



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

MARS FOUNDATION

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

6885 ELM STREET

Room/suite

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

MCLEAN, VA 22101

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 23,975,975. (Part I, column (d) must be on cash basis)

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)

A Employer identification number

54-6037592

B Telephone number

(703) 821-4900

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 ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2,000,000.

N/A

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

368,454.

368,454.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

1,678,962.

b Gross sales price for all assets on line 6a 5,349,177.

7 Capital gain net income (from Part IV, line 2)

1,678,962.

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

14,636.

14,636.

STATEMENT 2

12 Total Add lines 1 through 11

4,062,052.

2,062,052.

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 3

628.

0.

628.

b Accounting fees

STMT 4

48,445.

0.

48,445.

c Other professional fees

STMT 5

35,077.

35,077.

0.

17 Interest

18 Taxes

STMT 6

36,747.

6,747.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 7

73,710.

54,993.

18,423.

24 Total operating and administrative expenses. Add lines 13 through 23

194,607.

96,817.

67,496.

25 Contributions, gifts, grants paid

816,000.

966,000.

26 Total expenses and disbursements. Add lines 24 and 25

1,010,607.

96,817.

1,033,496.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

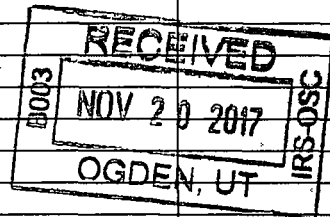
3,051,445.

b Net investment income (if negative, enter -0-)

1,965,235.

c Adjusted net income (if negative, enter -0-)

N/A



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		19,225.	19,046.	19,046.
	2	Savings and temporary cash investments		652,659.	3,265,856.	3,265,856.
	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 8	14,008,614.	11,696,395.	11,696,395.
	c	Investments - corporate bonds	STMT 9	1,245.	0.	0.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other	STMT 10	7,201,125.	8,994,678.	8,994,678.
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)		21,882,868.	23,975,975.	23,975,975.
17		Accounts payable and accrued expenses		19,600.	19,600.	
18		Grants payable		250,000.	100,000.	
Net Assets or Fund Balances	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)		269,600.	119,600.	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted		21,613,268.	23,856,375.	
	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		21,613,268.	23,856,375.	
	31	Total liabilities and net assets/fund balances		21,882,868.	23,975,975.	

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	21,613,268.
2	Enter amount from Part I, line 27a	2	3,051,445.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	24,664,713.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS	5	808,338.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,856,375.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,349,177.		3,670,215.	1,678,962.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,678,962.

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	1,678,962.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	909,962.	21,308,529.	.042704
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

2 Total of line 1, column (d)	2	.256660
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	.051332
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	23,004,514.
5 Multiply line 4 by line 3	5	1,180,868.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,652.
7 Add lines 5 and 6	7	1,200,520.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,033,496.

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)		1	39,305.
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			
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	39,305.
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	39,305.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	22,104.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	42,104.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	40.	
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	2,759.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 2,759. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 2016 or the taxable year beginning in 2016 (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 11

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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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?

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

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

N/A

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 12		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	21,437,243.
b	Average of monthly cash balances	1b	1,917,594.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	23,354,837.
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	23,354,837.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	350,323.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,004,514.
6	Minimum investment return. Enter 5% of line 5	6	1,150,226.

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	1,150,226.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	39,305.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	39,305.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,110,921.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,110,921.
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	1,110,921.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,033,496.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,033,496.
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	1,033,496.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,110,921.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	170,160.			
b From 2012	77,503.			
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	247,663.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 1,033,496.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				1,033,496.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	77,425.			77,425.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	170,238.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	92,735.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	77,503.			
10 Analysis of line 9:				
a Excess from 2012	77,503.			
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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.

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

[illegible]

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.
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES, KY 41844	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
AMERICAN BIRD CONSERVANCY P.O BOX 249 THE PLAINS, VA 20198	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
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.
AMERICAN RIVERS 1101 14TH STREET, NW, SUITE 1400 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	8,000.
Total	SEE CONTINUATION SHEET(S)			816,000.
b Approved for future payment				
NONE				
Total				0.

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 #1111 SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c	BBH WS LLC - ALTAROCK	P	VARIOUS	VARIOUS
d	BBH WS LLC - ALTAROCK	P	VARIOUS	VARIOUS
e	BBH WS LLC - BARES	P	VARIOUS	VARIOUS
f	BBH WS LLC - BARES	P	VARIOUS	VARIOUS
g	BBH WS LLC - BURGUNDY	P	VARIOUS	VARIOUS
h	BBH WS LLC - BURGUNDY	P	VARIOUS	VARIOUS
i	BBH WS LLC - CLARKSTON	P	VARIOUS	VARIOUS
j	BBH WS LLC - CLARKSTON	P	VARIOUS	VARIOUS
k	BBH REAL ESTATE INCOME FUND LP	P	VARIOUS	VARIOUS
l	BBH WS LLC - REMS	P	VARIOUS	VARIOUS
m	BBH WS LLC - REMS	P	VARIOUS	VARIOUS
n	BBH WS LLC - SELECT	P	VARIOUS	VARIOUS
o	BBH WS LLC - SELECT	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	714,830.	800,000.	<85,170.>
b	3,728,188.	2,801,443.	926,745.
c	3,067.		3,067.
d		14,440.	<14,440.>
e		34,310.	<34,310.>
f		11,789.	<11,789.>
g		809.	<809.>
h		548.	<548.>
i	5,635.		5,635.
j	1,899.		1,899.
k	53,927.		53,927.
l	10,532.		10,532.
m	8,056.		8,056.
n	2,085.		2,085.
o		6,876.	<6,876.>

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			<85,170.>
b			926,745.
c			3,067.
d			<14,440.>
e			<34,310.>
f			<11,789.>
g			<809.>
h			<548.>
i			5,635.
j			1,899.
k			53,927.
l			10,532.
m			8,056.
n			2,085.
o			<6,876.>

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a EXCESS DISTRIBUTION - BBH PEP IV		P	VARIOUS	VARIOUS
b MUTUAL FUNDS INVESTMENT LITIGATION		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 332,248.			332,248.
b 77.			77.
c 488,633.			488,633.
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			332,248.
b			77.
c			488,633.
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	1,678,962.
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 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.
ARENA STAGE 1101 SIXTH STREET S.W. WASHINGTON, DC 20024	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
BLACK STUDENT FUND 3636 16TH STREET, NW, 4TH FLOOR WASHINGTON, DC 20010	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
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.
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	5,000.
BRINTON MUSEUM 239 BRINTON ROAD BIG HORN, WY 82833	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	110,000.
BYTE BACK! 815 MONROE STREET, N.E. WASHINGTON, DC 20017	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
C&O CANAL TRUST 1850 DUAL HIGHWAY, SUITE 100 HAGERSTOWN, MD 21740	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				775,000.

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
COAL RIVER MOUNTAIN WATCH PO BOX 303 NOAMA, WV 25140	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
COLLGE BOUND 128 M STREET, N.W. STE 220 WASHINGTON, DC 20004	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.
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	30,000.
BOYS & GIRLS CLUB OF HARTFORD COUNTY PO BOX 1106 ABERDEEN, MD 21001	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.
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.
COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 23187-1776	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
CHICAGO COMMUNITY FOUNDATION 225 N. MICHIGAN AVE. STE 2200 CHICAGO, IL 60601	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	50,000.
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
CORPORATION FOR JEFFERSON'S POPLAR FOREST P.O. BOX 419 FOREST, VA 24551	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.
D.C. CENTRAL KITCHEN 425 2ND STREET N.W. WASHINGTON, DC 20001	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
DANCE PLACE 3225 8TH STREET, N.E. WASHINGTON, DC 20017	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
DAYS END FARM HORSE RESCUE P.O. BOX 309 LISBON, MD 21765	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
D.C. COLLEGE ACCESS PROGRAM 1400 L STREET, NW STE 400 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
INOVA HEALTH SYSTEM FOUNDATION 8110 GATEHOUSE ROAD, STE 200 EAST FALLS CHURCH, VA 22042	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
DOORWAYS FOR WOMEN & FAMILIES P.O. BOX 100185 ARLINGTON, VA 22210	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
DREAM STREET 324 SOUTH BEVERLY DRIVE, SUITE 500 BEVERLY HILLS, CA 90212	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 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
EQUINE LAND CONSERVATION RESOURCE 4037 IRON WORKS PARKWAY, SUITE 120 LEXINGTON, KY 40511	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
MONTPELIER FOUNDATION PO BOX 911 ORANGE, VA 22960	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
FOLGER SHAKESPEARE LIBRARY 201 EAST CAPITOL STREET, SE WASHINGTON, DC 20003	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.
FORD'S THEATRE 511 10TH STREET, NW WASHINGTON, DC 20004	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.
FRIENDS OF CONSERVATION 5707 SOUTH CASS AVE., UNIT 486 WESTMONT, IL 60559	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	8,000.
FRIENDS OF THE BLUE RIDGE PARKWAY, INC. P.O. BOX 20986 ROANOKE, VA 24018	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
GALAPAGOS CONSERVANCY 11150 FAIRFAX BOULEVARD, SUITE 408 FAIRFAX, VA 22030	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
NATIONAL FOREST FOUNDATION BLDG 27, STE 3, FORT MISSOULA RD MISSOULA, MT 59804	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	2,000.
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
PRESERVATION VIRGINIA 204 WEST FRANKLIN STREET RICHMOND, VA 23220	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.
HANCOCK SHAKER VILLAGE P.O. BOX 927 PITTSFIELD, MA 01202-0927	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
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.
IMAGINATION STAGE 4908 AUBURN AVENUE BETHESDA, MD 20814	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
FRIENDLY WATER FOR THE WORLD 1717 18TH COURT, N.W. OLYMPIA, WA 98506	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.
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
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.
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.
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.
MCLEAN ORCHESTRA P.O. BOX 760 MCLEAN, VA 22101	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.
N STREET VILLAGE (MIRIAM'S HOUSE) 1333 N STREET, NW WASHINGTON, DC 20005-3601	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
NATIONAL AQUARIUM, INC. 501 EAST PRATT STREET, PIER 3 BALTIMORE, MD 21202	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.
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
WASHINGTON CONCERT OPERA 2437 15TH STREET, N.W. WASHINGTON, DC 20009	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.
WILDLIFE CENTER OF VIRGINIA P.O. BOX 1557 WAYNESBORO, VA 20011	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
PHILLIPS COLLECTION 1600 21ST STREET, NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
POTOMAC CONSERVANCY 8403 COLESVILLE ROAD, SUITE 805 SILVER SPRING, MD 20910	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.
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.
PROJECT HORSE 20015 GREAT FALLS FOREST DRIVE GREAT FALLS, VA 22066	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.
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.
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
WASHINGTON WINTER SHOW 29 GRANT CIRCLE, NW WASHINGTON, DC 20011	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
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.
WASHINGTON HOME & COMMUNITY HOSPICES 3720 UPTON STREET, N.W. WASHINGTON, DC 20016	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.
SOME 71 "O" STREET, N.W. WASHINGTON, DC 20001	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.
STUDENT CONSERVATION ASSOCIATION, INC. 4245 N. FAIRFAX DRIVE, SUITE 825 ARLINGTON, VA 22203	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	30,000.
VIRGINIA INSTITUTE OF MARINE SCIENCE PO BOX 1346 GLOUCESTER POINT, VA 23062	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	25,000.
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.
Total from continuation sheets				

54-6037592

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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

2016

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 foundationCheck 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

Name of organization

Employer identification number

MARS FOUNDATION**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
<u>1</u>	<u>MARS, INCORPORATED</u> <u>6885 ELM STREET</u> <u>MCLEAN, VA 22101</u>	\$ <u>2,000,000.</u>	Person <input checked="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 MARS FOUNDATION	Employer identification number 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

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	8,723.	0.	8,723.	8,723.	
BBH REAL ESTATE INCOME FUND, LP	8,634.	0.	8,634.	8,634.	
BBH WS LLC - ALTAROCK	11,920.	0.	11,920.	11,920.	
BBH WS LLC - BARES	10,345.	0.	10,345.	10,345.	
BBH WS LLC - BURGUNDY	25,170.	0.	25,170.	25,170.	
BBH WS LLC - CLARKSTON	11,918.	0.	11,918.	11,918.	
BBH WS LLC - LBC CREDIT PARTNERS III	72,352.	0.	72,352.	72,352.	
BBH WS LLC - REMS GROUP	8,188.	0.	8,188.	8,188.	
BBH WS LLC - SELECT EQUITY	15,693.	0.	15,693.	15,693.	
BROWN BROTHERS HARRIMAN & CO #1111	664,299.	488,633.	175,666.	175,666.	
BROWN BROTHERS HARRIMAN & CO #1120	19,845.	0.	19,845.	19,845.	
TO PART I, LINE 4	857,087.	488,633.	368,454.	368,454.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BBH WS LLC - BURGUNDY	894.	894.	
BBH WS LLC - SELECT	13,742.	13,742.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,636.	14,636.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES - OTHER	628.	0.		628.
TO FM 990-PF, PG 1, LN 16A	628.	0.		628.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROWN BROTHERS HARRIMAN	39,245.	0.		39,245.
CONDON O'MEARA	9,200.	0.		9,200.
TO FORM 990-PF, PG 1, LN 16B	48,445.	0.		48,445.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	35,077.	35,077.		0.
TO FORM 990-PF, PG 1, LN 16C	35,077.	35,077.		0.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	30,000.	0.		0.
FOREIGN TAXES PAID	6,747.	6,747.		0.
TO FORM 990-PF, PG 1, LN 18	36,747.	6,747.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
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	54,646.	54,646.		0.	
SOFTWARE SUBSCRIPTION	15,208.	0.		15,208.	
INTEREST EXPENSE	347.	347.		0.	
OTHER EXPENSES	294.	0.		0.	
FILING FEES	25.	0.		25.	
REGISTRATION FEE	25.	0.		25.	
TO FORM 990-PF, PG 1, LN 23	73,710.	54,993.		18,423.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
HARBOR INTERNATIONAL FUND	915,322.	915,322.		
BBH CORE SELECT CL N	4,124,762.	4,124,762.		
OAKMARK SELECT FUND-CL 1	0.	0.		
DELAWARE US GROWTH FUND-INS	0.	0.		
BBH LIMITED DURATION FUND CL N	5,642,884.	5,642,884.		
LONGLEAF PARTNERS SMALL CAP FUND	749,139.	749,139.		
AIT GLOBAL EMERGING MARKETS FUND	0.	0.		
BBH INTERNATIONAL FUND	264,288.	264,288.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,696,395.	11,696,395.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL #618497 5.5%, MATURES 11/01/2016	0.	0.		
FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL #616077 6.5%, MATURES 11/01/2016	0.	0.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH PRIVATE EQUITY PARTNERS IV OFFSHORE	FMV	0.	0.
BBH CAP PARTNERS QP IV (CAYMAN)	FMV	693,849.	693,849.
BBH REAL ESTATE INCOME FUND I	FMV	151,055.	151,055.
BBH REAL ESTATE INCOME FUND II	FMV	259,117.	259,117.
BBH WS LLC - LBC CREDIT PARTNERS III	FMV	528,282.	528,282.
BBH WS LLC - REMS GROUP	FMV	450,153.	450,153.
BBH WS LLC - ALTAROCK	FMV	888,350.	888,350.
BBH WS LLC - BARES	FMV	1,506,206.	1,506,206.
BBH WS LLC - CLARKSTON	FMV	1,051,865.	1,051,865.
BBH WS LLC - SELECT EQUITY	FMV	1,870,689.	1,870,689.
BBH WS LLC - BURGUNDY	FMV	1,120,545.	1,120,545.
BBH WS LLC - HITCHWOOD	FMV	395,315.	395,315.
BBH CAP PARTNERS V-1 SUB TRUST	FMV	79,252.	79,252.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,994,678.	8,994,678.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 11
-------------	---	--------------

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 12

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.
MARIJKE E. MARS 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.