

EXTENDED TO NOVEMBER 15, 2019

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.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0052

2018

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

A Employer identification number

MARY W. HARRIMAN FOUNDATION

23-7356000

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

Room/suite

C/O BROWN BROTHERS HARRIMAN & CO

B Telephone number

(212) 493-8185

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

140 BROADWAY, 4TH FL. NEW YORK, NY 10005

C If exemption application is pending, check here ☐ b

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method: ☐ Cash ☐ Accrual☒ Other (specify) MODIFIED CASHF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

► \$ 33,836,825. (Part I, column (d) must be on cash basis.)

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)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	591,796.	591,796.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,359,628.			
	b Gross sales price for all assets on line 6a	4,861,940.			
	7 Capital gain net income (from Part IV, line 2)		2,359,628.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	34,253.	9,142.		STATEMENT 2
	12 Total Add lines 1 through 11	2,985,677.	2,960,566.		
	13 Compensation of officers, directors, trustees, etc	18,050.	0.		18,050.
	14 Other employee salaries and wages	29,735.	0.		29,735.
	15 Pension plans, employee benefits	8,699.	0.		8,699.
	16a Legal fees				
b Accounting fees	16,490.	0.		16,490.	
c Other professional fees	79,780.	79,780.		0.	
17 Interest					
18 Taxes	143,331.	21,296.		3,924.	
19 Depreciation and depletion					
20 Occupancy	7,255.	0.		7,255.	
21 Travel, conferences, and meetings					
22 Printing and publications	160.	0.		160.	
23 Other expenses	130,495.	124,015.		6,480.	
24 Total operating and administrative expenses Add lines 13 through 23	433,995.	225,091.		90,793.	
25 Contributions, gifts, grants paid	1,603,000.			1,603,000.	
26 Total expenses and disbursements. Add lines 24 and 25	2,036,995.	225,091.		1,693,793.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	948,682.				
b Net investment income (if negative, enter -0-)		2,735,475.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	Savings and temporary cash investments	2,608,644.	2,090,537.	2,090,537.
	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	8,201,280.	9,726,197.	13,688,888.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans STMT 8	5,322.	4,306.	4,342.
	13	Investments - other STMT 9	15,990,171.	15,941,158.	18,050,654.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶ DUE FROM BROKER)	25,801.	2,404.	2,404.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	26,831,218.	27,764,602.	33,836,825.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ DUE TO FOUNDATION)	32,390.	17,092.	
	23	Total liabilities (add lines 17 through 22)	32,390.	17,092.	
		Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	23,912,864.	23,912,864.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,885,964.	3,834,646.	
	30	Total net assets or fund balances	26,798,828.	27,747,510.	
	31	Total liabilities and net assets/fund balances	26,831,218.	27,764,602.	

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	26,798,828.
2	Enter amount from Part I, line 27a	2	948,682.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	27,747,510.
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	27,747,510.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,861,940.		2,502,312.	2,359,628.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,359,628.

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	2,359,628.
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 doesn't 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))
2017	1,499,805.	32,732,909.	.045819
2016	1,453,752.	30,368,382.	.047871
2015	1,517,569.	31,819,084.	.047694
2014	1,386,573.	32,301,681.	.042926
2013	1,488,404.	29,811,945.	.049926

2 Total of line 1, column (d)	2	.234236
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.046847
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	35,168,365.
5 Multiply line 4 by line 3	5	1,647,532.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,355.
7 Add lines 5 and 6	7	1,674,887.
8 Enter qualifying distributions from Part XII, line 4	8	1,693,793.

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		1	27,355.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	27,355.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	27,355.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	53,111.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	63,111.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	35,756.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ☒ 35,756. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☒ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
13	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 2018, 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?

	Yes	No
16		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.

- 1a During the year, did the foundation (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No
- (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

- b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions

N/AOrganizations 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 2018?

	Yes	No
1b		
1c		X

- 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

- a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No

If "Yes," list the years **▶** _____, _____, _____, _____

- b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)

N/A

- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

▶ _____, _____, _____, _____

- 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

☐ Yes ☒ No

- b If "Yes," did it have excess business holdings in 2018 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 2018.)

N/A

- 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 2018?

4b		X
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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

X

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

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

6b

X

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and 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		18,050.	2,900.	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

Form 990-PF (2018)

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	34,883,373.
b	Average of monthly cash balances	1b	820,551.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	35,703,924.
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	35,703,924.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	535,559.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,168,365.
6	Minimum investment return. Enter 5% of line 5	6	1,758,418.

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

1	Minimum investment return from Part X, line 6	1	1,758,418.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	27,355.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,355.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,731,063.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,731,063.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,731,063.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,693,793.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,693,793.
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	27,355.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,666,438.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,731,063.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			771,402.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4. ▶ \$ 1,693,793.				
a Applied to 2017, but not more than line 2a			771,402.	
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 2018 distributable amount				922,391.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				808,672.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

- b. Check box to indicate whether the foundation is a private operating foundation described in section

11

☐ 1942(j)(3) or ☐ 1942(j)(5).

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 CHARITY - 501(C)(3)	GENERAL SUPPORT	1,603,000.
Total			3a	1,603,000.
b Approved for future payment				
NONE				
Total			3b	0.

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	
BBH - ALTAROCK PARTNERS	4,059.	0.	4,059.	4,059.		
BBH - ALTAROCK PARTNERS	3,260.	0.	3,260.	3,260.		
BBH - BARES	16,819.	0.	16,819.	16,819.		
BBH - BARES	1,566.	0.	1,566.	1,566.		
BBH - BURGUNDY	45,458.	0.	45,458.	45,458.		
BBH - BURGUNDY	665.	0.	665.	665.		
BBH - CLARKSTON	14,081.	0.	14,081.	14,081.		
BBH - CLARKSTON	3,820.	0.	3,820.	3,820.		
BBH - CREDIT PARTNERS III	54,333.	0.	54,333.	54,333.		
BBH - CREDIT PARTNERS III	11,218.	0.	11,218.	11,218.		
BBH - REMS	10,448.	0.	10,448.	10,448.		
BBH - REMS	809.	0.	809.	809.		
BBH - SELECT EQUITY	83,998.	0.	83,998.	83,998.		
BBH - SELECT EQUITY	8,012.	0.	8,012.	8,012.		
BBH REAL ESTATE INCOME FD II	88.	0.	88.	88.		
BROWN BROTHERS HARRIMAN & CO	365.	0.	365.	365.		
BROWN BROTHERS HARRIMAN & CO	225,958.	0.	225,958.	225,958.		
BROWN BROTHERS HARRIMAN & CO	80,055.	0.	80,055.	80,055.		
BROWN BROTHERS HARRIMAN & CO	1,344,750.	1,344,750.	0.	0.		
CDAR ROCK PARTNERS	26,508.	0.	26,508.	26,508.		
CDAR ROCK PARTNERS	255.	0.	255.	255.		
CPIV ECX LLC	21.	0.	21.	21.		
CO PART I, LINE 4	1,936,546.	1,344,750.	591,796.	591,796.		

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY INCOME	15,573.	15,573.	
WEALTH LLC SELECT EQUITY	175.	175.	
WEALTH STR. UNIT TR. BARING LOAN SUT-TR.	-10,525.	-10,525.	
WEALTH LLC BURGUNDY	-1,115.	-1,115.	
WEALTH LLC BURGUNDY	5,034.	5,034.	
OVERPAYMENT APPLIED TO ESTIMATED TAXES	25,111.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	34,253.	9,142.	

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	6,340.	0.		6,340.
AUDITING FEES	10,150.	0.		10,150.
TO FORM 990-PF, PG 1, LN 16B	16,490.	0.		16,490.

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	79,780.	79,780.		0.
TO FORM 990-PF, PG 1, LN 16C	79,780.	79,780.		0.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	3,924.	0.		3,924.
EXCISE TAX	93,000.	0.		0.
FOREIGN TAX	19,487.	19,487.		0.
PRIOR YEARS OVERPAYMENT	25,111.	0.		0.
PRODUCTION TAX	1,809.	1,809.		0.
TO FORM 990-PF, PG 1, LN 18	143,331.	21,296.		3,924.

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	1,358.	0.		1,358.
LIABILITY INSURANCE	4,372.	0.		4,372.
INTEREST EXPENSE	14.	14.		0.
PORTFOLIO DEDUCTIONS	124,001.	124,001.		0.
FILING FEES	750.	0.		750.
TO FORM 990-PF, PG 1, LN 23	130,495.	124,015.		6,480.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
UNION PACIFIC CORP	5,730.		3,593,980.	
SEE ATTACHED STATEMENTS 12	9,720,467.		10,094,908.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,726,197.		13,688,888.	

FORM 990-PF	MORTGAGE LOANS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MORTGAGE LOANS	4,306.	4,342.	
TOTAL TO FORM 990-PF, PART II, LINE 12	4,306.	4,342.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3BH - REAL ESTATE INCOME FD II	COST	288,905.	264,992.
3BH - CAPITAL PARTNERS QP IV	COST	732,939.	1,721,342.
3BH - LBC CREDIT PARTNERS III	COST	669,814.	549,396.
3BH - BURGUNDY	COST	1,528,089.	1,467,346.
3BH - ALTAROCK PARTNERS	COST	1,104,867.	1,602,207.
3BH - BARES	COST	1,727,325.	2,439,999.
3BH - CLARKSTON CAP PARTNERS	COST	959,058.	1,013,686.
3BH - SELECT EQUITY	COST	4,480,174.	4,248,113.
3BH - OAKTREE OPP. SUB TR.	COST	164,396.	185,306.
3BH - HITCHWOOD SUB TR.	COST	1,000,000.	1,045,934.
3BH - SANDTON CR SOLUTIONS	COST	514,944.	517,784.
3BH - CAPITAL PARTNERS V-1	COST	788,870.	908,807.
3BH - BARINGS LOAN	COST	787,251.	836,726.
3BH - CPIV ECX LLC	COST	176,193.	319,646.
3BH - CEDAR ROCK PTNERS	COST	1,018,333.	929,370.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,941,158.	18,050,654.

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
DAVID H. MORTIMER C/O 140 BROADWAY, 16TH FL. NEW YORK, NY 10005	PRESIDENT/DIR 1.00	0.	0.	0.
KATHLEEN L. AMES C/O 140 BROADWAY, 16TH FL. NEW YORK, NY 10005	VP/DIR 0.50	0.	0.	0.
ANNA T. KORNICZKY C/O 140 BROADWAY, 16TH FL. NEW YORK, NY 10005	TREASURER 1.00	0.	0.	0.
BARBARA O'CONNELL C/O 140 BROADWAY, 16TH FL. NEW YORK, NY 10005	SECRETARY 6.00	18,050.	2,900.	0.
JAMES B. AMES C/O 140 BROADWAY, 16TH FL. NEW YORK, NY 10005	DIRECTOR 0.50	0.	0.	0.
MARJORIE NORTHROP FRIEDMAN C/O 140 BROADWAY, 16TH FL. NEW YORK, NY 10005	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		18,050.	2,900.	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 83340

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
7,500	06/20/18	7,500

PURPOSE OF GRANT

EDUCATION

DATES OF REPORTS BY GRANTEE

12/31/18

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.

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 & CO	P	VARIOUS	VARIOUS
b WEALTH STR. CLARKSTON CAP PTNER	P	VARIOUS	VARIOUS
c WEALTH STR. SELECT EQUITY	P	VARIOUS	VARIOUS
d WEALTH STR. ALTAROCK PTNERS	P	VARIOUS	VARIOUS
e WEALTH STR. BARES	P	VARIOUS	VARIOUS
f WEALTH STR. BURGUNDY	P	VARIOUS	VARIOUS
g WEALTH STR. LLC REMS		VARIOUS	VARIOUS
h REAL ESTATE INCOME FD II	P	VARIOUS	VARIOUS
i WEALTH STR. SELECT EQUITY		VARIOUS	VARIOUS
j WEALTH STR. ALTAROCK PTNERS		VARIOUS	VARIOUS
k WEALTH STR. BARES	P	VARIOUS	VARIOUS
l WEALTH STR. BARES	P	VARIOUS	VARIOUS
m WEALTH STR. BURGUNDY	P	VARIOUS	VARIOUS
n LITIGATION SETTLEMENTS	P	VARIOUS	VARIOUS
o CAPITAL GAINS DIVIDENDS			

(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 2,448,343.		2,426,100.	22,243.
b 62,091.			62,091.
c 413,423.			413,423.
d 51,525.			51,525.
e 281,624.			281,624.
f 12,526.			12,526.
g		11,407.	-11,407.
h 240,613.			240,613.
i		43,985.	-43,985.
j		9,164.	-9,164.
k 5,900.			5,900.
l 1,096.			1,096.
m		11,656.	-11,656.
n 49.			49.
o 1,344,750.			1,344,750.

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. (i)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			22,243.
b			62,091.
c			413,423.
d			51,525.
e			281,624.
f			12,526.
g			-11,407.
h			240,613.
i			-43,985.
j			-9,164.
k			5,900.
l			1,096.
m			-11,656.
n			49.
o			1,344,750.

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	2,359,628.
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