



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



Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	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		Room/suite	B Telephone number (703) 821-4900
	City or town, state, and ZIP code MCLEAN, VA 22101			C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
\$ 10,820,131. (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____

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	1,000,000.		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	127,748.	127,748.		STATEMENT 1
4	Dividends and interest from securities	95,461.	95,461.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	107,374.			
b	Gross sales price for all assets on line 6a	1,993,723.			
7	Capital gain net income (from Part IV, line 2)		107,374.		
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	1,330,583.	330,583.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	35,562.	7,652.		27,910.
c	Other professional fees STMT 4	14,633.	14,633.		0.
17	Interest				
18	Taxes STMT 5	7,152.	1,776.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	6,098.	337.		5,761.
24	Total operating and administrative expenses. Add lines 13 through 23	63,445.	24,398.		33,671.
25	Contributions, gifts, grants paid	907,000.			682,000.
26	Total expenses and disbursements. Add lines 24 and 25	970,445.	24,398.		715,671.
27	Subtract line 26 from line 12	360,138.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		306,185.		
c	Adjusted net income (if negative, enter -0-)			N/A	

6 G16

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		65,611.	46,154.	46,154.
	2	Savings and temporary cash investments		186,316.	684,723.	684,723.
	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		4,120.		
	10a	Investments - U S and state government obligations STMT 7		1,184,912.	38,907.	38,907.
	b	Investments - corporate stock STMT 8		2,886,221.	6,307,050.	6,307,050.
	c	Investments - corporate bonds STMT 9		2,191,355.	1,334,306.	1,334,306.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		2,731,922.	2,408,991.	2,408,991.	
14	Land, buildings, and equipment basis ▶ 13,500.					
	Less accumulated depreciation STMT 11 ▶ 13,500.					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		9,250,457.	10,820,131.	10,820,131.	
Liabilities	17	Accounts payable and accrued expenses		13,500.	15,600.	
	18	Grants payable		300,000.	525,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ TAXES PAYABLE)		0.	1,205.	
	23	Total liabilities (add lines 17 through 22)		313,500.	541,805.	
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		8,936,957.	10,278,326.	
	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		8,936,957.	10,278,326.		
31	Total liabilities and net assets/fund balances		9,250,457.	10,820,131.		

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	8,936,957.
2	Enter amount from Part I, line 27a	2	360,138.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	981,231.
4	Add lines 1, 2, and 3	4	10,278,326.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,278,326.

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	1,993,723.	1,886,349.	107,374.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			107,374.

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	107,374.
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 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))
2008	780,249.	10,691,395.	.072979
2007	730,440.	11,199,720.	.065219
2006	816,414.	8,964,648.	.091070
2005	830,383.	9,210,879.	.090152
2004	821,245.	8,842,821.	.092871

2 Total of line 1, column (d)	2	.412291
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	.082458
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,806,203.
5 Multiply line 4 by line 3	5	891,058.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,062.
7 Add lines 5 and 6	7	894,120.
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	715,671.

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	6,124.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	6,124.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	6,124.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 4,795.	7	9,795.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 5,000.	9	
d Backup withholding erroneously withheld	6d	10	3,671.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 3,671. Refunded <input type="checkbox"/>			

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 definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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 2009 or the taxable year beginning in 2009 (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 12

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► RITA LANGSAM DAVIS Located at ► 6885 ELM STREET, MCLEAN, VA	Telephone no ► (703) 821-4940 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		

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		1b X
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<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	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	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 2009?		4b X

Form 990-PF (2009)

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 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

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

X

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

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

☐ Yes ☒ No

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

N/A

7b

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 13		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

Form 990-PF (2009)

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	9,893,203.
b	Average of monthly cash balances	1b	1,077,561.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,970,764.
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	10,970,764.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	164,561.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,806,203.
6	Minimum investment return. Enter 5% of line 5	6	540,310.

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	540,310.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	6,124.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,124.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	534,186.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	534,186.
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	534,186.

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	715,671.
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	715,671.
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	715,671.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				534,186.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	383,315.			
b From 2005	378,656.			
c From 2006	387,460.			
d From 2007	190,213.			
e From 2008	250,455.			
f Total of lines 3a through e	1,590,099.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	715,671.			
a Applied to 2008, 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 2009 distributable amount				534,186.
e Remaining amount distributed out of corpus	181,485.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,771,584.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	383,315.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,388,269.			
10 Analysis of line 9				
a Excess from 2005	378,656.			
b Excess from 2006	387,460.			
c Excess from 2007	190,213.			
d Excess from 2008	250,455.			
e Excess from 2009	181,485.			

N/A

- ▶

☐ 4942(I)(3) or ☐ 4942(I)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	127,748.	
4 Dividends and interest from securities			14	95,461.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	107,374.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		330,583.	0.
13 Total. Add line 12, columns (b), (d), and (e)				330,583.	330,583.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Asst Treasurer

Date _____

Title

Preparer's
signature

Firm's name (or yours
if self-employed),
address, and ZIP code

BROWN BROTHERS HARRIMAN TRUST CO., N.A.

140 BROADWAY - 5TH FL

NEW YORK, NY 10005

Date

11/4/10

☐ Check if self-employee

Preparer's identifying number

EIN ▶

Phone no

212-493-8000

Form **990-PF** (2009)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to 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 of \$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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

MARS FOUNDATION

54-6037592

Part I Contributors (see instructions)

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

MARS FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b	SEC V. MBIA FAIR FUND SEC. LITIGATION	P	VARIOUS	VARIOUS
c	QWEST SEC LITIGATION SETTLEMENT FUND	P	VARIOUS	VARIOUS
d	FIRST ENERGY SEC LITIGATION SETTLEMENT FUND	P	VARIOUS	VARIOUS
e	NYAG SETTLEMENT	P	VARIOUS	VARIOUS
f	FREDDIE MAC SEC LITIGATION SETTLEMENT FUND	P	VARIOUS	VARIOUS
g	COCA COLA SEC LITIGATION SETTLEMENT FUND	P	VARIOUS	VARIOUS
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 1,989,580.		1,886,349.	103,231.
b 1,836.			1,836.
c 13.			13.
d 18.			18.
e 621.			621.
f 217.			217.
g 1,438.			1,438.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			103,231.
b			1,836.
c			13.
d			18.
e			621.
f			217.
g			1,438.
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	107,374.
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

BROWN BROTHERS HARRIMAN & CO.
PORTVUE - B10740.LSK

SCHEDULE OF REALIZED GAINS AND LOSSES
MARS FOUNDATION

FOR THE PERIOD FROM: 01/01/09 THROUGH 12/31/09

SECURITY DESCRIPTION	ORIGINAL COST	PURCHASE DATE	PROCEEDS	SALE DATE	GAIN OR (-LOSS)
Long-term (Max tax rate 15.0%)					
=====					
FEDERAL NATIONAL MTGE ASSN. POOL #616077	257.62	01/30/02	251.25	01/01/09	-6.37
FEDERAL NATIONAL MTGE ASSN. POOL #618497	659.93	02/10/03	638.19	01/01/09	-21.74
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	9.99	12/28/90	10.07	01/01/09	0.08
U. S. TREASURY NOTES INFLATION INDE	127,208.84	07/07/03	130,914.00	01/15/09	3,705.16
FEDERAL NATIONAL MTGE ASSN. POOL #616077	247.82	01/30/02	241.70	02/01/09	-6.12
FEDERAL NATIONAL MTGE ASSN. POOL #618497	1,053.12	02/10/03	1,018.43	02/01/09	-34.69
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	10.06	12/28/90	10.15	02/01/09	0.09
HOUSEHOLD FINANCE CORP	102,181.00	06/20/07	100,633.00	02/18/09	-1,548.00
FEDERAL NATIONAL MTGE ASSN. POOL #616077	505.80	01/30/02	493.31	03/01/09	-12.49
FEDERAL NATIONAL MTGE ASSN. POOL #618497	303.20	02/10/03	293.21	03/01/09	-9.99
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	10.14	12/28/90	10.23	03/01/09	0.09
U. S. TREASURY NOTES	701,451.88	04/04/06	771,968.75	03/03/09	70,516.87
U. S. TREASURY NOTES	200,764.38	06/22/07	218,671.21	03/03/09	17,906.83
FEDERAL NATIONAL MTGE ASSN. POOL #616077	231.79	01/30/02	226.07	04/01/09	-5.72
FEDERAL NATIONAL MTGE ASSN. POOL #618497	1,139.66	02/10/03	1,102.13	04/01/09	-37.53
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	10.23	12/28/90	10.31	04/01/09	0.08
FEDERAL NATIONAL MTGE ASSN. POOL #616077	1,173.99	01/30/02	1,145.01	05/01/09	-28.98
FEDERAL NATIONAL MTGE ASSN. POOL #618497	664.48	02/10/03	642.58	05/01/09	-21.90
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	10.30	12/28/90	10.40	05/01/09	0.10
BANK OF AMERICA CORP	249,332.50	02/08/00	252,500.00	05/07/09	3,167.50
FLEET BOSTON CORP	244,827.50	03/30/00	251,387.50	05/07/09	6,560.00
MERRILL LYNCH & CO	100,688.00	06/20/07	97,495.00	05/07/09	-3,193.00
FEDERAL NATIONAL MTGE ASSN. POOL #616077	432.37	01/30/02	421.69	06/01/09	-10.68
FEDERAL NATIONAL MTGE ASSN. POOL #618497	542.45	02/10/03	524.58	06/01/09	-17.87
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	10.39	12/28/90	10.48	06/01/09	0.09
CONSOLIDATED ED CO OF NY	50,775.50	01/24/07	53,678.50	07/01/09	2,903.00
FEDERAL NATIONAL MTGE ASSN. POOL #616077	978.97	01/30/02	954.80	07/01/09	-24.17
FEDERAL NATIONAL MTGE ASSN. POOL #618497	319.03	02/10/03	308.52	07/01/09	-10.51
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	10.47	12/28/90	10.56	07/01/09	0.09
FEDERAL NATIONAL MTGE ASSN. POOL #616077	209.92	01/30/02	204.75	08/01/09	-5.17
FEDERAL NATIONAL MTGE ASSN. POOL #618497	669.33	02/10/03	647.28	08/01/09	-22.05
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	10.56	12/28/90	10.65	08/01/09	0.09
GENERAL ELEC CAP CORP	97,250.00	03/03/05	100,806.00	08/25/09	3,556.00
FEDERAL NATIONAL MTGE ASSN. POOL #616077	534.52	01/30/02	521.32	09/01/09	-13.20
FEDERAL NATIONAL MTGE ASSN. POOL #618497	286.31	02/10/03	276.87	09/01/09	-9.44
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	10.63	12/28/90	10.73	09/01/09	0.10
FEDERAL NATIONAL MTGE ASSN. POOL #616077	188.12	01/30/02	183.48	10/01/09	-4.64
FEDERAL NATIONAL MTGE ASSN. POOL #618497	415.43	02/10/03	401.76	10/01/09	-13.67
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	11.52	12/28/90	11.62	10/01/09	0.10
FEDERAL NATIONAL MTGE ASSN. POOL #616077	179.36	01/30/02	174.93	11/01/09	-4.43
FEDERAL NATIONAL MTGE ASSN. POOL #618497	291.21	02/10/03	281.61	11/01/09	-9.60
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	10.82	12/28/90	10.91	11/01/09	0.09
FEDERAL NATIONAL MTGE ASSN. POOL #616077	176.29	01/30/02	171.94	12/01/09	-4.35
FEDERAL NATIONAL MTGE ASSN. POOL #618497	282.45	02/10/03	273.15	12/01/09	-9.30
GOVERNMENT NATIONAL MTGE ASSN. POOL #222853	10.90	12/28/90	10.99	12/01/09	0.09
Long-term TOTAL	\$1,886,348.78		\$1,989,579.62		\$103,230.84

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER SOFTWARE	01/01/98		3.00	16	13,500.			13,500.	13,500.		0.
	* TOTAL 990-PF PG 1					13,500.		0.	13,500.	13,500.	0.	0.
	DEPR											

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BROWN BROTHERS HARRIMAN & CO	104,763.
BROWN BROTHERS HARRIMAN & CO- U S TREASURY	22,985.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	127,748.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN & CO	82,639.	0.	82,639.
HARBOR INTERNATIONAL FUND	12,822.	0.	12,822.
TOTAL TO FM 990-PF, PART I, LN 4	95,461.	0.	95,461.

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	22,980.	7,652.		15,328.
CONDON O'MEARA	9,000.	0.		9,000.
MCDERMOTT WILL & EMERY	1,482.	0.		1,482.
OTHER PROFESSIONAL FEES	2,100.	0.		2,100.
TO FORM 990-PF, PG 1, LN 16B	35,562.	7,652.		27,910.

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	14,633.	14,633.		0.
TO FORM 990-PF, PG 1, LN 16C	14,633.	14,633.		0.

FORM 990-PF	TAXES	STATEMENT	5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	1,776.	1,776.		0.
FEDERAL EXCISE TAX	5,376.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,152.	1,776.		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	5,610.	0.		5,610.	
OTHER EXPENSES	151.	0.		151.	
PORTFOLIO DEDUCTIONS	337.	337.		0.	
TO FORM 990-PF, PG 1, LN 23	6,098.	337.		5,761.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE	X		0.	0.	
SEE ATTACHED SCHEDULE	X		38,907.	38,907.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			38,907.	38,907.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			38,907.	38,907.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
HARBOR INTERNATIONAL FUND	794,815.	794,815.	
SEE ATTACHED SCHEDULE - EQUITY INVESTMENTS	1,410,382.	1,410,382.	
USAA MUTUAL AGGRESSIVE GROWTH FUND	761,568.	761,568.	
OAKMARK SELECT FUND-CL 1	640,232.	640,232.	
BBH BROAD MARKET FUND	2,700,053.	2,700,053.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,307,050.	6,307,050.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE - CORP BONDS AND NOTES	478,447.	478,447.	
SEE ATTACHED SCHEDULE - FNMA, FHLB, FHLM	855,859.	855,859.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,334,306.	1,334,306.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH ASIAN OPPORTUNITY FUND	FMV	626,440.	626,440.
BBH EQUITY OFFSHORE FUND	FMV	1,067,702.	1,067,702.
PEP IV OFFSHORE	FMV	553,255.	553,255.
BBH REAL ESTATE INCOME FUND	FMV	161,594.	161,594.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,408,991.	2,408,991.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
-------------	--	-----------	----

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER SOFTWARE	13,500.	13,500.	0.
TOTAL TO FM 990-PF, PART II, LN 14	13,500.	13,500.	0.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	12
-------------	---	-----------	----

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	13
-------------	---	-----------	----

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.
BITA 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.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AFRICAN WILDLIFE FOUNDATION 1400 16TH STREET, N.W., SUITE 120 WASHINGTON, DC 20036	NONE EDUCATION & OUTREACH SUPPORT	PUBLIC CHARITY - 501(C)(3)	8,000.
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES, KY 41844	NONE SUPPORT OF EDUCATIONAL PROGRAMS	PUBLIC CHARITY - 501(C)(3)	4,000.
AMERICAN RED CROSS OF THE NATIONAL CAPITAL AREA 8550 ARLINGTON BLVD FAIRFAX, VA 22031	NONE ANNUAL FUND	PUBLIC CHARITY - 501(C)(3)	25,000.
AMERICAN RIVERS 1101 14TH STREET, SUITE #1400, WASHINGTON, DC 20005	NONE FRESHWATER CONSERVATION	PUBLIC CHARITY - 501(C)(3)	6,000.
ARCS FOUNDATION 3102 N. DINWIDDIE STREET ARLINGTON, VA 22207-2767	NONE SCHOLARSHIPS IN SCIENCE, ENGINEERING & MEDICINE	PUBLIC CHARITY - 501(C)(3)	15,000.
ARENA STAGE 1101 SIXTH STREET, S.W. WASHINGTON, DC 20024	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
BLACK STUDENT FUND 3636 16TH STREET, N.W., 4TH FLOOR WASHINGTON, DC 20010-1146	NONE EDUCATION & OUTREACH SUPPORT	PUBLIC CHARITY - 501(C)(3)	10,000.

MARS FOUNDATION

54-6037592

BOYS & GIRLS CLUB OF FAUQUIER 169 KEITH STREET WARRENTON, VA 20186	NONE BGCWG: THE POSITIVE PLACE FOR KIDS	PUBLIC CHARITY - 501(C)(3)	2,000.
BOYS & GIRLS CLUBS OF GREATER WASHINGTON 8380 COLESVILLE ROAD, SUITE 600 SILVER SPRING, MD 20910	NONE BGCWG: THE POSITIVE PLACE FOR KIDS	PUBLIC CHARITY - 501(C)(3)	2,000.
BREAD FOR THE CITY 1525 SEVENTH STREET, N.W. WASHINGTON, DC 20001	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
BYTE BACK! 815 MONROE STREET, N.E. WASHINGTON, DC 20017	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	3,000.
C & O CANAL TRUST 1850 DUAL HIGHWAY, SUITE 100 HAGERSTOWN, MD 21740	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
CAPITAL AREA FOOD BANK 645 TAYLOR STREET, N.E. WASHINGTON, DC 20017	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	10,000.
CASTING FOR RECOVERY P.O. BOX 1123 MANCHESTER, VT 05254	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	4,000.
CATHEDRAL CHORAL SOCIETY MASSACHUSETTS & WISCONSIN AVES, N.W. WASHINGTON, DC 20016	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
CHESAPEAKE BAY FOUNDATION, 6 HERNDON AVE ANNAPOLIS, MD 21403	NONE SAVING THE CHESAPEAKE BAY	PUBLIC CHARITY - 501(C)(3)	30,000.
CHRIST HOUSE 1717 COLUMBIA ROAD, N.W. WASHINGTON, DC 20009	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.

COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 23187	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	20,000.
COLUMBIA ROAD HEALTH SERVICES 1660 COLUMBIA ROAD, N.W. WASHINGTON, DC 20009	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
COMMUNITY COUNCIL FOR THE HOMELESS AT FRIENDSHIP PLACE 4713 WISCONSIN AVE., N.W. WASHINGTON, DC 20016	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
CORP. FOR JEFFERSON'S POPLAR FOREST P.O. BOX 419 FOREST, VA 24551	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	10,000.
D.C. CENTRAL KITCHEN 425 2ND STREET, N.W. WASHINGTON, DC 20001	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	10,000.
DOORWAYS FOR WOMEN & FAMILIES P.O. BOX 100185 ARLINGTON, VA 22210	NONE ANNUAL FUND	PUBLIC CHARITY - 501(C)(3)	4,000.
DREAM STREET FOUNDATION 9536 WILSHIRE BLVD BEVERLY HILLS, CA 90212	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
EQUESTRIAN LAND CONSERVATION RESOURCE 4037 IRON WORKS PARKWAY LEXINGTON, KY 40511	NONE EDUCATION & OUTREACH SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
FIRST NATIONS DEVELOP. INSTITUTE 703 THIRD AVENUE, SUITE B LONGMONT, CO 80501	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
FOLGER SHAKESPEARE LIBRARY 201 EAST CAPITOL STREET, S.E. WASHINGTON, DC 20003	NONE PRE-COLLEGE EDUCATION PROGRAM SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.

MARS FOUNDATION

54-6037592

FOODBANK OF THE VIRGINIA PENINSULA, INC, 9912 HOSIER ST NEWPORT NEWS, VA 23601	NONE FOOD DISTRIBUTION PROGRAM	PUBLIC CHARITY - 501(C)(3)	10,000.
FORD'S THEATRE SOCIETY 511 10TH ST., N.W. WASHINGTON, DC 20004	NONE EDUCATION & OUTREACH SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
FREEDOM YOUTH ACADEMY 1405 34TH ST S.E. WASHINGTON, DC 20020	NONE HIP HOP SCHOLARS YEAR ROUND PROGRAM	PUBLIC CHARITY - 501(C)(3)	8,000.
FRIENDS OF CONSERVATION 700 COMMERCE DRIVE, SUITE 500 OAK BROOK, IL 60523	NONE SAVE THE MARA	PUBLIC CHARITY - 501(C)(3)	8,000.
FRONTIER NURSING SERVICE FOUNDATION, INC. 170 PROSPEROUS PLACE LEXINGTON, KY 40509	NONE ANNUAL FUND	PUBLIC CHARITY - 501(C)(3)	5,000.
GALAPAGOS CONSERVANCY 11150 FAIRFAX BOULEVARD, SUITE 408 FALLS CHURCH, VA 22030	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	10,000.
GALLAUDET UNIVERSITY 800 FL AVE N.E. WASHINGTON, DC 20002	NONE CONSTRUCTION OF J.L. SORENSEN CENTER	PUBLIC CHARITY - 501(C)(3)	5,000.
GIRL SCOUT COUNCIL OF THE NATIONS CAPITAL 4301 CONNECTICUT AVE N.W. WASHINGTON, DC 20008	NONE FINANCIAL ASSISTANCE FOR GIRLS	PUBLIC CHARITY - 501(C)(3)	5,000.
GIRLS INC. 120 WALL STREET NEW YORK, NY 10005	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
GOSPEL RESCUE MINISTRIES OF WASHINGTON DC 810 5TH STREET, N.W. WASHINGTON, DC 20001	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.

MARS FOUNDATION

54-6037592

GREEN DOOR 1623 16TH ST, N.W. WASHINGTON, DC 20009	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
HIGHER ACHIEVEMENT PROGRAM 317 8TH STREET WASHINGTON, DC 20002-6107	NONE EXPANDING ACADEMIC EXCELLENCE	PUBLIC CHARITY - 501(C)(3)	10,000.
HOPE AND A HOME 1439 R STREET, N.W. WASHINGTON, DC 20009	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
HOPKINS HOUSE 1224 PRINCESS STREET ALEXANDRIA, VA 22314	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
HOUSE OF RUTH 5 THOMAS CIRCLE, N.W. WASHINGTON, DC 20005	NONE SERVICES FOR FAMILIES	PUBLIC CHARITY - 501(C)(3)	5,000.
IMAGINATION STAGE INC., 4908 AUBURN AVENUE BETHESDA, MD 20814	NONE IMAGINE WORKING	PUBLIC CHARITY - 501(C)(3)	5,000.
INOVA FAIRFAX HOSPITAL 8110 GATEHOUSE ROAD, SUITE 200 EAST FALLS CHURCH, VA 22042	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
IONA SENIOR SERVICES 4125 ALBEMARLE ST., N.W. WASHINGTON, DC 20016	NONE SOCIAL SERVICES TO FRAIL SENIORS	PUBLIC CHARITY - 501(C)(3)	5,000.
LA CLINICA DEL PUEBLO INC. 2831 15TH ST., N.W. WASHINGTON, DC 20009	NONE PEDIATRIC CARE PROGRAM	PUBLIC CHARITY - 501(C)(3)	3,000.
LEVINE SCHOOL OF MUSIC 2801 UPTON STREET, N.W. WASHINGTON, DC 20008	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	3,000.

MARS FOUNDATION

54-6037592

LIONS CAMP MERRICK 3050 CRAIN HIGHWAY, #202 WALDORF, MD 20604	NONE SPECIAL NEEDS CAMPER SCHOLARSHIPS	PUBLIC CHARITY - 501(C)(3)	4,000.
MARTHA'S TABLE 2114 14TH STREET, N.W. WASHINGTON, DC 20009	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
MCLEAN ORCHESTRA P.O. BOX 760 MCLEAN, VA 22101	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
MIRIAM'S HOUSE P.O. BOX 73618 WASHINGTON, DC 20056	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	3,000.
MOUNT VERNON P.O. BOX 110 MT VERNON, VA 22121	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	50,000.
MY SISTER'S PLACE P.O. BOX 29596 WASHINGTON, DC 20017	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
NATIONAL AQUARIUM IN BALTIMORE 501 EAST PRATT STREET BALTIMORE, MD 21202	NONE MARINE ANIMAL RESCUE PROGRAM	PUBLIC CHARITY - 501(C)(3)	2,000.
NATIONAL CENTER FOR MISSING & EXPLOITED CHILDREN 699 PRINCE STREET ALEXANDRIA, VA 22314	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
PAWS4PEOPLE FOUNDATION P.O. BOX 491 ROUND HILL, VA 20142-0491	NONE EDUCATIONAL ASSIST. K-9 PROGRAM	PUBLIC CHARITY - 501(C)(3)	5,000.
PEOPLE * ANIMALS * LOVE 4900 MASSACHUSETTS AVENUE, N.W., SUITE 330 WASHINGTON, DC 20016	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	4,000.

PEREGRINE FUND 5668. WEST FLYING HAWK LANE BOISE, ID 83709	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
PHILLIPS COLLECTION 1600 21ST STREET, N.W. WASHINGTON, DC 20009	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
PIKEVILLE COLLEGE 147 SYCAMORE STREET PIKEVILLE, KY 41501	NONE EDUCATION & OUTREACH SUPPORT	PUBLIC CHARITY - 501(C)(3)	4,000.
POTOMAC CONSERVANCY 8601 GEORGIA AVENUE SILVER SPRING, MD 20910	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
PREVENTION OF BLINDNESS SOCIETY OF THE METRO AREA 1775 CHURCH ST., N.W. WASHINGTON, DC 20036	NONE EYECARE FOR THE HOMELESS AND POOR	PUBLIC CHARITY - 501(C)(3)	5,000.
READING CONNECTION 2009 NORTH 14TH STREET ARLINGTON, VA 22201	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
REBUILDING TOGETHER W/ CHRISTMAS IN APRIL 2233 WISCONSIN AVE WASHINGTON, DC 20007	NONE HOME REPAIR FOR LOW INCOME ELDERLY & HANDICAPPED	PUBLIC CHARITY - 501(C)(3)	10,000.
RECORDING FOR THE BLIND & DYSLEXIC OF METRO WA 5225 WISCONSIN AVE., N.W. WASHINGTON, DC 20015	NONE RECORDED TEXTBOOKS TO AREA STUDENTS WITH DISABILITIE	PUBLIC CHARITY - 501(C)(3)	5,000.
SARAHS CIRCLE 2551 17TH ST., N.W. WASHINGTON, DC 20009	NONE AFFORDABLE HOUSING FOR LOW INCOME SENIORS	PUBLIC CHARITY - 501(C)(3)	5,000.
SHAKESPEARE THEATRE COMPANY 516 EIGHTH STREET, S.E. WASHINGTON, DC 20003	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.

MARS FOUNDATION

54-6037592

SHELTER HOUSE P.O. BOX 4081 FALLS CHURCH, VA 22044	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
SIGNATURE THEATER 4200 CAMPBELL AVENUE ARLINGTON, VA 22206	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	3,000.
SMITHSONIAN WOMEN'S COMMITTEE MRC 037 P.O. BOX 37012 WASHINGTON, DC 20013	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
SO OTHERS MIGHT EAT 71 O STREET, N.W. WASHINGTON, DC 20001	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
STUDENT CONSERVATION ASSOC. INC. 1800 NORTH KENT STREET, SUITE 102 ARLINGTON, VA 22209	NONE CONSERVATION SERVICE PROJECTS	PUBLIC CHARITY - 501(C)(3)	30,000.
STUDIO THEATRE 1501 14TH STREET, N.W. WASHINGTON, DC 20005	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	3,000.
THE CHORAL ARTS SOCIETY OF WASHINGTON 5225 WISCONSIN AVE N.W. WASHINGTON, DC 20015	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
THE VIRGINIA FDN FOR INDEPENDENT COLLEGES 8010 RIDGE RD RICHMOND, VA 23229	NONE MARS FOUNDATION SCHOLARS	PUBLIC CHARITY - 501(C)(3)	20,000.
THE WASHINGTON ANTIQUES SHOW - THRIFT SHOP CHARITIES 5417 DUVALL DRIVE BETHESDA, MA 20816	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	30,000.
THE WASHINGTON NATIONAL OPERA 2600 VIRGINIA AVE N.W. WASHINGTON, DC 20037	NONE PRODUCTIONS AND PROGRAMS	PUBLIC CHARITY - 501(C)(3)	15,000.

TROUT UNLIMITED 1300 NORTH 17TH STREET, SUITE 500 ARLINGTON, VA 22209	NONE COLDWATER FISHERIES CONSERVATION	PUBLIC CHARITY - 501(C)(3)	10,000.
VA COLLEGE FUND 6002A WEST BROAD STREET, SUITE 201 RICHMOND, VA 23230	NONE PROGRAM & SCHOLARSHIP SUPPORT	PUBLIC CHARITY - 501(C)(3)	15,000.
WASHINGTON ASSOCIATION OF NEW JERSEY P.O. BOX 1473 MORRISTOWN, NJ 07962	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
WHEATON COLLEGE 26 EAST MAIN STREET, NORTON, MA 02766-0930	NONE ANNUAL FUND	PUBLIC CHARITY - 501(C)(3)	50,000.
WILDERNESS SOCIETY 1615 M. STREET, N.W. WASHINGTON, DC 20036	NONE AMERICA'S WILDERNESS LEGACY	PUBLIC CHARITY - 501(C)(3)	5,000.
WILDLIFE CENTER OF VIRGINIA P.O. BOX 1557, WAYNESBORO, VA 22980	NONE N.A. WILDLIFE DISEASE SURV.	PUBLIC CHARITY - 501(C)(3)	5,000.
WILDLIFE TRUST 460 W. 34TH STREET, NEW YORK, NY 10001	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	3,000.
WOLF TRAP EARLY LEARNING CENTER 1645 TRAPS ROAD VIENNA, VA 22182	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	15,000.
WORLD WILDLIFE FUND 1250 24TH STREET, N.W. WASHINGTON, DC 20037	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	12,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

682,000.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
MOUNT VERNON P.O. BOX 110 MT VERNON, VA 22121	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	100,000.
ROCKY MOUNTAIN NATURAL RESEARCH CENTER 2260 BASELINE ROAD, SUITE 100 BOULDER, CO 80302	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	125,000.
WHEATON COLLEGE 26 EAST MAIN STREET, NORTON, MA 02766-0930	NONE ANNUAL FUND	PUBLIC CHARITY - 501(C)(3)	100,000.
WILDLIFE TRUST 460 W. 34TH STREET, NEW YORK, NY 10001	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	200,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3B

525,000.

MARS FOUNDATION

Summary of Investments

<u>Investment</u>	<u>Schedule</u>	<u>December 31</u>		
		<u>2009</u>		<u>2008</u>
		<u>Cost</u>	<u>Market Value</u>	<u>Market Value</u>
Money market fund	A-1	\$ 684,723	\$ 684,723	\$ 186,316
Equity investments	A-1	1,437,310	1,410,382	1,191,683
Mutual Funds	A-1	4,954,162	4,896,669	1,694,538
Corporate Bonds and Notes	A-1	440,828	478,447	1,311,604
Government National Mortgage Association Pool Securities	A-2	1,642	1,881	1,904
Federal National Mortgage Association Pool Securities	A-2	35,196	37,026	47,326
Federal National Mortgage Association Securities	A-2	253,305	267,188	276,328
Federal Home Loan Bank Securities	A-2	296,154	316,094	323,970
Federal Home Loan Mortgage Corporation Securities	A-2	259,818	272,578	279,453
U.S. Treasury Notes	A-2	-	-	1,135,682
Alternative investments	A-3	<u>2,515,788</u>	<u>2,408,990</u>	<u>2,731,922</u>
Total investments		<u>\$ 10,878,926</u>	<u>\$10,773,978</u>	<u>\$ 9,180,726</u>

MARS FOUNDATION

Schedule A-1

Investments
December 31, 2009

Money market fund:		<u>Cost</u>	<u>Market Value</u>
BBH Money market fund		<u>\$ 684,723</u>	<u>\$ 684,723</u>
	Number of Shares	Cost	Market Value
Equity investments:			
SPDR Trust, Unit Ser 1	6,625	\$ 862,310	\$ 710,332
BBH Core Select CL N	57,100	<u>575,000</u>	<u>700,050</u>
Total equity investments		<u>\$ 1,437,310</u>	<u>\$1,410,382</u>
	Number of Shares	Cost	Market Value
Mutual Funds:			
International Inst. – Harbor Fund	15,670	\$ 469,485	\$ 794,815
Oakmark Select Fund – CL 1	27,643	975,000	640,232
USAA Mutual Fund Inc. Aggressive Growth Fund	28,406	914,677	761,569
BBH Broad Market Fund CL N	261,886	<u>2,595,000</u>	<u>2,700,053</u>
Total mutual funds		<u>\$4,954,162</u>	<u>\$4,896,669</u>
	Face Amount	Cost	Market Value
Corporate Bonds and Notes:			
Abbott Laboratories, 3.75%, due 3/15/2011	\$ 100,000	\$ 93,984	\$ 103,117
JP Morgan Chase & Co., 5.60% due 6/1/2011	100,000	100,109	105,727
American Express, 5.25%, due 9/12/2011	50,000	49,958	52,482
Conocophilips Canada, 5.30%, due 4/15/2012	50,000	49,757	54,115
Goldman Sachs Group, Inc., 5.70%, due 9/1/2012	50,000	50,718	54,178
IBM Corp., 4.75%, due 11/29/2012	100,000	<u>96,302</u>	<u>108,828</u>
Total corporate bonds and notes		<u>\$ 440,828</u>	<u>\$ 478,447</u>

MARS FOUNDATION

Schedule A-2

Investments (continued)
December 31, 2009United States Government and Governmental Agency Obligations

Government National Mortgage Association Pool Securities:	Face Amount	Cost	Market Value
Pool #222853 9.0%, matures 04/15/2018	<u>\$ 1,656</u>	<u>\$ 1,642</u>	<u>\$ 1,881</u>
Federal National Mortgage Association Pool Securities:			
Pool #618497 5.5%, matures 11/01/2016	\$ 18,812	\$ 19,452	\$ 20,279
Pool #616077 6.5%, matures 11/01/2016	<u>15,355</u>	<u>15,744</u>	<u>16,747</u>
Total Federal National Mortgage Association Pool Securities	<u>\$ 34,167</u>	<u>\$ 35,196</u>	<u>\$ 37,026</u>
Federal National Mortgage Association Securities:			
6.0%, matures 05/15/2011	<u>\$ 250,000</u>	<u>\$ 253,305</u>	<u>\$ 267,188</u>
Federal Home Loan Bank Securities:			
4.375%, matures 09/17/2010	\$ 100,000	\$ 97,621	\$ 102,406
4.875%, matures 11/18/2011	<u>200,000</u>	<u>198,533</u>	<u>213,688</u>
Total Federal Home Loan Bank Securities	<u>\$ 300,000</u>	<u>\$ 296,154</u>	<u>\$ 316,094</u>
Federal Home Loan Mortgage Corporation Securities:			
5.75%, matures 01/15/2012	<u>\$ 250,000</u>	<u>\$ 259,818</u>	<u>\$ 272,578</u>

MARS FOUNDATION

Investments (continued)
December 31, 2009

Schedule A-3

Alternative Investments:	<u>Cost</u>	<u>Market Value</u>
BBH ABS Ret O/S SER A	\$ 321,607	\$ 236,557
BBH Asian Opportunity Fund	600,000	626,440
BBH L/S Equity Offshore Fund SER A	800,000	831,145
BBH Private Equity Partners IV Offshore	616,906	553,255
BBH Real Estate Income Fund Onshore	<u>177,275</u>	<u>161,593</u>
Total Alternative Investments	<u>\$ 2,515,788</u>	<u>\$ 2,408,990</u>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization MARS FOUNDATION
	Employer identification number 54-6037592
	Number, street, and room or suite no. If a P.O. box, see instructions. 6885 ELM STREET
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MCLEAN, VA 22101

Check type of return to be filed (File a separate application for each return):

- | | | | | | |
|--------------------------------------|---|---|--------------------------------------|------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 5227 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-BL | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 6069 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**RITA LANGSAM DAVIS**

- The books are in the care of **6885 ELM STREET, MCLEAN, VA - 22101-3810**

Telephone No. **(703) 821-4940**FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**
- For calendar year **2009**, or other tax year beginning , and ending .
- If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension
INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	9,745.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	9,745.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **[Signature]**, CPATitle **CPA**Date **8/9/10**

Form 8868 (Rev 4-2009)