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EXTENDED TO NOVEMBER 15, 2016

OMB No 1545-0052

Form **990-PF****Return of Private Foundation**

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

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

| | | |
|--|--|--|
| Name of foundation MARS FOUNDATION | | A Employer identification number 54-6037592 |
| Number and street (or P.O. box number if mail is not delivered to street address) 6885 ELM STREET | | B Telephone number (703) 821-4900 |
| City or town, state or province, country, and ZIP or foreign postal code MCLEAN, VA 22101 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 21,882,868. (Part I, column (d) must be on cash basis) | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| 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 | 2,000,000. | | N/A | |
| | 2 Check <input 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 | 276,848. | 276,848. | | STATEMENT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 1,006,561. | | | |
| | b Gross sales price for all assets on line 6a | 4,182,938. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 1,006,561. | | |
| | 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 | | | | | |
| 12 Total. Add lines 1 through 11 | 3,283,409. | 1,283,409. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees STMT 2 | 889. | 0. | | 889. |
| | b Accounting fees STMT 3 | 47,855. | 0. | | 47,855. |
| | c Other professional fees STMT 4 | 28,637. | 28,584. | | 53. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 5 | 24,283. | 4,283. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 6 | 27,826. | 24,661. | | 3,165. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 129,490. | 57,528. | | 51,962. |
| | 25 Contributions, gifts, grants paid | 873,000. | | | 858,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,002,490. | 57,528. | | 909,962. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 2,280,919. | | | | |
| b Net investment income (if negative, enter -0-) | | 1,225,881. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

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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 | End of year | |
|-----------------------------|--|---|-------------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | 39,230. | 19,225. | 19,225. |
| | 2 | Savings and temporary cash investments | | 952,037. | 652,659. | 652,659. |
| | 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 | 17,520,807. | 14,008,614. | 14,008,614. |
| | c | Investments - corporate bonds | STMT 8 | 3,674. | 1,245. | 1,245. |
| | 11 | Investments - land, buildings, and equipment: basis ▶ | | | | |
| | Less: accumulated depreciation ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other | STMT 9 | 2,471,775. | 7,201,125. | 7,201,125. | |
| 14 | Land, buildings, and equipment: basis ▶ | | | | | |
| | Less: accumulated depreciation ▶ | | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | 20,987,523. | 21,882,868. | 21,882,868. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 19,600. | 19,600. | |
| | 18 | Grants payable | | 235,000. | 250,000. | |
| | 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) | | 254,600. | 269,600. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | 20,732,923. | 21,613,268. | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31. | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| | 30 | Total net assets or fund balances | | 20,732,923. | 21,613,268. | |
| | 31 | Total liabilities and net assets/fund balances | | 20,987,523. | 21,882,868. | |

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 | 20,732,923. |
| 2 | Enter amount from Part I, line 27a | 2 | 2,280,919. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 23,013,842. |
| 5 | Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS | 5 | 1,400,574. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 21,613,268. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|--|--------------------------------------|----------------------------------|
| 1a | | | | |
| b SEE ATTACHED 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 4,182,938. | | 3,176,377. | 1,006,561. |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | 1,006,561. |

| | | | |
|---|---|---|------------|
| 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 | 1,006,561. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | { } | 3 | N/A |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2014 | 918,459. | 19,634,778. | .046777 |
| 2013 | 823,586. | 16,788,780. | .049056 |
| 2012 | 776,714. | 14,124,153. | .054992 |
| 2011 | 800,745. | 12,683,864. | .063131 |
| 2010 | 705,930. | 11,276,638. | .062601 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | .276557 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .055311 |
| 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 | 4 | 21,308,529. |
| 5 Multiply line 4 by line 3 | 5 | 1,178,596. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 12,259. |
| 7 Add lines 5 and 6 | 7 | 1,190,855. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 909,962. |

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 type="checkbox"/> and enter 1% of Part I, line 27b | | 1 24,518. |
| 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 24,518. |
| 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 24,518. |
| 6 Credits/Payments: | | |
| a 2015 estimated tax payments and 2014 overpayment credited to 2015 | 6a 16,622. | |
| b Exempt foreign organizations - tax withheld at source | 6b | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c 30,000. | |
| d Backup withholding erroneously withheld | 6d | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 46,622. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | |
| 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 22,104. | |
| 11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 22,104. Refunded <input type="checkbox"/> 0. | 11 | |

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 |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> IL, VA | | |
| 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 2015 or the taxable year beginning in 2015 (see 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

STMT 10

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 ► N/A | X | |
| 14 The books are in care of ► RITA LANGSAM DAVIS Telephone no. ► (703) 821-4940 Located at ► 6885 ELM STREET, MCLEAN, VA ZIP+4 ► 22101-3810 | | |
| 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 2015, 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 ► N/A | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? | | 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► N/A | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2015 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 2015) | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015? | | X |

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)?

N/A

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?

N/A

☐ 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

If "Yes" to 6b, file Form 8870

X

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

N/A

7b

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 11 | | 0. | 0. | 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 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 | 21,082,910. |
| b | Average of monthly cash balances | 1b | 550,114. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 21,633,024. |
| 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 | 21,633,024. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 324,495. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 21,308,529. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,065,426. |

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 | 1,065,426. |
| 2a | Tax on investment income for 2015 from Part VI, line 5 | 2a | 24,518. |
| b | Income tax for 2015. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 24,518. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,040,908. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 1,040,908. |
| 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 | 1,040,908. |

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 | 909,962. |
| 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 | 909,962. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 909,962. |

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 2014 | (c) 2014 | (d) 2015 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2015 from Part XI, line 7 | | | | 1,040,908. |
| 2 Undistributed income, if any, as of the end of 2015 | | | | |
| a Enter amount for 2014 only | | | 0. | |
| b Total for prior years | | 0. | | |
| 3 Excess distributions carryover, if any, to 2015 | | | | |
| a From 2010 | 145,121. | | | |
| b From 2011 | 170,160. | | | |
| c From 2012 | 77,503. | | | |
| d From 2013 | | | | |
| e From 2014 | | | | |
| f Total of lines 3a through e | 392,784. | | | |
| 4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ | 909,962. | | | |
| a Applied to 2014, 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 2015 distributable amount | | | | 909,962. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).) | 130,946. | | | 130,946. |
| 6 Enter the net total of each column as indicated below | | | | |
| a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5 | 261,838. | | | |
| 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 2014: Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2015: Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016 | | | | 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 2010 not applied on line 5 or line 7 | 14,175. | | | |
| 9 Excess distributions carryover to 2016: Subtract lines 7 and 8 from line 6a | 247,663. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2011 | 170,160. | | | |
| b Excess from 2012 | 77,503. | | | |
| c Excess from 2013 | | | | |
| d Excess from 2014 | | | | |
| e Excess from 2015 | | | | |

| | |
|-----------------|--|
| 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 2015, 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)

- 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.

- 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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

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

N/A

- c Any submission deadlines:**

N/A

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

N/A

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 | | | | |
| AFRICAN WILDLIFE FOUNDATION 1400 SIXTEENTH STREET, NW - SUITE 120 WASHINGTON, DC 20036 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 8,000. |
| AMERICAN RIVERS 1101 14TH STREET, NW, SUITE 1400 WASHINGTON, DC 20005 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 8,000. |
| CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPPORT | 30,000. |
| DAYS END FARM HORSE RESCUE P.O. BOX 309 LISBON, MD 21765 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| ECOHEALTH ALLIANCE 460 WEST 34TH STREET, 17TH FLOOR NEW YORK, NY 10001-2320 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 8,000. |
| Total | | | SEE CONTINUATION SHEET(S) ▶ 3a | 858,000. |
| b Approved for future payment | | | | |
| PRETEND CITY 29 HUBBLE IRVINE, CA 92618 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 50,000. |
| WOLF TRAP EARLY LEARNING CENTER 1645 TRAP ROAD VIENNA, VA 22182 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 50,000. |
| NATIONAL PARK FOUNDATION 1110 VERMONT AVENUE, N.W., SUITE 200 WASHINGTON, DC 20005 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 150,000. |
| Total | | | ▶ 3b | 250,000. |

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



| | | Yes | No |
|---|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No


| b If "Yes," complete the following schedule. | | |
|--|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

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

Sign Here  

Signature of officer or trustee _____ Date 11/19/16 Title Asst. Treasurer

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

| | | | | | |
|---------------------------------------|---|---|------------------|---|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature  | Date 11/10/16 | Check <input type="checkbox"/> if self-employed | PTIN P01291332 |
| | Firm's name ► BROWN BROTHERS HARRIMAN & CO | | | Firm's EIN ► 13-4973745 | |
| | Firm's address ► 140 BROADWAY, 4TH FL NEW YORK, NY 10005 | | | Phone no. 212-493-8000 | |

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Name of the organization

MARS FOUNDATION

Employer identification number

54-6037592

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

| | |
|--|---|
| Name of organization MARS FOUNDATION | Employer identification number 54-6037592 |
|--|---|

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|--|
| 1 | MARS, INCORPORATED 6885 ELM STREET MCLEAN, VA 22101 | \$ 2,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization

Employer identification number

MARS FOUNDATION**54-6037592****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |

Name of organization

Employer identification number

MARS FOUNDATION

54-6037592

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|---|-----------------|--|
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |

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 #1111 SEE ATTACHED SCHEDULE | P | VARIOUS | VARIOUS |
| b | BBH WS LLC - BARES | P | VARIOUS | VARIOUS |
| c | BBH WS LLC - REMS | P | VARIOUS | VARIOUS |
| d | BBH WS LLC - REMS | P | VARIOUS | VARIOUS |
| e | BBH WS LLC - BURGUNDY | P | VARIOUS | VARIOUS |
| f | BBH WS LLC - CLARKSTON | P | VARIOUS | VARIOUS |
| g | BBH WS LLC - ALTAROCK | P | VARIOUS | VARIOUS |
| h | BBH WS LLC - SELECT EQUITY | P | VARIOUS | VARIOUS |
| i | CLASS ACTION PROCEEDS - AIG | P | VARIOUS | VARIOUS |
| j | CLASS ACTION PROCEEDS - FNMA | P | VARIOUS | VARIOUS |
| k | CLASS ACTION PROCEEDS-NORTEL | P | VARIOUS | VARIOUS |
| l | CAPITAL GAINS DIVIDENDS | | | |
| 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 3,685,531. | | 3,163,454. | 522,077. |
| b | | 8,254. | <8,254.> |
| c 549. | | | 549. |
| d 1,439. | | | 1,439. |
| e | | 4,669. | <4,669.> |
| f 300. | | | 300. |
| g 1,188. | | | 1,188. |
| h 291. | | | 291. |
| i 179. | | | 179. |
| j 166. | | | 166. |
| k 56. | | | 56. |
| l 493,239. | | | 493,239. |
| m | | | |
| n | | | |
| o | | | |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 522,077. |
| b | | | <8,254.> |
| c | | | 549. |
| d | | | 1,439. |
| e | | | <4,669.> |
| f | | | 300. |
| g | | | 1,188. |
| h | | | 291. |
| i | | | 179. |
| j | | | 166. |
| k | | | 56. |
| l | | | 493,239. |
| 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

1,006,561.

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

MARS FOUNDATION

54-6037592

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|--|--|--------------------------------------|-------------------------------------|----------|
| EQUINE LAND CONSERVATION RESOURCE 4037 IRON WORKS PARKWAY, SUITE 120 LEXINGTON, KY 40511 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| FRIENDS OF CONSERVATION 5707 SOUTH CASS AVE., UNIT 486 WESTMONT, IL 60559 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 8,000. |
| GALAPAGOS CONSERVANCY 11150 FAIRFAX BOULEVARD, SUITE 408 FAIRFAX, VA 22030 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| NATIONAL AQUARIUM, INC. 501 EAST PRATT STREET, PIER 3 BALTIMORE, MD 21202 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| NATURE CONSERVANCY 490 WESTFIELD ROAD CHARLOTTESVILLE, VA 22901 | NONE | PUBLIC CHARITY - 501(C)(3) | RESTRICTED TO VA, MD & DC | 10,000. |
| POTOMAC CONSERVANCY 8403 COLESVILLE ROAD, SUITE 805 SILVER SPRING, MD 20910 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| PROJECT HORSE 20015 GREAT FALLS FOREST DRIVE GREAT FALLS, VA 22066 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| STUDENT CONSERVATION ASSOCIATION, INC. 4245 N. FAIRFAX DRIVE, SUITE 825 ARLINGTON, VA 22203 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 30,000. |
| WASHINGTON ANIMAL RESCUE LEAGUE 71 OGLETHORPE STREET, NW WASHINGTON, DC 20011 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| WILDLIFE CENTER OF VIRGINIA P.O. BOX 1557 WAYNESBORO, VA 22980 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| Total from continuation sheets | | | | 799,000. |

MARS FOUNDATION

54-6037592

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|--|--|--------------------------------------|---|---------|
| AMERICAN RED CROSS OF THE NATIONAL CAPITAL AREA 8550 ARLINGTON BLVD FAIRFAX, VA 22031 | NONE | PUBLIC CHARITY - 501(C)(3) | FOR SOLDIERS AND THEIR FAMILIES AT WALTER REED NAT'L MILITARY MEDICAL CENTER AND FORT BELVOIR, VA | 15,000. |
| BOYS & GIRLS CLUB OF FAUQUIER 169 KEITH STREET WARRENTON, VA 20186 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| BOYS & GIRLS CLUB OF GREATER WASHINGTON 4103 BENNING ROAD, NE WASHINGTON, DC 20019 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL 4301 CONNECTICUT AVENUE NW, SUITE M-2 WASHINGTON, DC 20008 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| GIRLS, INC. 120 WALL STREET, 18TH FLOOR NEW YORK, NY 10005 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| FIRST NATIONS DEVELOPMENT INSTITUTE 2432 MAIN STREET, 2ND FLOOR LONGMONT, CO 80501 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| NATIONAL CENTER FOR MISSING & EXPLOITED CHILDREN 699 PRINCE STREET ALEXANDRIA, VA 22314 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| PEOPLE. ANIMALS. LOVE. 731 8TH STREET, SE, SUITE 202 WASHINGTON, DC 20003 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| REBUILDING TOGETHER OF WASHINGTON DC 4607 CONNECTICUT AVENUE, NW, SUITE 6 WASHINGTON, DC 20008 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES, KY 41844 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| Total from continuation sheets | | | | |

MARS FOUNDATION

54-6037592

Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|--|--|--------------------------------------|--|---------|
| 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 |
| ARCS FOUNDATION, METROPOLITAN WASHINGTON CHAPTER P.O. BOX 60868 POTOMAC, MD 20859 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 15,000. |
| BLACK STUDENT FUND 3636 16TH STREET, NW, 4TH FLOOR WASHINGTON, DC 20010 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| DISTRICT OF COLUMBIA COLLEGE ACCESS PROGRAM 1400 L STREET, NW, SUITE 400 WASHINGTON, DC 20005 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| FREEDOM YOUTH ACADEMY, INC. 1405 34TH STREET, SE WASHINGTON, DC 20020 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| GALLAUDET UNIVERSITY 800 FLORIDA AVENUE, NE WASHINGTON, DC 20002-3695 | NONE | PUBLIC CHARITY - 501(C)(3) | RESTRICTED GRANT FOR SCHOLARSHIPS | 5,000. |
| VIRGINIA COLLEGE FUND 4900 AUGUSTA AVENUE, SUITE 101 RICHMOND, VA 23230-3611 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 15,000. |
| VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD, SUITE B RICHMOND, VA 23229 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 20,000. |
| WOLF TRAP EARLY LEARNING CENTER 1645 TRAP ROAD VIENNA, VA 22182 | NONE | PUBLIC CHARITY - 501(C)(3) | RESTRICTED GRANT FOR WOLF TRAP EARLY LEARNING CENTER | 15,000. |
| WOLF TRAP EARLY LEARNING CENTER 1645 TRAP ROAD VIENNA, VA 22182 | NONE | PUBLIC CHARITY - 501(C)(3) | RESTRICTED FOR WOLF TRAP EDUCATION AND OPERA | 50,000. |
| Total from continuation sheets | | | | |

MARS FOUNDATION

54-6037592

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|--|--|--------------------------------------|-------------------------------------|---------|
| AMERICAN BIRD CONSERVANCY P.O BOX 249 THE PLAINS, VA 20198 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| DEFENDERS OF WILDLIFE 1130 SEVENTEENTH STREET, N.W. WASHINGTON, DC 20036 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| FRIENDS OF THE BLUE RIDGE PARKWAY, INC. P.O. BOX 20986 ROANOKE, VA 24018 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| WORLD WILDLIFE FUND 1250 24TH STREET N.W. WASHINGTON, DC 20037 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 12,000. |
| ARENA STAGE 1101 SIXTH STREET S.W. WASHINGTON, DC 20024 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| CATHEDRAL CHORAL SOCIETY 3101 WISCONSIN AVENUE, N.W. WASHINGTON, DC 20016 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| CHORAL ARTS SOCIETY OF WASHINGTON 5225 WISCONSIN AVENUE, N.W., SUITE 603 WASHINGTON, DC 20015-2024 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| DANCE PLACE 3225 8TH STREET, N.E. WASHINGTON, DC 20017 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| FOLGER SHAKESPEARE LIBRARY 201 EAST CAPITOL STREET, SE WASHINGTON, DC 20003 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| FORD'S THEATRE 511 10TH STREET, NW WASHINGTON, DC 20004 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| Total from continuation sheets | | | | |

MARS FOUNDATION

54-6037592

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|--|--|--------------------------------------|-------------------------------------|---------|
| IMAGINATION STAGE 4908 AUBURN AVENUE BETHESDA, MD 20814 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| MCLEAN ORCHESTRA P.O. BOX 760 MCLEAN, VA 22101 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| PHILLIPS COLLECTION 1600 21ST STREET, NW WASHINGTON, DC 20009 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| PRETEND CITY 29 HUBBLE IRVINE, CA 92618 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 50,000. |
| SHAKESPEARE THEATRE COMPANY 516 EIGHTH STREET, NE WASHINGTON, DC 20003 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| SIGNATURE THEATRE 4200 CAMPBELL AVENUE ARLINGTON, VA 22206 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| ST. JOHN'S EPISCOPAL CHURCH 3240 O STREET, N.W. WASHINGTON, DC 20007 | NONE | PUBLIC CHARITY - 501(C)(3) | FOR GEORGETOWN CONCERT SERIES | 5,000. |
| WASHINGTON CONCERT OPERA 2437 15TH STREET, N.W. WASHINGTON, DC 20009 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| WASHINGTON NATIONAL OPERA 2700 F STREET, N.W. WASHINGTON, DC 20566 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 20,000. |
| YOUNG CONCERT ARTISTS OF WASHINGTON 1220 L. STREET, N.W., SUITE 100-423 WASHINGTON, DC 20005 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| Total from continuation sheets | | | | |

MARS FOUNDATION

54-6037592

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|---|--|--------------------------------------|---------------------------------------|---------|
| BYTE BACK! 815 MONROE STREET, N.E. WASHINGTON, DC 20017 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| CHILDREN IN NEED, INC. 131 WEST NORTH AVENUE HAGERSTOWN, MD 21740 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 2,000. |
| BREAD FOR THE CITY 1525 SEVENTH STREET, N.W. WASHINGTON, DC 20001 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| BRIGHT BEGINNINGS 128 M STREET, N.W. WASHINGTON, DC 20001 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 2,000. |
| CAPITAL AREA FOOD BANK 4900 PUERTO RICO AVENUE, N.E. WASHINGTON, DC 20017 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| CASTING FOR RECOVERY P.O. BOX 1123, 3738 MAIN STREET MANCHESTER, VT 05254 | NONE | PUBLIC CHARITY - 501(C)(3) | FOR PROGRAM IN MID ATLANTIC REGION | 5,000. |
| CHRIST HOUSE 1717 COLUMBIA ROAD, N.W. WASHINGTON, DC 20009 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| CHURCH OF THE EPIPHANY 1317 G STREET, N.W. WASHINGTON, DC 20005 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| D.C. CENTRAL KITCHEN 425 2ND STREET N.W. WASHINGTON, DC 20001 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| DOORWAYS FOR WOMEN & FAMILIES P.O. BOX 100185 ARLINGTON, VA 22210 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|--|--|--------------------------------------|---|---------|
| DREAM STREET 324 SOUTH BEVERLY DRIVE, SUITE 500 BEVERLY HILLS, CA 90212 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| FOODBANK OF THE VIRGINIA PENINSULA 2401 ALUMINUM AVENUE HAMPTON, VA 23661 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| HOME CARE PARTNERS 1234 MASSACHUSETTS AVENUE, N.W., SUITE C-1002 WASHINGTON, DC 20005 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| HOPKINS HOUSE 5804 RICHMOND HIGHWAY, SUITE 525 ALEXANDRIA, VA 22303 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| HOUSE OF RUTH 5 THOMAS CIRCLE, N.W. WASHINGTON, DC 20005-4153 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| INOVA FAIRFAX HOSPITAL 8110 GATEHOUSE ROAD, SUITE 200 EAST FALLS CHURCH, VA 22041 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| IONA SENIOR SERVICES 4125 ALBEMARLE STREET, N.W. WASHINGTON, DC 20016 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| JOHNS HOPKINS OFFICE OF ANNUAL GIVING 3400 NORTH CHARLES STREET, SAN MARTIN CENTER BALTIMORE, MD 21218 | NONE | PUBLIC CHARITY - 501(C)(3) | FOR DEPT. OF UROLOGY & NURSE PRACTICE EDUCATION PROGRAM | 10,000. |
| JUBILEE JOBS INC. 2712 ONTARIO ROAD N.W. WASHINGTON, DC 20009 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| LA CLINICA DEL PUEBLO 2831 15TH STREET, N.W. WASHINGTON, DC 20009-4607 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| Total from continuation sheets | | | | |

MARS FOUNDATION

54-6037592

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|---|--|--------------------------------------|--|---------|
| LEARNING ALLY 20 ROSZEL ROAD PRINCETON, NJ 08540 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| MARTHA'S TABLE 2114 14TH STREET, N.W. WASHINGTON, DC 20009 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| N STREET VILLAGE (MIRIAM'S HOUSE) 1333 N STREET, NW WASHINGTON, DC 20005-3601 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| PREVENTION OF BLINDNESS SOCIETY OF THE METROPOLITAN AREA 1775 CHURCH STREET, N.W. WASHINGTON, DC 20056 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| SALVATION ARMY 2626 PENNSYLVANIA AVENUE, N.W. WASHINGTON, DC 20037 | NONE | PUBLIC CHARITY - 501(C)(3) | FOR FOOD/SHELTER IN VA, MD, DC AREA | 10,000. |
| SARAH'S CIRCLE 2551 17TH STREET, N.W., SUITE 103 WASHINGTON, DC 20009 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| SHELTER HOUSE 12310 PINECREST ROAD, SUITE 304 RESTON, CA 20191 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| SOME 71 "O" STREET, N.W. WASHINGTON, DC 20001 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| WASHINGTON HOME & COMMUNITY HOSPICES 3720 UPTON STREET, N.W. WASHINGTON, DC 20016 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| WASHINGTON WINTER SHOW 29 GRANT CIRCLE, NW WASHINGTON, DC 20011 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| Total from continuation sheets | | | | |

MARS FOUNDATION

54-6037592

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|--|--|--------------------------------------|-------------------------------------|---------|
| BRINTON MUSEUM 239 BRINTON ROAD BIG HORN, WY 82833 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| C&O CANAL TRUST 1850 DUAL HIGHWAY, SUITE 100 HAGERSTOWN, MD 21740 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 23187-1776 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 3610 WILLIAMSBURG, VA 23187-1776 | NONE | PUBLIC CHARITY - 501(C)(3) | JAMESTOWN REDISCOVERY PROJECT | 35,000. |
| CORPORATION FOR JEFFERSON'S POPLAR FOREST P.O. BOX 419 FOREST, VA 24551 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| GETTYSBURG FOUNDATION 1195 BALTIMORE PIKE GETTYSBURG, PA 17325 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| HANCOCK SHAKER VILLAGE P.O. BOX 927 PITTSFIELD, MA 01202-0927 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 5,000. |
| MOUNT VERNON LADIES' ASSOCIATION OF THE UNION P.O. BOX 110 MOUNT VERNON, VA 22121 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| NATIONAL PARK FOUNDATION 1110 VERMONT AVENUE, N.W., SUITE 200 WASHINGTON, DC 29995 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 50,000. |
| TRUST FOR THE NATIONAL MALL 1300 PENNSYLVANIA AVENUE, NW, SUITE 370 WASHINGTON, DC 20004 | NONE | PUBLIC CHARITY - 501(C)(3) | GENERAL SUPPORT | 10,000. |
| Total from continuation sheets | | | | |

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 REAL ESTATE INCOME FUND II, LP | 8,427. | 0. | 8,427. | 8,427. | |
| BBH REAL ESTATE INCOME FUND, LP | 13,066. | 0. | 13,066. | 13,066. | |
| BBH WS LLC - ALTAROCK | 1,259. | 0. | 1,259. | 1,259. | |
| BBH WS LLC - BARES | 4,410. | 0. | 4,410. | 4,410. | |
| BBH WS LLC - BURGUNDY | 7,060. | 0. | 7,060. | 7,060. | |
| BBH WS LLC - CLARKSTON | 1,687. | 0. | 1,687. | 1,687. | |
| BBH WS LLC - LBC CREDIT PARTNERS III | 52,646. | 0. | 52,646. | 52,646. | |
| BBH WS LLC - REMS GROUP | 3,269. | 0. | 3,269. | 3,269. | |
| BBH WS LLC - SELECT EQUITY | 34. | 0. | 34. | 34. | |
| BROWN BROTHERS HARRIMAN & CO HARBOR | 661,289. | 493,239. | 168,050. | 168,050. | |
| INTERNATIONAL FUND | 16,940. | 0. | 16,940. | 16,940. | |
| TO PART I, LINE 4 | 770,087. | 493,239. | 276,848. | 276,848. | |

FORM 990-PF LEGAL FEES STATEMENT 2

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PROFESSIONAL FEES - OTHER | 889. | 0. | | 889. |
| TO FM 990-PF, PG 1, LN 16A | 889. | 0. | | 889. |

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| BROWN BROTHERS HARRIMAN | 38,855. | 0. | | 38,855. |
| CONDON O'MEARA | 9,000. | 0. | | 9,000. |
| TO FORM 990-PF, PG 1, LN 16B | 47,855. | 0. | | 47,855. |

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 FEES | 28,584. | 28,584. | | 0. |
| FILING FEES | 53. | 0. | | 53. |
| TO FORM 990-PF, PG 1, LN 16C | 28,637. | 28,584. | | 53. |

FORM 990-PF

TAXES

STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAX | 20,000. | 0. | | 0. |
| FOREIGN TAXES PAID | 4,283. | 4,283. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 24,283. | 4,283. | | 0. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| INSURANCE | 3,165. | 0. | | 3,165. | |
| PORTFOLIO DEDUCTIONS | 24,661. | 24,661. | | 0. | |
| TO FORM 990-PF, PG 1, LN 23 | 27,826. | 24,661. | | 3,165. | |

| FORM 990-PF | CORPORATE STOCK | | STATEMENT | 7 |
|---|-----------------|----------------------|-----------|---|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | | |
| HARBOR INTERNATIONAL FUND | 931,306. | 931,306. | | |
| BBH CORE SELECT CL N | 3,230,779. | 3,230,779. | | |
| OAKMARK SELECT FUND-CL 1 | 1,643,704. | 1,643,704. | | |
| DELAWARE US GROWTH FUND-INS | 1,622,832. | 1,622,832. | | |
| BBH LIMITED DURATION FUND CL N | 4,682,285. | 4,682,285. | | |
| LONGLEAF PARTNERS SMALL CAP FUND | 552,879. | 552,879. | | |
| AIT GLOBAL EMERGING MARKETS FUND | 1,082,423. | 1,082,423. | | |
| BBH INTERNATIONAL FUND | 262,406. | 262,406. | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 14,008,614. | 14,008,614. | | |

| FORM 990-PF | CORPORATE BONDS | | STATEMENT | 8 |
|--|-----------------|----------------------|-----------|---|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | | |
| FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL #618497 5.5%, MATURES 11/01/2016 | 493. | 493. | | |
| FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL #616077 6.5%, MATURES 11/01/2016 | 752. | 752. | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,245. | 1,245. | | |

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------------|------------|----------------------|
| BBH PRIVATE EQUITY PARTNERS IV OFFSHORE | FMV | 456,185. | 456,185. |
| BBH CAP PARTNERS QP IV (CAYMAN) | FMV | 545,130. | 545,130. |
| BBH REAL ESTATE INCOME FUND I | FMV | 320,767. | 320,767. |
| BBH REAL ESTATE INCOME FUND II | FMV | 261,625. | 261,625. |
| BBH WS LLC - LBC CREDIT PARTNERS III | FMV | 628,363. | 628,363. |
| BBH WS LLC - REMS GROUP | FMV | 398,627. | 398,627. |
| BBH WS LLC - ALTAROCK | FMV | 705,757. | 705,757. |
| BBH WS LLC - BARES | FMV | 1,249,188. | 1,249,188. |
| BBH WS LLC - CLARKSTON | FMV | 464,571. | 464,571. |
| BBH WS LLC - SELECT EQUITY | FMV | 1,302,258. | 1,302,258. |
| BBH WS LLC - BURGUNDY | FMV | 435,415. | 435,415. |
| BBH WS LLC - HITCHWOOD | FMV | 433,239. | 433,239. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 7,201,125. | 7,201,125. |

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 10

NAME OF CONTRIBUTOR

ADDRESS

MARS, INCORPORATED

6885 ELM STREET
MCLEAN, VA 22101

FORM 990-PF

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

STATEMENT 11

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|------------------------------|-------------------|------------------------------|--------------------|
| JACQUELINE B. MARS 6885 ELM STREET MCLEAN, VA 221013810 | PRESIDENT 1.00 | 0. | 0. | 0. |
| FORREST E. MARS, JR. 6885 ELM STREET MCLEAN, VA 221013810 | VICE PRESIDENT 1.00 | 0. | 0. | 0. |
| JOHN F. MARS 6885 ELM STREET MCLEAN, VA 221013810 | VICE PRESIDENT 1.00 | 0. | 0. | 0. |
| OTIS O. OTIH 6885 ELM STREET MCLEAN, VA 221013810 | SECRETARY/TREASURER 1.00 | 0. | 0. | 0. |
| RITA LANGSAM DAVIS 6885 ELM STREET MCLEAN, VA 221013810 | ASSISTANT TREASURER 1.00 | 0. | 0. | 0. |
| SUSAN E. MARTIN 6885 ELM STREET MCLEAN, VA 221013810 | ASSISTANT SECRETARY 12.50 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. | 0. |