

EXTENDED TO NOVEMBER 15, 2019
Return of Private Foundation

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018 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

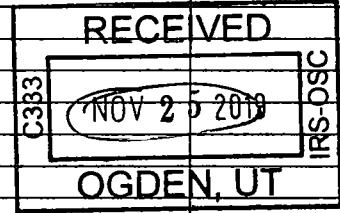
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 130,096,761.**

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <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		2,658,254.	2,658,254.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,421,231.			
b Gross sales price for all assets on line 6a		19,095,433.			
7 Capital gain net income (from Part IV, line 2)			6,421,231.		
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		-15,317.	-25,871.		STATEMENT 2
12 Total Add lines 1 through 11		9,064,168.	9,053,614.		
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		STMT 3 2,618.	0.		70,300.
b Accounting fees		STMT 4 32,410.	0.		115,810.
c Other professional fees		STMT 5 501,129.	501,129.		33,791.
17 Interest					
18 Taxes		STMT 6 213,734.	89,694.		33,791.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		STMT 7 484,627.	472,017.		2,618.
24 Total operating and administrative expenses Add lines 13 through 23		1,484,630.	1,062,840.		32,410.
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements. Add lines 24 and 25		9,324,751.	1,062,840.		32,410.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-260,583.			
b Net investment income (if negative, enter -0-)			7,990,774.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,130,612.	2,497,622.	2,497,622.
	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 \$TMT 8	34,224,620.	43,996,429.	64,246,848.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other \$TMT 9	61,642,412.	55,358,349.	63,328,902.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	138,728.	23,389.	23,389.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	102,136,372.	101,875,789.	130,096,761.	
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 and complete lines 24 through 26, and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <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	11,573,094.	11,312,511.		
30 Total net assets or fund balances	102,136,372.	101,875,789.		
31 Total liabilities and net assets/fund balances	102,136,372.	101,875,789.		

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	102,136,372.
2 Enter amount from Part I, line 27a	2	-260,583.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	101,875,789.
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	101,875,789.

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 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 19,095,433.		12,674,202.	6,421,231.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			6,421,231.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	6,421,231.
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	7,664,788.	129,566,551.	.059157
2016	7,084,523.	120,866,122.	.058615
2015	7,499,267.	128,598,970.	.058315
2014	7,723,593.	132,403,177.	.058334
2013	7,217,457.	122,993,975.	.058681

2 Total of line 1, column (d)	2	.293102
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	.058620
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	137,090,596.
5 Multiply line 4 by line 3	5	8,036,251.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	79,908.
7 Add lines 5 and 6	7	8,116,159.
8 Enter qualifying distributions from Part XII, line 4	8	8,153,213.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	79,908.
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	79,908.
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	79,908.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	83,698.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	143,698.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	78.
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	63,712.
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
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? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>LOTUS WU</u> Telephone no. ► <u>212-493-8182</u> Located at ► <u>140 BROADWAY - 16TH FL., NEW YORK, NY</u> ZIP+4 ► <u>10005</u>		
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 <u>N/A</u>		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 ► <u>N/A</u>		
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?		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? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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.) ► <u>N/A</u> 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 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.) ► <u>N/A</u>		
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 2018?		X

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

		Yes	No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	5b	X
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	SEE STATEMENT 12 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 11		70,300.	7,398.	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	501,129.
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.

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	135,568,029.
b	Average of monthly cash balances	1b	3,610,241.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	139,178,270.
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	139,178,270.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,087,674.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	137,090,596.
6	Minimum investment return. Enter 5% of line 5	6	6,854,530.

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	6,854,530.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	79,908.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	79,908.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,774,622.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,774,622.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,774,622.

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	8,153,213.
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	8,153,213.
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	79,908.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,073,305.

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				6,774,622.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	1,361,042.			
b From 2014	1,305,060.			
c From 2015	1,280,206.			
d From 2016	1,163,113.			
e From 2017	1,367,536.			
f Total of lines 3a through e	6,476,957.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 8,153,213.				
a Applied to 2017, 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 2018 distributable amount				6,774,622.
e Remaining amount distributed out of corpus	1,378,591.			
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	7,855,548.			
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				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 2013 not applied on line 5 or line 7	1,361,042.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	6,494,506.			
10 Analysis of line 9:				
a Excess from 2014	1,305,060.			
b Excess from 2015	1,280,206.			
c Excess from 2016	1,163,113.			
d Excess from 2017	1,367,536.			
e Excess from 2018	1,378,591.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a Enter the lesser of the adjusted net income from Part I or the minimum 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					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE
 b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SEE STATEMENT 13

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	7,840,121.
Total				7,840,121.
b Approved for future payment				
SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	3,699,856.
Total				3,699,856.

GLADYS AND ROLAND HARRIMAN FOUNDATION

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 WEALTH STR. LLC ALTAROCK PTNERS	P	VARIOUS	VARIOUS
b WEALTH STR. LLC BARES	P	VARIOUS	VARIOUS
c WEALTH STR. LLC BURGUNDY	P	VARIOUS	VARIOUS
d WEALTH STR. LLC REMS	P	VARIOUS	VARIOUS
e WEALTH STR. LLC SELECT EQUITY	P	VARIOUS	VARIOUS
f WEALTH STR. LLC ALTAROCK PTNERS	P	VARIOUS	VARIOUS
g WEALTH STR. LLC BARES	P	VARIOUS	VARIOUS
h WEALTH STR. LLC BURGUNDY	P	VARIOUS	VARIOUS
i WEALTH STR. LLC REMS	P	VARIOUS	VARIOUS
j WEALTH STR. LLC SELECT EQUITY	P	VARIOUS	VARIOUS
k REAL ESTATE INC. FD II	P	VARIOUS	VARIOUS
l 5000 SHS UNION PACIFIC CORP	P	10/31/87	05/17/18
m 5000 SHS UNION PACIFIC CORP	P	10/31/87	08/16/18
n BROWN BROTHERS HARRIMAN & CO #3915	P	VARIOUS	VARIOUS
o BROWN BROTHERS HARRIMAN & CO #1399	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		32,653.	-32,653.
b	27,222.		27,222.
c	4,306.		4,306.
d		46,618.	-46,618.
e		125,963.	-125,963.
f	199,179.		199,179.
g	1,302,579.		1,302,579.
h	49,137.		49,137.
i		45,638.	-45,638.
j	1,894,178.		1,894,178.
k	601,535.		601,535.
l	714,681.	16,009.	698,672.
m	749,940.	16,009.	733,931.
n	2,615,565.	2,241,033.	374,532.
o	10,175,399.	10,150,279.	25,120.

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			-32,653.
b			27,222.
c			4,306.
d			-46,618.
e			-125,963.
f			199,179.
g			1,302,579.
h			49,137.
i			-45,638.
j			1,894,178.
k			601,535.
l			698,672.
m			733,931.
n			374,532.
o			25,120.

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

GLADYS AND ROLAND HARRIMAN FOUNDATION

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 WEALTH STR. LLC CLARKSTON CAP PTNERS	P	VARIOUS	VARIOUS
b CLASS ACTION LITIG SETTLEMENT	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
d			
e			
f			
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 273,838.			273,838.
b 713.			713.
c 487,161.			487,161.
d			
e			
f			
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			273,838.
b			713.
c			487,161.
d			
e			
f			
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	6,421,231.
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

GLADYS & ROLAND HARRIMAN FOUNDATION

Grants Paid

January through December 2018

Date	Num	Name	Name Address	Paid Amount	Futue payment
01/10/2018	104852	AMERICAN ASSEMBLY	475 Riverside Dr New York, NY 10115-0456	30,000 00	
01/10/2018	104853	AMERICAN MUSEUM of NATURAL HISTORY	Central Park West at 79th Street New York, NY 10024-5192	15,000 00	
01/10/2018	104855	AMERICAN RED CROSS	430 17th Street NW GL-31 Washington, DC 20006	100,000 00	
02/16/2018	106506	AMERICAN RED CROSS	430 17th Street NW GL-31 Washington, DC 20006	5,500 00	
07/24/2018	116359	AMERICAN RED CROSS	430 17th Street NW GL-31 Washington, DC 20006	400,000 00	800,000 00
08/06/2018	116858	AMERICAN RED CROSS	430 17th Street NW GL-31 Washington, DC 20006	100,000 00	
09/19/2018	119451	AMERICAN RED CROSS	430 17th Street NW GL-31 Washington, DC 20006	250,000 00	
11/20/2018	121977	AMERICAN RED CROSS	430 17th Street NW GL-31 Washington, DC 20006	100,000 00	
01/10/2018	104854	AMERICAN RED CROSS IN GREATER NEW YORK	520 West 49th Street New York, NY 10019	50,000 00	
01/10/2018	104907	AMERICAN RED CROSS MID COAST CHAPTER	16 Community Way Topsham, ME 04086	25,000 00	
02/16/2018	106507	AMERICAN RED CROSS OF GREATER IDAHO	404 South 8th Street Boise, ID 83702	4,500 00	
02/16/2018	106502	BATES COLLEGE	2 Andrews Rd Lewiston, ME 04240	250,000 00	250,000 00
06/27/2018	115215	BATES COLLEGE	2 Andrews Rd Lewiston, ME 04240	12,500 00	
06/29/2018	115314	BISHOP JOHN T WALKER SCHOOL FOR BOYS	1801 Mississippi Avenue SE Washington, DC 20020	50,000 00	
02/16/2018	106508	BISHOP KELLY FOUNDATION	7009 Franklin Rd Boise, ID 83709	1,000 00	
01/10/2018	104851	BOB WOODRUFF FOUNDATION	1359 Broadway Suite 800 New York, NY 10018	100,000 00	100,000 00
12/12/2018	123208	BOB WOODRUFF FOUNDATION	1359 Broadway Suite 800 New York, NY 10018	100,000 00	
11/20/2018	121992	BOISE STATE UNIVERSITY	1910 University Drive Boise, ID 83725	250,000 00	
01/10/2018	104856	BOWDOIN INTERNATIONAL MUSIC FESTIVAL	6300 College Station Brunswick, ME 04011-8463	17 000 00	
01/10/2018	EFT	BOYS CLUB OF NEW YORK	287 East 10th Street New York, NY 10009	225 000 00	125,000 00
04/25/2018	EFT	BOYS CLUB OF NEW YORK	287 East 10th Street New York, NY 10009	10,000 00	
02/16/2018	EFT	BOYS CLUB OF NEW YORK	287 East 10th Street New York NY 10009	1,000 00	
02/16/2018	EFT	BOYS CLUB OF NEW YORK	287 East 10th Street New York, NY 10009	5,000 00	
06/27/2018	115187	BOYS CLUB OF NEW YORK	287 East 10th Street New York, NY 10009	125,000 00	
02/16/2018	106511	CAMPFIRE FOUNDATION INC	PO Box 6421 Ketchum, ID 83340	3,000 00	
01/10/2018	104885	CANTERBURY SCHOOL	101 Aspetuck Avenue New Milford, CT 06776	5,000 00	
01/10/2018	104886	CHINESE CENTER ON LONG ISLAND, INC	395 Hempstead Tpke West Hempstead, NY 11552	5,000 00	
11/20/2018	121993	COLD SPRING HARBOR LABORATORY	One Bungtown Rd Cold Spring Harbor, NY 11724	300,000 00	
06/27/2018	115207	COLGATE UNIVERSITY	13 Oak Drive Hamilton, NY 13346	1,000 00	
03/15/2018		COMMUNITY FOUNDATION OF EASTERN CONNETICUT	OF EASTERN CONNETICUT 147 STATE STREET NEW LONDON, CT 06320	2,000 00	
02/16/2018	106509	CORPUS CHRISTI HOUSE, INC	525 Americana Blvd Boise, ID 83703	1,000 00	
01/10/2018	104857	COVENANT HOUSE NEW YORK	460 West 41st Street New York NY 10011-5002	15 000 00	
06/27/2018	115188	CRISTO REY NY HIGH SCHOOL	112 East 106 Street New York, NY 10029	40,000 00	80,000 00
06/27/2018	115190	DARTMOUTH COLLEGE	DARTMOUTH COLLEGE 100 TUCK HALL HANOVER, NH 03755-9000	125,000 00	125,000 00
11/20/2018	121978	EAST SIDE HOUSE SETTLEMENT	337 Alexander Avenue Bronx, NY 10454	75,000 00	
06/27/2018	115208	ECKERD COLLEGE	4200 54th Ave South St Petersburg, FL 33711	500 00	
06/27/2018	115203	EMORY & HENRY COLLEGE	PO Box 947 Emory, VA 24327	100,000 00	100,000 00
01/10/2018	104858	EPIC LONG ISLAND	1500 Hempstead Turnpike East Meadow, NY 11554	25,000 00	
11/20/2018	121989	EPISCOPAL CHURCH FOUNDATION	815 Second Avenue New York, NY 10017-4564	5,000 00	
01/10/2018	104859	FAMILY AND CHILDREN S ASSOCIATION	100 East Old Country Rd Mineola, NY 11501	15,000 00	
06/27/2018	115191	FRESH AIR FUND	633 Third Avenue New York, NY 10017	50,000 00	
01/10/2018	104860	FRIENDS OF IDAHO PUBLIC TELEVISION	1455 North Orchard Street Boise, ID 83706	110,000 00	
06/27/2018	115192	FRIENDS OF THE WILD SWAN	PO Box 103 Bigfork, MT 59911	25,000 00	

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Grants Paid

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Date	Num	Name	Name Address	Paid Amount	Futtrue payment
04/25/2018	111550	GILLEN BREWER SCHOOL	410 EAST 920 STREET NEW YORK, NY 10128	5,000 00	
11/20/2018	122002	GIRL SCOUTS OF SILVER SAGE COUNCIL	1410 Ehteridge Lane Boise, ID 83704	2,000 00	
01/10/2018	104861	GIRL SCOUT COUNCIL OF GREATER NY	43 West 23rd Street New York NY 10010-4283	20,000 00	
04/25/2018	111551	GOSHEN HISTORIC TRACK	44 Park Place Goshen, NY 10924	12,435 00	200 000 00
02/16/2018	106503	GOSHEN HISTORIC TRACK	44 Park Place Goshen, NY 10924	23,019 00	149,065 00
02/16/2018	106504	GOSHEN HISTORIC TRACK	44 Park Place Goshen NY 10924	85,000 00	80,000 00
07/31/2018	116360	GOSHEN HISTORIC TRACK	44 Park Place Goshen, NY 10924	12 435 00	
07/27/2018	116490	GOSHEN HISTORIC TRACK	44 Park Place Goshen, NY 10924	15,224 00	
11/20/2018	121979	GOSHEN HISTORIC TRACK	44 Park Place Goshen NY 10924	170,000 00	
10/18/2018	120559	GOSHEN HISTORIC TRACK	44 Park Place Goshen, NY 10924	28,961 00	
01/10/2018	104862	GRACE OPPORTUNITY PROJECT	86 Fourth Ave New York, NY 100034	10,000 00	
01/10/2018	104863	GRENVILLE BAKER BOYS & GIRLS CLUB	135 Forest Avenue Locust Valley, NY 11560	10 000 00	
04/25/2018	EFT	HARNESS RACING MUSEUM	240 Main St PO Box 590 Goshen, NY 10924	64,200 50	15,456 00
02/16/2018	EFT	HARNESS RACING MUSEUM	240 Main St. PO Box 590 Goshen, NY 10924	20,603 50	
07/30/2018	EFT	HARNESS RACING MUSEUM	240 Main St PO Box 590 Goshen NY 10924	53,053 51	
11/20/2018	BBH ACCT	HARNESS RACING MUSEUM	240 Main St PO Box 590 Goshen NY 10924	17 289 64	
01/10/2018	104864	HEARING HEALTH FOUNDATION	363 Seventh Avenue New York, NY 10001	15,000 00	
06/27/2018	115193	HENRY'S FORK FOUNDATION	PO BOX 550 ASHTON, ID 83420	50,000 00	50,000 00
11/26/2018	122000	HISTORIC BRIDGES OF THE HUDSON VALLEY	PO BOX 1010 Highland, NY 12528	25,000 00	
01/10/2018	104865	HOLDERNESS SCHOOL	Chapel La PO Box 1879 Plymouth, NH 03264-1879	10,000 00	150,000 00
02/16/2018	106512	HOLDERNESS SCHOOL	Chapel La PO Box 1879 Plymouth, NH 03264-1879	1,500 00	
06/27/2018	115194	HOLDERNESS SCHOOL	Chapel La PO Box 1879 Plymouth, NH 03264-1879	150,000 00	
01/10/2018	104866	I GUILLARI DI PIAZZA	The Cathedral of St John the Devine 1047 Amsterdam Avenue New York, NY 10025	10,000 00	
06/27/2018	115195	IDAHO DIAPER BANK	PO BOX 914 BOISE, ID 83701	25,000 00	
02/16/2018	106513	IDAHO SHAKESPEARE FESTIVAL	PO Box 9365 Boise ID 83707	1,500 00	
06/27/2018	115204	IDAHO YOUTH RANCH	5465 W Irving Street Boise, ID 83706	250,000 00	
11/20/2018	121987	IDAHO YOUTH RANCH	5465 W Irving Street Boise, ID 83706	250,000 00	
10/18/2018	120589	JOSLIN DIABETES CENTER	ONE JOSLIN PLACE BOSTON, MA 02215	25,000 00	
09/10/2018	2	JUVENILE DIABETES RESEARCH FOUNDATION	2704 Fleur Drive Des Moines, IA 50321	25,000 00	
12/19/2018	R	JUVENILE DIABETES RESEARCH FOUNDATION	2704 Fleur Drive Des Moines, IA 50321	-25,000 00	
01/10/2018	104867	LAKE DELAWARE BOYS CAMP	PO Box 31 Lake Delaware Delhi, NY 13753	20,000 00	150,000 00
05/21/2018	112454	LAKE DELAWARE BOYS CAMP	PO Box 31 Lake Delaware Delhi, NY 13753	5,000 00	
06/27/2018	115196	LAKE DELAWARE BOYS CAMP	PO Box 31 Lake Delaware Delhi, NY 13753	100 000 00	
06/27/2018	115209	LAKE DELAWARE BOYS CAMP	PO Box 31 Lake Delaware Delhi, NY 13753	5,000 00	
12/12/2018	123209	LAKE DELAWARE BOYS CAMP	PO Box 31 Lake Delaware Delhi, NY 13753	50,000 00	
06/27/2018	115210	LEARNING ALLIANCE	2066 14th AVENUE VERO BEACH FL 32960	1,000 00	
11/20/2018	121980	LEARNING ALLIANCE	2066 14th AVENUE VERO BEACH, FL 32960	60 000 00	
02/16/2018	106514	LEARNING LAB, INC	308 East 36th St Garden City, ID 83714	1,500 00	
09/10/2018	118333	LEARNING LAB, INC	308 East 36th St Garden City ID 83714	50,000 00	50,000 00
02/16/2018	106518	LEWIS & CLARK COLLEGE	0615 SW Palatine Hill Rd Portland OR 97219	2 000 00	
02/16/2018	106519	LEWIS & CLARK COLLEGE	0615 SW Palatine Hill Rd Portland, OR 97219	4,500 00	
07/24/2018	116361	LEWIS & CLARK COLLEGE	0615 SW Palatine Hill Rd Portland, OR 97219	175,000 00	175,000 00
02/16/2018	106520	LIBRARY FOUNDATION	620 SW 5th Avenue #1025 Portland, OR 97204	2,000 00	
11/20/2018	121981	LIBRARY FOUNDATION	620 SW 5th Avenue #1025 Portland, OR 97204	75,000 00	75 000 00

GLADYS & ROLAND HARRIMAN FOUNDATION

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Date	Num	Name	Name Address	Paid Amount	Future payment
01/10/2018	104887	LONG ISLAND CARES, INC	The Harry Chapin Food Bank 10 Davids Dr Hauppauge, NY 11788	5,000 00	
03/15/2018	107467	LYMAN ALLYN ART MUSEUM	625 William Street New London, CT 06320	10,000 00	
02/16/2018	106505	LYMAN ALLYN ART MUSEUM	625 William Street New London, CT 06320	60,000 00	
03/15/2018	107468	LYME LAND CONSERVATION TRUST	1 FERRY ROAD PO Box 1002 Lyme, CT 06371	500 00	
06/27/2018	115205	MAINE MARITIME MUSEUM	243 Washington Street Bath, ME 04530	30,000 00	30,000 00
06/27/2018	115206	MEMORIAL SLOAN KETTERING CANCER CENTER	1275 First Ave New York, NY 10021	100,000 00	
01/10/2018	104868	METROPOLITAN MUSEUM OF ART	1000 Fifth Avenue New York, NY 10028-0198	10,000 00	
11/20/2018	121991	MIDDLESEX SCHOOL	1400 Lowell Road Concord, MA 01742	63,900 00	270,335 00
02/16/2018	106510	MONASTERY OF ST GERTRUDE	465 Kauterville Road Cottonwood, ID 83522	1,500 00	
11/20/2018	121982	MONTEFIORE MEDICAL CENTER	111 ESAT 210 STREET BRONX NY 10467-2490	100,000 00	
01/10/2018	104888	MOUNT SINAI HOSPITAL OF QUEENS	One Gustave L Levy Place PO Box 1049 New York, NY 10029-6574	5,000 00	
11/20/2018	121983	MT SCOTT LEARNING CENTER	6148 SE Holgate Portland, OR 97206	25,000 00	
01/10/2018	104869	MUSEUM OF THE CITY OF NEW YORK	c/o Christie's 20 Rockefeller Plaza New York, NY 10020	10,000 00	
11/20/2018	121990	NATIONAL OUTDOOR LEADERSHIP SCHOOL	284 Lincoln Street Lander, WY 82520-2848	135,000 00	
06/27/2018	115197	NATURE CONSERVANCY- EAST NY CHAPTER	EAST NY CHAPTER 41 S Mager Avenue Mt Kisco, NY 10549	150,000 00	
12/12/2018	123210	NATURE CONSERVANCY- EAST NY CHAPTER	EAST NY CHAPTER 41 S Mager Avenue Mt Kisco, NY 10549	150,000 00	
11/20/2018	121984	NETWORK FOR TEACHING - NFTE	120 WALL STREET NEW YORK, NY 10005	150,000 00	300,000 00
06/27/2018	115211	NEW ENGLAND COLLEGE	98 Bndge Street Henniker, NH 03242	3,000 00	
01/10/2018	104870	NEW ENGLAND VILLAGE INC	664 SCHOOL STREET PEMBROKE, MA 02359	50,000 00	
03/15/2018	107469	NEW LONDON LANDMARKS	PO Box 1134 New London, CT 06320	1,000 00	
04/25/2018	111552	NEW LONDON MARITIME SOCIETY, INC	150 Bank Street New London, CT 06320	1,000 00	
06/27/2018	115199	NEW YORK-NEW JERSEY TRAIL CONFERENCE	156 Ramapo Valley Rd Mahwah, NJ 07430	25,000 00	
06/27/2018	115198	NEW YORK CENTER FOR CHILDREN	330 East 70th Street New York, NY 10021	5,000 00	
01/10/2018	104871	NEW YORK CITY BALLET	20 Lincoln Center New York, NY 10023	15,000 00	
11/20/2018	121994	NEW YORK CITY BALLET	20 Lincoln Center New York, NY 10023	100,000 00	100,000 00
01/10/2018	104872	NEW YORK PUBLIC LIBRARY	Fifth Avenue at 42 Street New York, NY 10018-2788	40,000 00	
01/10/2018	104889	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 William Street New York, NY 10038	20,000 00	
06/27/2018	115200	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 William Street New York, NY 10038	150,000 00	
06/27/2018	115216	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 William Street New York, NY 10038	5,000 00	
02/16/2018	106515	ONE STONE INC	7025 W Emeral Street Boise, ID 83704	3,000 00	
11/20/2018	122001	ONE STONE INC	7025 W Emeral Street Boise, ID 83704	150,000 00	
01/10/2018	104873	ORANGE COUNTY HISTORICAL SOCIETY	21 Clove Furnace Drive PO Box 55 ARDEN, NY 10910	20,000 00	
11/20/2018	121995	ORANGE REGIONAL MEDICAL CENTER FOUNDATION	4 Harriman Drive Goshen NY 10924	100 000 00	
02/16/2018	106521	OREGON HEALTH & SCIENCE UNIVERSITY FD	1121 SW Salmon St Suite 100 Portland, OR 97205	2,500 00	
06/26/2018	115169	OREGON PUBLIC BROADCASTING	7140 SW Macadam Ave Portland, OR 97219	25,000 00	
11/26/2018	121998	OREGON PUBLIC BROADCASTING	7140 SW Macadam Ave Portland OR 97219	5,000 00	
01/10/2018	104874	PATTEN FREE LIBRARY	33 Summer Street Bath, ME 04530	20,000 00	
11/26/2018	121999	PITTOCK MANSION SOCIETY	3229 NW Pittock Dr Portland, OR 97210	2,000 00	
06/27/2018	115212	PROCTOR ACADEMY	PO Box 389 Andover, NH 03216	1 000 00	
11/20/2018	121988	PROCTOR ACADEMY	PO Box 389 Andover, NH 03216	250 000 00	
06/27/2018	115201	RAILS TO TRAILS CONSERVANCY	2121 WARD CT NW #5 WASHINGTON, DC 20037	75 000 00	75,000 00
03/15/2018	107470	SALVATION ARMY	19th AND BRANNOCK BOISE, ID 83702	500 00	
01/10/2018	104875	SCENIC HUDSON, INC	One Civic Center Plaza Suite 200 Poughkeepsie, NY 12601-3156	30,000 00	
02/16/2018	106516	SCENIC HUDSON INC	One Civic Center Plaza Suite 200 Poughkeepsie, NY 12601-3156	1,500 00	

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Date	Num	Name	Name Address	Paid Amount	Futue payment
11/20/2018	121996	SCENIC HUDSON, INC	One Civic Center Plaza Suite 200 Poughkeepsie, NY 12601-3156	100,000 00	
06/27/2018	115214	SOUTHPORT SCHOOL	214 MAIN STRET SOUTHPORT, CT 06890	500 00	
01/10/2018	104876	ST JOHN'S CHURCH	c/o Arden Asset Management Company 375 Park Avenue 32nd Floor New York, NY 10152	8,000 00	
06/27/2018	115213	ST MARK'S SCHOOL	25 Marlborough Rd Southborough, MA 01772	500 00	
01/10/2018	104877	STANDARD BRED RETIREMENT FOUNDATION	108F Old York Rd Hamilton NJ 08620	70 000 00	
01/10/2018	104878	STUDENT CONSERVATION ASSOCIATION	689 River Rd PO Box 550 Charlestown, NH 03603-0550	15,000 00	
06/27/2018	115202	STUDENT CONSERVATION ASSOCIATION	689 River Rd PO Box 550 Charlestown, NH 03603-0550	50,000 00	
06/27/2018	115189	THE CABIN	801 S Capitol Blvd Boise, ID 83702	15,000 00	
11/20/2018	121997	THE CABIN	801 S Capitol Blvd Boise, ID 83702	1,500 00	
01/10/2018	104879	THIRTEEN/WNET NEW YORK	450 West 33 Street New York, NY 10001	115,000 00	
07/02/2018	115460	TRUSTEES OF COLUMBIA UNIV	HERBERT IRVING PAVILLION 310 161 Fl Washington Avenue New York, NY 10032	125,000 00	100,000 00
01/10/2018	104880	TUXEDO PARK LIBRARY	227 Route 17 PO Box 776 Tuxedo Park, NY 10987	5,000 00	
02/16/2018	106517	TVRC EDUCATION FOUNDATION	PO Box 4915 Jackson, WY 83001	1 500 00	100,000 00
11/20/2018	121985	TVRC EDUCATION FOUNDATION	PO Box 4915 Jackson, WY 83001	75,000 00	50,000 00
07/02/2018	115461	UNITED AGAINST POVERTY OF INDIAN COUNTY	2746 US HIGHWAY 1 VERO BEACH, FL 32960	1,000 00	
11/20/2018	121986	VERMONT LAW SCHOOL	164 Chelsea St PO Box 26 Royallton, VT 05068	50 000 00	
01/10/2018	104881	VISITING NURSE SERVICE OF NY	107 EAST 70th STREET NEW YORK, NY 10021	10,000 00	
06/27/2018	115217	WATERFORD LAND TRUST	PO BOX 926 WATERFORD, CT 06385	500 00	
01/10/2018	104882	WEILL CORNELL MEDICINE	1300 York Avenue New York, NY 10065	25,000 00	
01/10/2018	104883	WOODBURY COMM AMBULANCE INC	376 Route 32 Box 561 Central Valley NY 10917-0561	8,000 00	
01/10/2018	104884	WRITERS@HARRIMAN	Box 2525 Boise, ID 83701	15,000 00	
				<u>7,840,121 15</u>	<u>3,699,856 00</u>
TOTAL				<u>7,840,121.15</u>	<u>3,699,856 00</u>

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	919,504.	0.	919,504.	919,504.	
BROWN BROTHERS HARRIMAN & CO	348,929.	0.	348,929.	348,929.	
BROWN BROTHERS HARRIMAN & CO	309,427.	0.	309,427.	309,427.	
BROWN BROTHERS HARRIMAN & CO	487,161.	487,161.	0.	0.	
CPIV ECX LLC	56.	0.	56.	56.	
REAL ESTATE INCOME FD II	221.	0.	221.	221.	
WEALTH STR. CEDAR ROCK CAP PTNERS	103,380.	0.	103,380.	103,380.	
WEALTH STR. CEDAR ROCK CAP PTNERS	993.	0.	993.	993.	
WEALTH STR. LLC ALTAROCK PTNERS	13,177.	0.	13,177.	13,177.	
WEALTH STR. LLC ALTAROCK PTNERS	11,008.	0.	11,008.	11,008.	
WEALTH STR. LLC BARES	62,895.	0.	62,895.	62,895.	
WEALTH STR. LLC BARES	5,702.	0.	5,702.	5,702.	
WEALTH STR. LLC BURGUNDY	179,817.	0.	179,817.	179,817.	
WEALTH STR. LLC BURGUNDY	2,629.	0.	2,629.	2,629.	
WEALTH STR. LLC CLARKSTON PTNERS	47,622.	0.	47,622.	47,622.	
WEALTH STR. LLC CLARKSTON PTNERS	12,920.	0.	12,920.	12,920.	
WEALTH STR. LLC REMS	41,785.	0.	41,785.	41,785.	
WEALTH STR. LLC REMS	3,235.	0.	3,235.	3,235.	
WEALTH STR. LLC SELECT EQUITY	343,669.	0.	343,669.	343,669.	
WEALTH STR. LLC SELECT EQUITY	32,780.	0.	32,780.	32,780.	
WEALTH STR. LLC-LBC CR PTNER III	37,394.	0.	37,394.	37,394.	
WEALTH STR. LLC-LBC CR PTNER III	181,111.	0.	181,111.	181,111.	
TO PART I, LINE 4	3,145,415.	487,161.	2,658,254.	2,658,254.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WEALTH STR. LLC BURGUNDY EMERGING MKT	-4,375.	-4,375.	
WEALTH STR. LLC BURGUNDY EMERGING MKT	19,913.	19,913.	
WEALTH STR. LLC SELECT EQUITY	692.	692.	
WEALTH STR. BARINGS LOAN SUB-TR. BBH #1530	-42,101.	-42,101.	
PRIOR YEAR OVERPAYMENT	-23,144.	0.	
	33,698.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-15,317.	-25,871.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,618.	0.		2,618.
TO FM 990-PF, PG 1, LN 16A	2,618.	0.		2,618.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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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	14,110.	0.		14,110.
TO FORM 990-PF, PG 1, LN 16B	32,410.	0.		32,410.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	501,129.	501,129.		0.
TO FORM 990-PF, PG 1, LN 16C	501,129.	501,129.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	75,000.	0.		0.
FOREIGN TAXES PAID	89,694.	89,694.		0.
PRIOR YEAR OVERPAYMENT APPLIED	33,698.	0.		0.
PAYROLL TAXES	15,342.	0.		15,342.
TO FORM 990-PF, PG 1, LN 18	213,734.	89,694.		15,342.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	5,293.	0.		5,293.
PORTFOLIO DEDUCTIONS FROM PASS-THROUGH ENTITIES	471,682.	471,682.		0.
D&O LIABILITY INSURANCE	5,790.	0.		5,790.
FILING FEES	1,500.	0.		1,500.
INVESTMENT INTEREST EXPENSE	57.	57.		0.
TRANSACTION FEE	278.	278.		0.
MISC. EXPENSE	27.	0.		27.
TO FORM 990-PF, PG 1, LN 23	484,627.	472,017.		12,610.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	13,489,172.	19,117,461.
SEE ATTACHED STATEMENT	30,155,053.	29,924,087.
UNION PACIFIC CORP	352,204.	15,205,300.
TOTAL TO FORM 990-PF, PART II, LINE 10B	43,996,429.	64,246,848.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH REAL ESTATE INCOME FD II	COST	722,271.	662,478.
BBH CAPITAL PARTNERS QP IV	COST	1,628,754.	3,717,449.
BBH LBC CREDIT PARTNERS III	COST	2,232,709.	1,831,319.
BBH SELECT EQUITY	COST	18,320,048.	17,380,596.
BBH BARES	COST	3,596,872.	7,121,179.
BBH BURGUNDY	COST	6,047,573.	5,804,372.
BBH ALTAROCK	COST	2,431,603.	4,433,913.
BBH CLARKSTON	COST	3,066,552.	3,428,488.
BBH OAKTREE OPP. SUB-TR.	COST	547,987.	617,688.
BBH HITCHWOOD CAP SUB-TR.	COST	5,000,000.	5,229,671.
BBH CAPITAL PARTNERS V-1	COST	3,155,484.	3,458,682.
BBH SANDTON CREDIT SOLUTIONS IV	COST	1,029,888.	1,035,569.
WEALTH STR. BARING LOAN SUB-TR	COST	3,149,004.	3,346,902.
CPIV ECX LLC	COST	458,103.	831,077.
WEALTH STR. LLC CEDARROCK CAP PNERS	COST	3,971,501.	3,624,544.
BBH CAP PARTNERS III (CAYMAN)	COST	0.	804,975.
TOTAL TO FORM 990-PF, PART II, LINE 13		55,358,349.	63,328,902.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM FOUNDATION	39,393.	23,389.	23,389.
DUE FROM BROKER	99,335.	0.	0.
TO FORM 990-PF, PART II, LINE 15	138,728.	23,389.	23,389.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 12
PART VII-B, LINE 5C

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
3,000.	06/20/18	3,000.	12/31/18

PURPOSE OF GRANT

EDUCATION

DATES OF REPORTS BY GRANTEE

12/31/2018

RESULTS OF VERIFICATION

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

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

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

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.