable purposes (a) Revenue and (b) Net investment (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) expenses per books income income (cash basis only) N/A Contributions, gifts, grants, etc., received Check X if the foundation is not required to attach Sch. B. Interest on savings and temporary cash investments 2,342,612. 2,342,612. 4 Dividends and interest from securities STATEMENT 5a Gross rents b Net rental income or (loss) 4,445,690. 6a Net gain or (loss) from sale of assets not on line 10 RECEIVED b Gross sales price for all 22, 462, 462. 4,445,690 7 Capital gain net income (from Part IV, line 2) NOV 2 0 2017 8 Net short-term capital gain 9 Income modifications OGDEN. UT 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) 113,241 STATEMENT 11 Other income 148,248 6,936,550. 6,901,543 12 Total Add lines 1 through 11 69,160. 69,160. 0. Compensation of officers, directors, trustees, etc 114,000. 114,000. 0. 14 Other employee salaries and wages 45,262. 45,262 0 . 15 Pension plans, employee benefits 16a Legal fees STMT 3 33,420 0. 33,420. **b** Accounting fees 399,588 399,588. STMT 4 0. c Other professional fees 2,257 2,257 0. and Administrative 17 Interest 39,983. 1,276. STMT 5 144,266 18 Taxes 19 Depreciation and depletion 29,019. 29,019 0 20 Occupancy 4,353 0. 4,353. 21 Travel, conferences, and meetings 150. 150. 0. 22 Printing and publications 364,905 14,339. STMT 6 379,244 23 Other expenses Operating 24 Total operating and administrative 1,220,719 806,733. 310,979. expenses Add lines 13 through 23 6,773,544 6,773,544. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements 7,994,263 7,084,523. 806,733 Add lines 24 and 25 27 Subtract line 26 from line 12: <1,057,713. 2 Excess of revenue over expenses and disbursements 6,094,810. b Net investment income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) 623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions

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	
	ar (column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	2,585.	8,894.	8,894.
i	2	Savings and temporary cash investments	1,647,441.	3,903,630.	3,903,630.
1		Accounts receivable			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
	•	Less' allowance for doubtful accounts			
	5	Grants receivable			
Í		Receivables due from officers, directors, trustees, and other			
	U	disqualified persons			
	7	Other notes and loans receivable			····
	′				
		Less: allowance for doubtful accounts			
Assets		Inventories for sale or use			
Ass		Prepaid expenses and deferred charges			
,		Investments - U.S. and state government obligations	46 410 070	24 515 251	F4 622 622
		Investments - corporate stock STMT 7	46,418,878.	34,715,271.	54,632,620.
		Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis	'		
		Less accumulated depreciation			
		Investments - mortgage loans			
	i	investments - other STMT 8	51,714,430.	62,339,186.	64,135,089.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation	_ 		
		Other assets (describe STATEMENT 9)	2,282,254.	40,894.	40,894.
	16	Total assets (to be completed by all filers - see the			
		instructions. Also, see page 1, item !)	102,065,588.	101,007,875.	122,721,127.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
es	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
iab	21	Mortgages and other notes payable			
_	22	Other liabilities (describe)	· · · · · · · · · · · · · · · · · · ·		
	23	Total liabilities (add lines 17 through 22)	0.	0.	
	}	Foundations that follow SFAS 117, check here			
	}	and complete lines 24 through 26 and lines 30 and 31			
ces	24	Unrestricted			
lan	25	Temporarily restricted	<u></u>		
Ва	26	Permanently restricted			
밀		Foundations that do not follow SFAS 117, check here			
Ĩ		and complete lines 27 through 31			
Assets or Fund Balan	27	Capital stock, trust principal, or current funds	90,563,278.	90,563,278.	
set	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
As	29	Retained earnings, accumulated income, endowment, or other funds	11,502,310.	10,444,597.	
Net	30	Total net assets or fund balances	102,065,588.	101,007,875.	
-					
	31	Total liabilities and net assets/fund balances	102,065,588.	101,007,875.	
		Analysis of Changes in Net Assets or Fund B			
L	art	Analysis of Changes in Net Assets of Fund B	alalices		
1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30		
		st agree with end-of-year figure reported on prior year's return)		1	102,065,588.
2		r amount from Part I, line 27a		2	<1,057,713.>
3		r increases not included in line 2 (itemize)		3	0.
4		lines 1, 2, and 3		4	101,007,875.
5		reases not included in line 2 (itemize)		5	0.
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	101,007,875.
<u>-</u>					Form 990-PF (2016)

GLADYS AND ROLAND HARRIMAN FOUNDATION

51-0193915

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		OLAND HARRIMA		MOI		5	<u>1-019</u>	3915	Page 3
		or Tax on Investment operty sold (e.g., real estate,		(b) How a	cquired	c) Date a	acquired	(d) Dat	e sold
		n stock, 200 shs. MLC Co.)		D - Puro D - Don	chase '	(mo., da		(mo., d	
1a									
b SEE ATTACHED	STATEMEN	TS							
<u>C</u>									
d									
e	 							<u> </u>	
(e) Gross sales price	(f) Depreciation (or allow		st or other basis expense of sale				ain or (loss) (f) minus (
	(01 011011	ubic) pida	CAPCITOC OF BAIL			(c) pido		(9)	
b									
C									
d									
e 22,462,462.		1	8,016,772	2.				4,445	,690.
Complete only for assets showin	g gain in column (h						ol. (h) gaın	minus	
(i) F.M.V as of 12/31/69	(j) Adjuste as of 12/		xcess of col (ı) r col. (ı), ıf any		col.	(k), but n Losses (not less that (from col. (n -0-) or (h))	
a									
b									
С				<u> </u>					
d									
e					т			4,445	<u>,690.</u>
2 Capital gain net income or (net ca	pital loss) {	f gain, also enter in Part I, line f (loss), enter -0- in Part I, line	: 7 : 7	} _2				4,445	,690.
3 Net short-term capital gain or (los	ss) as defined in sec	tions 1222(5) and (6):		_					
If gain, also enter in Part I, line 8,	column (c)						/-		
If (loss), enter -0- in Part I, line 8 Part V Qualification U	ndor Soction	4940(e) for Reduce	d Tay on Not I	J 3	nont Inc		N/A	<u> </u>	
					Hent inc	<u> </u>			
(For optional use by domestic private	e toundations subjec	of to the section 4940(a) tax o	n net investment inc	ome.)					
If section 4940(d)(2) applies, leave the	nis part blank.								
Was the foundation liable for the sec	tion 4942 tax on the	distributable amount of any	ear in the base nerio	nd?				Yes	X No
If "Yes," the foundation does not qual		• •	•						
1 Enter the appropriate amount in				tries.					
(a) Base period years		(b)		(c)			Distrit	(d) oution ratio	
Calendar year (or tax year beginni	ng in) Adjust	ed qualifying distributions	Net value of non				(col. (b) div	vided by col	. (c))
2015		7,499,267.			8,970				58315
2014		7,723,593			3,177				58334
2013		7,217,457			3,975				58681
2012		6,711,206.			11,944				58849
2011		6,359,336.	<u>, </u>	1 <u>4,3</u>	40,469	- 	<u> </u>		<u>56618</u>
2. Total of line 1. column (d)						2		2	90797
2 Total of line 1, column (d)3 Average distribution ratio for the	5-year hase period	divide the total on line 2 by F	or by the number of	of vears					<u> </u>
the foundation has been in existe			, or by the number of	or your o		3		. 0	58159
the regretation has been in exists	noo n rood man o ye							<u></u>	
4 Enter the net value of noncharitat	ole-use assets for 20)16 from Part X, line 5				4	12	0,866	,122.
		•							
5 Multiply line 4 by line 3						5		7,029	,453.
6 Enter 1% of net investment incom	ne (1% of Part I, line	e 27b)				6		60	,948.
									404
7 Add lines 5 and 6						7		7,090	,401.
	5							7 004	E 2 2
8 Enter qualifying distributions from				,		8	l	1,084	,523.
If line 8 is equal to or greater than See the Part VI instructions.	n line 7, check the b	ox in Part VI, line 1b, and com	plete that part using	a 1% tax	rate.				
823521 11-23-16								Form 990	- PF (2016
VEUVE 1 11-EU-10									,_0.0

	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 49		<u>51-0193</u> 948 - see i		ction	age 4
		340(e), 01 4	340 - 366 1	iistru	Clioi	15)
	Exempt operating foundations described in section 4940(d)(2), check here \(\bigcup_{\text{\tint{\tex{\tex	, [Í			
	Date of ruling or determination letter: (attach copy of letter if necessary-see instruction	ns)		10	1,8	0.6
	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	(1	1_4_	1,0	90.
	of Part I, line 27b	(1-)				
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col.	(D). J				Λ
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	1 2	1,8	0.
	Add lines 1 and 2 Subtitle A (magne) to use (degree to protein 4047(a) (1) truste and touch a foundations only. Others and a line in the control of the cont		3	14	1,0	0.
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	12	1,8	
	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5		1,0	<u> </u>
	Credits/Payments:	53,007.				
	2016 estimated tax payments and 2015 overpayment credited to 2016 Exempt foreign organizations - tax withheld at source 6b	33,007.	1			
		30,000.	}			
		30,000.				
			_	10	2 N	07
	Total credits and payments Add lines 6a through 6d Enter any penalty for underpayment of estimated tax. Check here		8		<u>3,0</u> 1,7	
	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		9		1 , <i>1</i>	04.
	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid				9,3	20
		Dafundad .	10		, 5	0.
	Enter the amount of line 10 to be: Credited to 2017 estimated tax Tt VII-A Statements Regarding Activities 59,329.	Ketungeg				<u> </u>
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it particip	nate or intervene	ın.		Yes	No
	any political campaign?	ate of filtervene		1a		X
	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions to	for the definition	12	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any m			10		
	distributed by the foundation in connection with the activities	ateriais publisi	160 01			i
	Did the foundation file Form 1120-POL for this year?			1c		X
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			10		
	(1) On the foundation. \$ \$ \$	0.				
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on f		•	'		
-	managers. > \$ 0.	ouridation				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		x
2	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, o	or			
Ü	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	moor por amorr,		3		_x_
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?		N/A	4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		,	5		Х
•	If "Yes," attach the statement required by General Instruction T					
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:					Ì
	By language in the governing instrument, or					
	 By state legislation that effectively amends the governing instrument so that no mandatory directions that conf 	lict with the state	e law			
	remain in the governing instrument?			6	X	1
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (i	c), and Part XV	/	7	Х	
•	, , , , , , , , , , , , , , , , , , , ,	• **				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)					
	NY				ļ	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or de	esignate)		Ì		
•	of each state as required by General Instruction G? If "No," attach explanation	- ,		8b	x	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 49	942(j)(5) for cale	endar			
-	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		X
			Fo	rm 99)-PF	(2016)

Yes No Section 512(b)(139) If Yes, 'and the loundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(139) If Yes, 'attention shedule (see instructions) 11		rt VII-A Statements Regarding Activities (continued)	913		Page 5
11. All any time during the year, dot the foundation, directly or indirectly, one a controlled entity within the meaning of section \$120/\$13 Year's catality should be extractiones) 12. Did the foundation make a distribution to a diron advesed fund over which the foundation or a disqualified person had advisory privilegos? 13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 14. The books are in care of ▶ LOTUS WU Losted at № 14.0 BROADWAY — 1.6TH FL., NEW YORK, NY Socious 347(4)(1) innoversing training form \$990.9Fm it like to Ferm \$1941 - Check there and either the annual of the example interest received or accound current the year and either the annual of the example interest received or accound current the year A Army time during believing the continual to the private of the second and the progression of the private of the second and the progression of the private of the second and the progression of the private of the second or accound turning the year 14. All the private is a second of the foundation of the private of the foundation of the foundation of the private of the foundation of the foundation of the foundation of the private of the foundation of the foundation of the foundation of the private of the foundation of the foundation of the foundation of the private of the foundation of the foundation of the private of the foundation of the private of the foundation of the foundation of the foundation of the foundation of		The Francisco Fragulating Additional Continued)	T —	Voc	No
section 512(b)(132)* If I'ves, attach schodule (see instructions) 2	11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of		162	INO
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disequalified person had advisory privileges? 17 Yes, "attent extinement (see instructions) 18 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 19 Website address № N/A 18 The blooks are in care of ▶ LOTUS WI 19 Located at ▶ 140 BROADMAY — 16TH FL., NEW YORK, NY 19 Located at ▶ 140 BROADMAY — 16TH FL., NEW YORK, NY 19 Located at ▶ 140 BROADMAY — 16TH FL., NEW YORK, NY 19 Located at ▶ 140 BROADMAY — 16TH FL., NEW YORK, NY 19 Located at ▶ 140 BROADMAY — 16TH FL., NEW YORK, NY 19 Located at ▶ 140 BROADMAY — 16TH FL., NEW YORK, NY 19 Located at ▶ 140 BROADMAY — 16TH FL., NEW YORK, NY 19 Located at ▶ 140 BROADMAY — 16TH FL., NEW YORK, NY 19 Located at № 140 BROADMAY — 16TH FL., NEW YORK, NY 19 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 19 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 20 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 21 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 22 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 24 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 25 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 26 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 27 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 28 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 29 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 20 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 20 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 20 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 20 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 20 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 21 Located at ₱ 140 BROADMAY — 16TH FL., NEW YORK, NY 22 Located at Place Advisory — 16 Located At Place	• •	·	11		Y
If Yes, attach statement, see instructions) If the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address > N/A If The books are in case of > LOTUS WU Located at > 14.0 BROADWAY - 16TH FL., NEW YORK, NY See the more more to fave exemption interest received or accreated uring the year and either the amount of fave exemption interest received or accreated during the year and either the amount of fave exemption interest received or accreated during the year and either the morn of fave exemption interest received or accreated during they are 15. N/A 16. At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or or herefrinancial account in a foreign contently? See the instructions for exceptions and filling requirements for FWCEN Form 114. If Yes, either the name of the foreign country? Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required File Form 4720 if any trem is checked in the "Yes" column, unless an exception applies. File Form 4720 if any trem is checked in the "Yes" column, unless an exception applies. File Form 4720 if any trem is checked in the "Yes" column, unless an exception applies. File Form 4720 if any trem is checked in the "Yes" column, unless an exception applies. File Form 4720 if any trem is checked in the "Yes" column, unless an exception applies. File Form 4720 if any trem is checked in the "Yes" column, unless an exception applies. File Form 4720 if any trem is checked in the "Yes" column, unless an exception applies. File Form 4720 if any trem is checked in the "Yes" column, unless an exception applies. File Form 4720 if any trem is checked in the "Yes" column, unless an exception applies. File Form 4720 if any trem is checked in the "Yes" column, unless an exception applies. File Form 4720 if any trem is checked in the "Yes" column, unless any checked in the second in the second in the second in th	12	• • • • • • • • • • • • • • • • • • • •	—		
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 14 The books are in care of ▶ LOTUS MU Locard at ▶ 140 BROADWAY — 16TH FL., NEW YORK, NY 15 Section 4947(91) nonexempt interest received or accused during the year and enter the amount of tax-exempt interest received or accused during the year 16 At any time discription plantering year (0.5), did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 S X See the instructions for exceptions and thing requirements for FinCEN Form 114, it if Yes, "enter the name of the foreign country. ▶ 17 Part VIII—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. 10 During the year of the financial (either directly or indirectly): 10 Fings in the safe or exchange, in lessing of property with a disqualitied person? 10 Fings in the safe or exchange, in lessing of property with a disqualitied person? 10 Fings in the safe or exchange, in lessing of property with a disqualitied person? 10 Fings in the safe or exchange, in lessing of property with a disqualitied person? 10 Fings in the safe or exchange, in lessing of property with a disqualitied person? 11 Fings in the safe or exchange, in lessing of property with a disqualitied person? 12 Fings in the safe or exchange, in lessing of property with a disqualitied person? 13 Financiar any income or assets to a disqualitied person (or make any of either available or the benefit or so an incomplete person (or make any of either available or the person or assets to a disqualided person (or make any of either available or the person or property to a government official (Exception Check No. 15 Financiar any income or assets to a disqualided person (or make any of either available or the person of the person to the person (or make any of either available or the	-		12		x
Website address ► N/A If The books are in care of ► LOUIS WIJ Located at ► 140 BROADWAY - 16TH FL., NEW YORK, NY 15 Section 4947(a)(1) nonexempt characteristic users into permit with the provision of the permit with th	13			Х	
Located at № 140 BROADWAY - 16TH FL. NEW YORK, NY Section 497(4)(1) monement charables trusts tileng form 990-67 in the or fearn 401 - Check here and enter the amount of tax-exempt micrest received or accrued during the year 16. At any time during calendary year 2016, did the foundation have an interest in or a signalure or other authority over a bank, securines, or forth financial account in a foreign country? See the instructions for exceptions and fitting requirements for FnGEN Form 114. If "Yes," enter the name of the foreign country. ▶ Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required File Form 4720 in any item is checked in the "Yes" column, unless an exception applies. 12 During the year did the foundation (either directly or indirectly); (1) Engage in the safe or exchange, or leasing of property with a disqualified person? 2 Yes X No 12 During the year did the foundation (either directly or indirectly); (2) Brown whomely from, leid monely to, or otherwise extend credit to (or accept if from) a disqualified person? 3 Furnish poods, services, or fiscillities to (or accept them from) a disqualified person? 4 Yes X No 4 Pay compensation to, or pay or reimburse the expenses of, a disqualified person? 4 Yes X No 4 Pay compensation to, or pay or reimburse the expenses of, a disqualified person? 5 Fart and the expense of a disqualified person? 6 Agree to pay money or property to a government official? (Exception Check No. 6 If the foundation agreed to make a grain to or to employ the official for expense and after termination of quorenment service, it fermination within 90 days.) 1 If any any service "No. 10 to employ the official for exceptions described in Regulations section 53-494 (10)-3 or in a current notice regarding disaster assistance check here 2 Did the foundation engage in a prior year in any of the acts described in 1a, other than exception dacts, their were not corrected before the first day year 5 year before the third of the foundation ha					
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18 At any time during calendar year 2016, 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? Part VIII-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. 1a During the year od the foundation (either directly or indirectly): 1b Gnager in the Sale or exchange, or lessing of property with a disqualified person? 2b Borrow money from, lend money to, or otherwise extend credit to (or accept in from) a disqualified person? Yes X No 2a Firmshi goods, services, or facilities to (or accept them from) a disqualified person? 3a Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No 4a Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No 5a Firmshi goods, services, or facilities to (or accept them from) a disqualified person? Yes X No 6a Gree 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, it terminating within 90 days.) Yes X No b I day markers it "Yes" to 14(1)-6(i) did any of the acts fall to qualify under the exceptions described in Regulations section 33.494 ((d)-30 in a ourrent notice regarding disaster assistance (see instructions)? N/A b Uray markers it "Yes" to 14(1)-6(i)-6 did any of the acts fall to qualify under the exceptions described in Regulations section 34.941 ((d)-30 in a pourrent notice regarding disaster assistance (see instructions)? N/A b Uray marker it "Yes" to 14(1)-6 (i)-6 did not of the acts fall or qualify under the exceptions described in Regulations section 34.941 ((d)-30 in a pourrent notice regarding disaster assistance (see instructions)? c Did the foundation engage in a prior year in any of the acts dis	15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		>	
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(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.) 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 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 2016? 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 Af the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If 'Yes,' list the years sisted 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.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Ago Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? All the end of tax year 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(a)(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)	}	}
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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 before the first day of the tax year beginning in 2016? 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 Ât the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If 'Yes,' list the years Yes No If 'Yes,' list the 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.) C If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No 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 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 2016) N/A 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 2016?	b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	-	{	
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statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.					
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			2b		
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	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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 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 2016) N/A 1b Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2016? 4b X				-	
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 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 2016) N/A Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2016? 4b X	38	ı Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time	1		:
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 2016) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4b 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 2016? 4b X		during the year?		1	1
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Form 4720, to determine if the foundation had excess business holdings in 2016) N/A Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2016? N/A 4a X			}		ļ
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 2016? 4b X		/_	_		ļ
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 2016? 4b X				ļ	177
had not been removed from jeopardy before the first day of the tax year beginning in 2016?			4a	 -	X
	t	·	1		
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Part VII-B Statements Regarding Activities for Which F			1939 194)	12	Page 6
5a During the year did the foundation pay or incur any amount to:	om we way bo	ioquii ou (commi	100)		Τ—
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	4945(e))?	Ye	s X No	ł	1
(2) Influence the outcome of any specific public election (see section 4955); or	` ''				1
any voter registration drive?	to daily dill, dillocky of money		s X No		1
(3) Provide a grant to an individual for travel, study, or other similar purposes)		s X No		
(4) Provide a grant to an organization other than a charitable, etc., organization					[
4945(d)(4)(A)? (see instructions)		X Ye	s 🔲 No		[
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f			-	ļ
the prevention of cruelty to children or animals?	, ,		s 🗓 No	1	1
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	er the exceptions described i	n Regulations			1
section 53.4945 or in a current notice regarding disaster assistance (see instru			} .	5b X	<u> </u>
Organizations relying on a current notice regarding disaster assistance check hi	ere		▶□		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr	om the tax because it maintai	ned	ļ		1
expenditure responsibility for the grant?	E STATEMENT 1	1 X Ye	s No	- }	
If "Yes," attach the statement required by Regulations section 53 4945	5-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	pay premiums on		1	-	{
a personal benefit contract?		Ye	s X No	i	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?			6b	X
If "Yes" to 6b, file Form 8870			_		1
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?	Ye	s X No		ļ
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b	
Part VIII Information About Officers, Directors, Trusto	es, Foundation Ma	nagers, Highly	<i>(</i>		
Paid Employees, and Contractors					
List all officers, directors, trustees, foundation managers and their		(c) Compensation	(d) Contributions to	(a) E)	
(a) Name and address	(b) Title, and average hours per week devoted	(If not paid,	(d) Contributions to employee benefit plans and deferred	accour	other
(-)	to position	enter-0-)	compensation	allow	ances
		60 160	7 004	}	^
SEE STATEMENT 10		69,160.	7,804.		0.
	l			İ	
		ļ		<u> </u>	
		ļ		}	
	······································		<u>' </u>		
		1		1	
				Ì	
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none,	enter "NONE."		 	
	(b) Title, and average		(d) Contributions to employee benefit plans and deferred	(e) E	хрепѕе
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	and deferred compensation	accour	nt, other vances
NONE				ļ	_
))	
		1		Ţ	
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		1			
		<u> </u>		<u> </u>	
				1	
Total number of other employees paid over \$50,000					0
			Form	990-P	F (2016)

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Part VIII Information About Officers, Directors, Trustees, Foundat Paid Employees, and Contractors (continued)	ion Managers, Hi	ghly	
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 o	f service	(c) Compensation
BROWN BROTHERS HARRIMAN & CO	INVESTMENT	ADVISOR	
140 BROADWAY, NEW YORK, NY 10005	FEE		399,588.
	_		
	 		
	-		
	 		
			<u>-</u>
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 statistic	eal information such as th		
number of organizations and other beneficiaries served, conferences convened, research papers produ	ced, 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 li	nes 1 and 2.		Amount
1 <u>N/A</u>			
2			
All other program-related investments. See instructions.			
3			
Total. Add lines 1 through 3	 _	<u> </u>	0.
		Fo	rm 990-PF (2016)

Р	Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndation	s, 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	118,090,300. 4,616,423.
b	Average of monthly cash balances	1b	4,616,423.
C	Fair market value of all other assets	10	
d	Total (add lines 1a, b, and c)	1d	122,706,723.
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_	122,706,723.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,840,601.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	120,866,122.
6	Minimum investment return Enter 5% of line 5	6	6,043,306.
P	Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations at	nd certai	n
_	foreign organizations check here and do not complete this part.)	Г. Т	C 043 30C
1	Minimum investment return from Part X, line 6	1	6,043,306.
2a	· · · · · · · · · · · · · · · · · · ·	{ [
Þ	,	{	101 006
C		2c	121,896.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3_	5,921,410.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,921,410.
6	Deduction from distributable amount (see instructions)	6	0.
<u>7_</u>	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,921,410.
F	Part XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а		1a	7,084,523.
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:		
а	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	7,084,523.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
•	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	7,084,523.
•	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	qualifies	

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4940(e) reduction of tax in those years.

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				5,921,410.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:			``	<u> </u>
, and the proof of		0.		
3 Excess distributions carryover, if any, to 2016.				
a From 2011 881,659.			}	
b From 2012 1,125,231.	,			
c From 2013 1,361,042.				
d From 2014 1,305,060.	Ì			
e From 2015 1,280,206.				}
f Total of lines 3a through e	5,953,198.			
4 Qualifying distributions for 2016 from				
Part XII, line 4: \triangleright \$ 7,084,523.				
a Applied to 2015, 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 2016 distributable amount			ļ	5,921,410.
e Remaining amount distributed out of corpus	1,163,113.		ļ	
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	7,116,311.	n		
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.	j	
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			ļ	0.
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)	0.		<u> </u>	
8 Excess distributions carryover from 2011				ļ
not applied on line 5 or line 7	881,659.		<u> </u>	
9 Excess distributions carryover to 2017				1
Subtract lines 7 and 8 from line 6a	6,234,652.		<u> </u>	
10 Analysis of line 9:				
a Excess from 2012 1,125,231.				
b Excess from 2013 1,361,042.			}	1
c Excess from 2014 1,305,060.	•			
d Excess from 2015 1, 280, 206.				}
e Excess from 2016 1,163,113.			<u> </u>	Form 990-PF (2016)

Part XIV Private Operating Fo		HARRIMAN FO			.93915 Page 10			
			-A, question 9)	N/A				
1 a If the foundation has received a ruling or		. , ,						
foundation, and the ruling is effective for	•	· ·		14042(1)(2) or 114	942(1)(5)			
b Check box to indicate whether the found		ing roundation described t	Prior 3 years	4942(j)(3) or4	942())(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	(2) 2010	(6) 2013	(0) 2014	(0) 2010	10,10101			
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	<u></u>	 						
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)								
b "Endowment" alternative test - enter 2/3 of minimum investment return			j					
shown in Part X, line 6 for each year								
listed	L	<u> </u>	 		 			
c "Support" alternative test - enter:								
(1) Total support other than gross								
investment income (interest, dividends, rents, payments on	ł							
securities loans (section		}	}		1			
512(a)(5)), or royalties)			ļ					
(2) Support from general public and 5 or more exempt			I					
organizations as provided in		1		1				
section 4942(j)(3)(B)(iii)	ļ	 	ļ	 	 			
(3) Largest amount of support from				1				
an exempt organization	 	 			<u> </u>			
(4) Gross investment income	(01	-4-44	if the formulation	- h - d &E 000 - v -				
Part XV Supplementary Info			ii the loundation	n nau \$5,000 or n	iore in assets			
		iruotions.)						
1 Information Regarding Foundation		- th 00/ - f th - total game		a foundation before the al	and of any toy			
a List any managers of the foundation where year (but only if they have contributed representation).			indutions received by th	ie fourtdation before the ci	use of any lax			
, , ,	11010 than \$6,000/. (600	000.00.007(0)(2)						
NONE b List any managers of the foundation wh	no own 10% or more of	the stock of a corporation	(or an equally large port	tion of the ownership of a	nartnerehin or			
other entity) of which the foundation ha			to an equally large port	aon or are ownership of a	paranoranip ui			
NONE	g 							
	uon Crant Gift Loo	Scholarship etc. D						
2 Information Regarding Contribut Check here ► if the foundation of		· ·	_	not accept unsolicited rec	wests for funds. If			
the foundation makes gifts, grants, etc.								
a The name, address, and telephone num								
a The name, address, and telephone ham	but of a mail address of	tale person to whom appr	iodiono sinosia de dadi	00000.				
SEE STATEMENT 12	SEE STATEMENT 12							
b The form in which applications should l	oe submitted and inform	ation and materials they s	hould include;					
c Any submission deadlines:								
4 Annual value of the state of	lo quab ao bu accara-b	anl areas, obsertable fields	kinds of institutions of	r other factors:				
d Any restrictions or limitations on award	s, such as by geographi	cai ai eas, chai hable helds	, หมานจ บา เมริมเนิมบับรี, ปี	OUTCE TAULUIS				

GLADYS AND ROLAND HARRIMAN FOUNDATION

≥ 3b

Total

Form 990-PF (2016)

Part XV Supplementary Information (continued)

Part XVI-A Analysis of Income-Producing Activities

nter gross amounts unless otherwise indicated.	Unrelated business income			ed by section 512, 513, or 514	(e)			
	Business	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income			
1 Program service revenue	code		code					
ab	\\-		++					
			+					
d	Y I		1					
e			+-+					
f			1-1					
g Fees and contracts from government agencies			1					
2 Membership dues and assessments			1					
Interest on savings and temporary cash								
investments								
4 Dividends and interest from securities			14	2,342,612.				
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				į				
7 Other investment income			01	113,241.				
8 Gain or (loss) from sales of assets other								
than inventory	1		14	745,881.	3,699,809.			
9 Net income or (loss) from special events								
O Gross profit or (loss) from sales of inventory								
1 Other revenue.			T - T					
a PRIOR YEAR OVERPAYMENT			01		35,007.			
b			11					
c	l l							
d	1 1							
e		 						
2 Subtotal. Add columns (b), (d), and (e)		0	<u>. </u>	3,201,734.	3,734,816.			
3 Total Add line 12, columns (b), (d), and (e)	13 6,936,550							
See worksheet in line 13 instructions to verify calculations.)				 				
Part XVI-B Relationship of Activities	to the Acco	mplishment of E	xempt	Purposes				
Line No Explain below how each activity for which inc			A contribi	uted importantly to the accomp	olishment of			
the foundation's exempt purposes (other than								
11A PRIOR YEAR TAX OVERPAY	MENT API	PLIED TO NE	XT YI	EAR				
								
								
								
								
1								

Form 990-PF (2016) Part XVII In GLADYS AND ROLAND HARRIMAN FOUNDATION Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			owing with any other organization		* * Tes No
		. , -	n 527, relating to political organiz	ations?	1 1 1
a Transf	ers from the reporting founda	ation to a noncharitable exemp	it organization of;		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
(1) Ca	ash				1a(1) X
(2) 01	ther assets				1a(2) X
b Other t	transactions:				
(1) Sa	ales of assets to a noncharitat	ole exempt organization			1b(1) X
(2) Pi	urchases of assets from a nor	ncharitable exempt organizatio	on		1b(2) X
(3) R	ental of facilities, equipment, o	or other assets			1b(3) X
(4) R	eimbursement arrangements				1b(4) X
(5) Lo	oans or loan guarantees				1b(5) X
		mbership or fundraising solic	itations		1b(6) X
• •		iling lists, other assets, or paid			1c X
	=			ays show the fair market value of th	ne goods, other assets.
	•		, ,	in any transaction or sharing arrar	-
		other assets, or services recei		,	5
(a)Line no	(b) Amount involved		table exempt organization	(d) Description of transfers, transa	actions, and sharing arrangements
(-,		N/		(-,	
			A	 	
		 		 	
					
				 	
		 		 	
				 	
				L	
					
		Ĺ		<u> </u>	
				<u> </u>	
				<u> </u>	
		T		T	
				 	
2a Is the	foundation directly or indirect	tly affiliated with, or related to	, one or more tax-exempt organiz	ations described	
		r than section 501(c)(3)) or in			Yes X No
	s," complete the following sch		. 550.1011 021		
0 11 10.	(a) Name of org		(b) Type of organization	(c) Description (of relationship
	N/A		(с) туро от отданием	(-) (-)	
					
					
					
		that I have a second the salves of	al dispersion of the second se	statements, and to the best of my knowle	dag
١,				ation of which preparer has any knowledge	
Sign	100	-0 1	110/20/17		shown below (see instr)?
Here	2 more	Jamy J.		V TREBEBLINE	X Yes No
	Signature of officer or trustee		Date	Title	
	Print/Type preparer's na	ame Propert	er's signature		IF PTIN
			127	10(26/17 self-employed	i i
Paid	KENNETH MC	Y Y		• 1	P01291332
Prepar	er Firm's name ► BRC	WN BROTHERS H	ARRIMAN & CO.	Firm's EIN	13-4973745
Use Or	nly∤			\	
	Firm's address ▶ 14	0 BROADWAY -	4TH FL		
		EW YORK, NY 10	0005	Phone no.	212-493-8000
					Form 990-PF (2016)

Tapital dame and added to	747 011 111 00 111 011 111 00 1110			
(a) List and describ 2-story brick ware	P - Purchase	(c) Date acquired (d) Date sold (mo., day, yr.)		
1a SEE ATTACHED STATE	D - Donation P	VARIOUS VARIOUS		
b SEE ATTACHED STATE			P	VARIOUS VARIOUS
© SEE ATTACHED STATE			P	VARIOUS VARIOUS
d BBH ALTAROCK PARTY			P	VARIOUS VARIOUS
e BBH BARES	IDIO		P	VARIOUS VARIOUS
f BBH BURGUNDY EMERO	TNG MKT		P	VARIOUS VARIOUS
g BBH CLARKSTON			P	VARIOUS VARIOUS
h BBH REMS GROUP			P	VARIOUS VARIOUS
BBH SELECT EQUITY			P	VARIOUS VARIOUS
YORK INVESTMENT LT	rD		P	VARIOUS VARIOUS
k BBH REAL ESTATE IN			P	VARIOUS VARIOUS
I SEE ATTACHED STATI	EMENT		P	VARIOUS VARIOUS
m BBH ALTAROCK PTNEI	₹S		P	VARIOUS VARIOUS
n BBH BARES			P	VARIOUS VARIOUS
0 BBH BURGUNDY EMERO	JING MKT		P	VARIOUS VARIOUS
(e) Gross sales price	i) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		ı) Gaın or (loss) plus (f) mınus (g)
a 14,281,562.		15,123,060.		<841,498.>
b 1,522,426.		48,028.		1,474,398.
c 2,841,356.		2,099,437.		741,919.
d		122,689.		<122,689.>
е		95,215.		<95,215.>
f		3,412.		<u> </u>
g 6,103.				6,103.
h 52,361.				52,361.
1		56,292.		<u><56,292.</u> >
		23,720.		<23,720.>
k 674,080.				674,080.
185,962.		142,046.		43,916.
m 16,677.		277 110		16,677.
<u>n</u>		277,118. 6,468.		<277,118.> <6,468.>
Complete only for assets showing gain	in column (h) and owned by		/I) 1 o	sses (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. (j), if any	Gains (excess	of col. (h) gain over col. (k), not less than "-0-")
a				<841,498.>
b				1,474,398.
С			 	741,919.
d				<122,689.>
e				<u> </u>
f				<3,412.>
g				6,103.
h				52,361.
				<56,292.>
				<23,720.>
<u>k</u>				674,080.
				43,916. 16,677.
m		 		<277,118.>
<u>n</u>				<6,468.>
0		L		\0, ₹00.
2 Capital gain net income or (net capital lo	ss) { If gain, also enter solutions), enter solutions	r in Part I, line 7)-" in Part I, line 7	2	
3 Net short-term capital gain or (loss) as of figain, also enter in Part I, line 8, column if (loss), enter "-0-" in Part I, line 8		nd (6):	3	

- - ---

	describe the kind(s) of property solo ck warehouse; or common stock, 20		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a BBH CLARKSTON			P	VARIOUS	VARIOUS
b BBH REMS GROUP			P		VARIOUS
c BBH SELECT EQUI	ΓͲV		P		VARIOUS
d CLASS ACTION SH		ng	P		VARIOUS
e BBH CAPITAL PARTNERS III			P		VARIOUS
CAPITAL GAINS I			- 	VIIICIOOD	VIMILOGO
g	<u> </u>				
<u> </u>				 	
1				<u> </u>	
-!		 		 	
 k					
i					
m					
				 	
n					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h)) Gain or (loss) Nus (f) minus (g)	<u> </u>
17 472	(or anomable)	pide expense or date	(0)		17 472
a 17,473. b 68,459.		 			17,473. 68,459.
		10 207			
1 106		19,287.			<19,287.> 1,196.
d 1,196. e 2,048,926.					
					048,926. 745,881.
					745,001.
9					
<u>h</u>					
		 			
<u>k</u>					
<u>m</u>					
n					
Complete only for assets showin	ig gain in column (h) and owned by	the foundation on 12/31/69	(1) 1 0	sees (from col. (h)	<u> </u>
Complete only for assets showing			Gains (excess	sses (from col. (h) of col. (h) gain ove) er col. (k).
(ı) 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	but i	not less than "-0-")	
a		-			17,473.
b					68,459.
С		 			<19,287.
d		 			1,196.
e		 		2	048,926.
f		 			745,881.
g		 			
h	<u> </u>		·		
1		 			
		 			
<u>k</u>		 			
		 			
m		 			
n		 			
0					
2 Capital gain net income or (net ca		r in Part I, line 7 0-" in Part I, line 7	2	4	445,690.
3 Net short-term capital gain or (los if gain, also enter in Part I, line 8, if (loss), enter "-0-" in Part I, line 8	column (c).	nd (6):	3	N/A	

FORM 990-PF	DIVIDENDS	AND INTEREST	FROM SECUR	ITIES ST	PATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	
BROWN BROTHERS HARRIMAN & CO BROWN BROTHERS	565,210.	0.	565,210.	565,210.	
HARRIMAN & CO	354,864.	0.	354,864.	354,864.	
BROWN BROTHERS HARRIMAN & CO BROWN BROTHERS	291,177.	0.	291,177.	291,177.	
HARRIMAN & CO	745,881.	745,881.	0.	0.	
REAL ESTATE INCOME I	107,909.	0.	107,909.	107,909.	
REAL ESTATE INCOME	7,859.	0.	7,859.	7,859.	
REAL ESTATE INCOME	116,300.	0.	116,300.	116,300.	
WEALTH STR. LLC ALTAROCK PTNERS WEALTH STR. LLC	98,678.	0.	98,678.	98,678.	
BARES WEALTH STR. LLC	82,544.	0.	82,544.	82,544.	
BURGUNDY WEALTH STR. LLC	131,051.	0.	131,051.	131,051.	
CLARKSTON PTNERS WEALTH STR. LLC CR	50,916.	0.	50,916.	50,916.	
PTNER III	110,292.	0.	110,292.	110,292.	
WEALTH STR. LLC CR PTNER III	251,469.	0.	251,469.	251,469.	
WEALTH STR. LLC REMS	52,523.	0.	52,523.	52,523.	
WEALTH STR. LLC SELECT EQUITY	121,820.	0.	121,820.	121,820.	
TO PART I, LINE 4	3,088,493.	745,881.			

FORM 990-PF	OTHER	INCOME		STATEMENT	2
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTEI NET INCOM	
WEALTH STR. LLC BURGUNDY EMER MKT PRIOR YEAR OVERPAYMENT	.GING	113,241. 35,007.	113,241.		
TOTAL TO FORM 990-PF, PART I,	LINE 11 =	148,248.	113,241.	,	
FORM 990-PF	ACCOUNT	ING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITAI PURPOSI	
ACCOUNTING FEES AUDITING FEES	18,300 15,120			18,30 15,1	
TO FORM 990-PF, PG 1, LN 16B	33,420	. 0	·	33,4	20.
FORM 990-PF C	THER PROFE	SSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME			
INVESTMENT ADVISORY FEES	399,588	. 399,588	•		0.
TO FORM 990-PF, PG 1, LN 16C	399,588	. 399,588	•		0.

FORM 990-PF	TAX	ES		STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM			
FEDERAL EXCISE TAX FOREIGN TAXES PAID PAYROLL TAXES	103,007. 39,983. 1,276.	39,983. 0.		0. 0. 1,276.		
TO FORM 990-PF, PG 1, LN 18	144,266.	39,983.		1,276.		
FORM 990-PF	OTHER EXPENSES			STATEMENT 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM			
ADMINISTRATIVE EXPENSES PORTFOLIO DEDUCTIONS FROM PASS-THROUGH ENTITIES D&O LIABILITY INSURANCE FILING FEES	6,808. 364,905. 6,031. 1,500.	0. 364,905. 0.		6,808. 0. 6,031. 1,500.		
TO FORM 990-PF, PG 1, LN 23	379,244.	364,905.		14,339.		
FORM 990-PF	CORPORAT	E STOCK		STATEMENT 7		
DESCRIPTION		во	OOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED STATEMENT SEE ATTACHED STATEMENT UNION PACIFIC CORP			11,802,816. 22,448,186. 464,269.	17,172,824. 22,426,196. 15,033,600.		
TOTAL TO FORM 990-PF, PART I		34,715,271. 54,632,				

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	1
				_
BBH REAL ESTATE INCOME FD I	COST	2,032,395.	1,461,88	
BBH REAL ESTATE INCOME FD II	COST	2,406,736.	2,180,44	
BBH CAPITAL PARTNERS QP IV	COST	3,113,999.	3,533,78	
BBH REMS	COST	2,683,293.	2,763,49	
BBH LBC CREDIT PARTNERS III	COST	2,604,330.	2,641,41	
BBH SELECT EQUITY	COST	14,826,792.	15,039,07	
BBH BARES	COST	12,587,575.	13,050,12	
BBH BURGUNDY	COST	5,723,596.	5,471,26	
BBH ALTAROCK	COST	5,919,032.	6,461,64	
BBH CLARKSTON	COST	4,456,493.	4,853,06	
BBH OAKTREE OPP. SUB-TR.	COST	144,368.	170,48	
BBH HITCHWOOD CAP SUB-TR.	COST	5,000,000.	4,296,90	
BBH CAPITAL PARTNERS V-1	COST	717,844.	634,01	
BBH CAPITAL PARTNERS III	COST	0.	1,454,76	
BBH SANDTON CREDIT SOLUTIONS IV	J COST	122,733.	122,73	33.
TOTAL TO FORM 990-PF, PART II,	LINE 13	62,339,186.	64,135,08	9.
FORM 990-PF	OTHER ASSETS		STATEMENT	<u> </u>
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	ŗ
DVII IDOV DOIDIDATOV	22 527	40.004	40.00	
DUE FROM FOUNDATION DUE FROM BROKER	23,527. 2,258,727.	40,894. 0.	40,89	0
TO FORM 990-PF, PART II, LINE 1	15 2,282,254.	40,894.	40,89	94

	FOUNDATION MANA			
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE
ELBRIDGE T. GERRY, JR C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	PRESIDENT/DIRE	CTOR 0.	0.	0.
THOMAS F. DIXON C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	CHAIRMAN/DIREC		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	69,160.	7,804.	0.
HILLARY A. DIXON C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
MARJORIE NORTHROP FRIEDMAN C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005		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	VP/DIRECTOR 1.00	0.	0.	0.
WILLIAM B. TYREE C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
ADAM H. DIXON 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	69,160.	7,804.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10

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

3,750. 01/27/16

4,500.

10/23/17

PURPOSE OF GRANT

EDUCATION

DATES OF REPORTS BY GRANTEE

01/31/2017

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, THERFORE NO INDEPENDENT VERIFICATION IS REQUIRED TO BE UNDERTAKEN.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BARBARA O'CONNELL 140 BROADWAY, 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.