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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation
GLADYS AND ROLAND HARRIMAN FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
C/O BBH & CO, 140 BROADWAY-4TH FL.

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10005

A Employer identification number
51-0193915

B Telephone number
(212) 493-8185

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 122,721,127. (Part I, column (d) must be on cash basis)

J Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) **MODIFIED CASH**

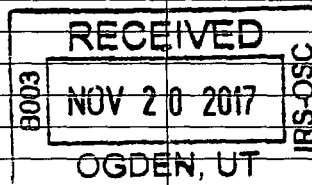
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2,342,612.	2,342,612.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,445,690.			
b Gross sales price for all assets on line 6a		22,462,462.			
7 Capital gain net income (from Part IV, line 2)			4,445,690.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		148,248.	113,241.		STATEMENT 2
12 Total Add lines 1 through 11		6,936,550.	6,901,543.		
13 Compensation of officers, directors, trustees, etc		69,160.	0.		69,160.
14 Other employee salaries and wages		114,000.	0.		114,000.
15 Pension plans, employee benefits		45,262.	0.		45,262.
16a Legal fees					
b Accounting fees STMT 3		33,420.	0.		33,420.
c Other professional fees STMT 4		399,588.	399,588.		0.
17 Interest		2,257.	2,257.		0.
18 Taxes STMT 5		144,266.	39,983.		1,276.
19 Depreciation and depletion					
20 Occupancy		29,019.	0.		29,019.
21 Travel, conferences, and meetings		4,353.	0.		4,353.
22 Printing and publications		150.	0.		150.
23 Other expenses STMT 6		379,244.	364,905.		14,339.
24 Total operating and administrative expenses Add lines 13 through 23		1,220,719.	806,733.		310,979.
25 Contributions, gifts, grants paid		6,773,544.			6,773,544.
26 Total expenses and disbursements Add lines 24 and 25		7,994,263.	806,733.		7,084,523.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,057,713.>			
b Net investment income (if negative, enter -0-)			6,094,810.		
c Adjusted net income (if negative, enter -0-)				N/A	

9-23

17

POSTMARK DATE, NOV 15 2017

SCANNED NOV 21 2017



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	2,585.	8,894.	8,894.	
	2 Savings and temporary cash investments	1,647,441.	3,903,630.	3,903,630.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 7	46,418,878.	34,715,271.	54,632,620.	
	c Investments - corporate bonds				
		11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 8		51,714,430.	62,339,186.	64,135,089.	
14 Land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
15 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 I)		102,065,588.	101,007,875.	122,721,127.	
Liabilities		17 Accounts payable and accrued expenses			
		18 Grants payable			
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	90,563,278.	90,563,278.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	11,502,310.	10,444,597.		
	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.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	102,065,588.
2 Enter amount from Part I, line 27a	2	<1,057,713.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	101,007,875.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	101,007,875.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 22,462,462.		18,016,772.	4,445,690.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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		
a				
b				
c				
d				
e			4,445,690.	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 4,445,690.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	7,499,267.	128,598,970.	.058315
2014	7,723,593.	132,403,177.	.058334
2013	7,217,457.	122,993,975.	.058681
2012	6,711,206.	114,041,944.	.058849
2011	6,359,336.	112,320,469.	.056618

2 Total of line 1, column (d)	2 .290797
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3 .058159
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4 120,866,122.
5 Multiply line 4 by line 3	5 7,029,453.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 60,948.
7 Add lines 5 and 6	7 7,090,401.
8 Enter qualifying distributions from Part XII, line 4	8 7,084,523.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a** Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b**c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).**2** Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**5** Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments:**a** 2016 estimated tax payments and 2015 overpayment credited to 2016**b** Exempt foreign organizations - tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**7** Total credits and payments Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax. Check here ☒ 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**11** Enter the amount of line 10 to be: Credited to 2017 estimated tax

59,329. Refunded

Part VII-A Statements Regarding Activities**1a** During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.**2** Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes**4a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?**b** If "Yes," has it filed a tax return on Form 990-T for this year?**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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**8a** Enter the states to which the foundation reports or with which it is registered (see instructions)

NY

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation**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**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► N/A		
14 The books are in care of ► LOTUS WU Telephone no. ► 212-493-8182		
Located at ► 140 BROADWAY - 16TH FL., NEW YORK, NY		ZIP+4 ► 10005
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15 N/A	
16 At any time during calendar year 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?		X
See the instructions for exceptions and filing requirements for FinCEN 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 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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 before 2016?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	► , , ,	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2016)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☒ Yes ☐ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

☒

Organizations relying on a current notice regarding disaster assistance check here

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

SEE STATEMENT 11

☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		69,160.	7,804.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BROWN BROTHERS HARRIMAN & CO 140 BROADWAY, NEW YORK, NY 10005	INVESTMENT ADVISOR FEE	399,588.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2016)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	118,090,300.
b	Average of monthly cash balances	1b	4,616,423.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	122,706,723.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	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.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	6,043,306.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	121,896.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	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.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,921,410.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	7,084,523.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,084,523.
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 for the section 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:		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.			
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: ▶ \$	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				5,921,410.
e Remaining amount distributed out of corpus	1,163,113.			
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.	7,116,311.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				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.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	881,659.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	6,234,652.			
10 Analysis of line 9:				
a Excess from 2012	1,125,231.			
b Excess from 2013	1,361,042.			
c Excess from 2014	1,305,060.			
d Excess from 2015	1,280,206.			
e Excess from 2016	1,163,113.			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	6,773,544.
Total				6,773,544.
b Approved for future payment				
SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	7,055,586.
Total				7,055,586.

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes |
|---|--------------|-----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | |
| (2) Other assets | 1a(2) | |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| (4) Reimbursement arrangements | 1b(4) | |
| (5) Loans or loan guarantees | 1b(5) | |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

10/26/17
Date

PRESIDENT

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

KENNETH MOY

~~Preparer's signature~~

Date _____

10/26/17

Check ☐ if self-employed

PTIN

P01291332

Firm's name ► BROWN BROTHERS HARRIMAN & CO.

Firm's EIN ► 13-4973745

Firm's address ► 140 BROADWAY - 4TH FL
NEW YORK, NY 10005

Phone no. 212-493-8000

Form 990-PF (2016)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
d	BBH ALTAROCK PARTNERS	P	VARIOUS	VARIOUS
e	BBH BARES	P	VARIOUS	VARIOUS
f	BBH BURGUNDY EMERGING MKT	P	VARIOUS	VARIOUS
g	BBH CLARKSTON	P	VARIOUS	VARIOUS
h	BBH REMS GROUP	P	VARIOUS	VARIOUS
i	BBH SELECT EQUITY	P	VARIOUS	VARIOUS
j	YORK INVESTMENT LTD	P	VARIOUS	VARIOUS
k	BBH REAL ESTATE INC. FD I	P	VARIOUS	VARIOUS
l	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
m	BBH ALTAROCK PTNERS	P	VARIOUS	VARIOUS
n	BBH BARES	P	VARIOUS	VARIOUS
o	BBH BURGUNDY EMERGING MKT	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	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.>
e		95,215.	<95,215.>
f		3,412.	<3,412.>
g	6,103.		6,103.
h	52,361.		52,361.
i		56,292.	<56,292.>
j		23,720.	<23,720.>
k	674,080.		674,080.
l	185,962.	142,046.	43,916.
m	16,677.		16,677.
n		277,118.	<277,118.>
o		6,468.	<6,468.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<841,498.>
b			1,474,398.
c			741,919.
d			<122,689.>
e			<95,215.>
f			<3,412.>
g			6,103.
h			52,361.
i			<56,292.>
j			<23,720.>
k			674,080.
l			43,916.
m			16,677.
n			<277,118.>
o			<6,468.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BBH CLARKSTON	P	VARIOUS	VARIOUS
b	BBH REMS GROUP	P	VARIOUS	VARIOUS
c	BBH SELECT EQUITY	P	VARIOUS	VARIOUS
d	CLASS ACTION SETTLEMENT PROCEEDS	P	VARIOUS	VARIOUS
e	BBH CAPITAL PARTNERS III	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 17,473.			17,473.
b 68,459.			68,459.
c		19,287.	<19,287.>
d 1,196.			1,196.
e 2,048,926.			2,048,926.
f 745,881.			745,881.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			17,473.
b			68,459.
c			<19,287.>
d			1,196.
e			2,048,926.
f			745,881.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,445,690.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BROWN BROTHERS HARRIMAN & CO	565,210.	0.	565,210.	565,210.	
BROWN BROTHERS HARRIMAN & CO	354,864.	0.	354,864.	354,864.	
BROWN BROTHERS HARRIMAN & CO	291,177.	0.	291,177.	291,177.	
BROWN BROTHERS HARRIMAN & CO	745,881.	745,881.	0.	0.	
REAL ESTATE INCOME I	107,909.	0.	107,909.	107,909.	
REAL ESTATE INCOME I	7,859.	0.	7,859.	7,859.	
REAL ESTATE INCOME II	116,300.	0.	116,300.	116,300.	
WEALTH STR. LLC ALTAROCK PTNERS	98,678.	0.	98,678.	98,678.	
WEALTH STR. LLC BARES	82,544.	0.	82,544.	82,544.	
WEALTH STR. LLC BURGUNDY	131,051.	0.	131,051.	131,051.	
WEALTH STR. LLC CLARKSTON PTNERS	50,916.	0.	50,916.	50,916.	
WEALTH STR. LLC CR 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.	2,342,612.	2,342,612.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
WEALTH STR. LLC BURGUNDY EMERGING MKT	113,241.	113,241.		
PRIOR YEAR OVERPAYMENT	35,007.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	148,248.	113,241.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	18,300.	0.		18,300.
AUDITING FEES	15,120.	0.		15,120.
TO FORM 990-PF, PG 1, LN 16B	33,420.	0.		33,420.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	399,588.	399,588.		0.
TO FORM 990-PF, PG 1, LN 16C	399,588.	399,588.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	103,007.	0.		0.	
FOREIGN TAXES PAID	39,983.	39,983.		0.	
PAYROLL TAXES	1,276.	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 INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE EXPENSES	6,808.	0.		6,808.	
PORTFOLIO DEDUCTIONS FROM PASS-THROUGH ENTITIES	364,905.	364,905.		0.	
D&O LIABILITY INSURANCE	6,031.	0.		6,031.	
FILING FEES	1,500.	0.		1,500.	
TO FORM 990-PF, PG 1, LN 23	379,244.	364,905.		14,339.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED STATEMENT	11,802,816.	17,172,824.		
SEE ATTACHED STATEMENT	22,448,186.	22,426,196.		
UNION PACIFIC CORP	464,269.	15,033,600.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	34,715,271.	54,632,620.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH REAL ESTATE INCOME FD I	COST	2,032,395.	1,461,882.
BBH REAL ESTATE INCOME FD II	COST	2,406,736.	2,180,447.
BBH CAPITAL PARTNERS QP IV	COST	3,113,999.	3,533,787.
BBH REMS	COST	2,683,293.	2,763,497.
BBH LBC CREDIT PARTNERS III	COST	2,604,330.	2,641,412.
BBH SELECT EQUITY	COST	14,826,792.	15,039,072.
BBH BARES	COST	12,587,575.	13,050,123.
BBH BURGUNDY	COST	5,723,596.	5,471,267.
BBH ALTAROCK	COST	5,919,032.	6,461,641.
BBH CLARKSTON	COST	4,456,493.	4,853,061.
BBH OAKTREE OPP. SUB-TR.	COST	144,368.	170,480.
BBH HITCHWOOD CAP SUB-TR.	COST	5,000,000.	4,296,900.
BBH CAPITAL PARTNERS V-1	COST	717,844.	634,018.
BBH CAPITAL PARTNERS III	COST	0.	1,454,769.
BBH SANDTON CREDIT SOLUTIONS IV	COST	122,733.	122,733.
TOTAL TO FORM 990-PF, PART II, LINE 13		62,339,186.	64,135,089.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM FOUNDATION	23,527.	40,894.	40,894.
DUE FROM BROKER	2,258,727.	0.	0.
TO FORM 990-PF, PART II, LINE 15	2,282,254.	40,894.	40,894.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELBRIDGE T. GERRY, JR C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
THOMAS F. DIXON C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	CHAIRMAN/DIRECTOR 1.00	0.	0.	0.
ANNA T. KORNICZKY C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	TREASURER 1.00	0.	0.	0.
BARBARA O'CONNELL C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	SECRETARY 35.00	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	DIRECTOR 1.00	0.	0.	0.
WILHELM E. NORTHROP C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
ANTHONY T. ENDERS C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
ELBRIDGE T. GERRY III C/O 140 BROADWAY - 16TH FL. NEW YORK, NY 10005	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

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 11

GRANTEE'S NAME

CAMPFIRE FOUNDATION INC.

GRANTEE'S ADDRESSP.O. BOX 6421
KETCHUM, ID 83340GRANT AMOUNT

3,750.

DATE OF GRANT

01/27/16

AMOUNT EXPENDED

4,500.

VERIFICATION DATE

10/23/17

PURPOSE OF GRANT

EDUCATION

DATES OF REPORTS BY GRANTEE

01/31/2017

RESULTS OF VERIFICATIONTHE 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.

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.