



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

2010

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

For calendar year 2010, 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

Name of foundation <b>MARS FOUNDATION</b>		A Employer identification number <b>54-6037592</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>6885 ELM STREET</b>	Room/suite	B Telephone number <b>(703) 821-4900</b>
City or town, state, and ZIP code <b>MCLEAN, VA 22101</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>12,197,247.</b> (Part I, column (d) must be on cash basis.)	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	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	67,094.	67,094.		STATEMENT 1
	4 Dividends and interest from securities	108,394.	108,394.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-20,457.			
	b Gross sales price for all assets on line 6a	1,053,694.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	1,155,031.	175,488.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3 32,400.	8,425.		23,975.
	c Other professional fees	STMT 4 15,516.	15,516.		0.
	17 Interest				
	18 Taxes	STMT 5 4,124.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6 3,338.	383.		2,955.
	24 Total operating and administrative expenses. Add lines 13 through 23	55,378.	24,324.		26,930.
	25 Contributions, gifts, grants paid	689,000.			679,000.
26 Total expenses and disbursements. Add lines 24 and 25	744,378.	24,324.		705,930.	
27 Subtract line 26 from line 12	410,653.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		151,164.			
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED NOV 30 2011

18

**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
<b>Assets</b>	1 Cash - non-interest-bearing	46,154.	105,003.	105,003.
	2 Savings and temporary cash investments	684,723.	257,293.	257,293.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	6,307,050.	8,053,122.	8,053,122.
	c Investments - corporate bonds STMT 8	1,373,213.	1,169,758.	1,169,758.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	2,408,991.	2,607,400.	2,607,400.	
14 Land, buildings, and equipment basis ▶ 13,500.				
Less: accumulated depreciation STMT 10 ▶ 13,500.				
15 Other assets (describe ▶ <u>PREPAID EXPENSES</u> )	0.	4,671.	4,671.	
<b>16 Total assets (to be completed by all filers)</b>	<b>10,820,131.</b>	<b>12,197,247.</b>	<b>12,197,247.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	15,600.	15,600.	
	18 Grants payable	525,000.	535,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ <u>TAXES PAYABLE</u> )	1,205.	0.	
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>541,805.</b>	<b>550,600.</b>		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> <b>X</b> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	10,278,326.	11,646,647.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/>			
	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			
<b>30 Total net assets or fund balances</b>	<b>10,278,326.</b>	<b>11,646,647.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>10,820,131.</b>	<b>12,197,247.</b>		

**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	10,278,326.
2 Enter amount from Part I, line 27a	2	410,653.
3 Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED GAIN</u>	3	957,668.
4 Add lines 1, 2, and 3	4	11,646,647.
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	11,646,647.

**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.)
<b>1a</b>				
<b>b</b> SEE ATTACHED STATEMENT				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 1,053,694.		1,074,151.	-20,457.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			-20,457.

<b>2</b> 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 }		<b>2</b>	-20,457.
<b>3</b> 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 }		<b>3</b>	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))
2009	715,671.	10,806,203.	.066228
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	.385648
<b>3</b> 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	<b>3</b>	.077130
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	11,276,638.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	869,767.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,512.
<b>7</b> Add lines 5 and 6	<b>7</b>	871,279.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	705,930.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	3,023.
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	3,023.
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	3,023.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	8,671.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,671.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,648.	
11 Enter the amount of line 10 to be credited to 2011 estimated tax	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
b 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
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 2010 or the taxable year beginning in 2010 (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)

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 <b>N/A</b>	13	X	
14	The books are in care of <b>RITA LANGSAM DAVIS</b> Telephone no <b>(703) 821-4940</b> Located at <b>6885 ELM STREET, MCLEAN, VA</b> ZIP+4 <b>22101-3810</b>			
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 <b>N/A</b>	15		
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No
				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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 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 2010.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		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 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

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.

6b

X

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

☐ Yes ☒ No

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

N/A

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	10,773,945.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	674,418.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	11,448,363.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	11,448,363.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	171,725.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	11,276,638.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	563,832.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	563,832.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	3,023.
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,023.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	560,809.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	560,809.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	560,809.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	705,930.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	705,930.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	705,930.

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				560,809.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	378,656.			
b From 2006	387,460.			
c From 2007	190,213.			
d From 2008	250,455.			
e From 2009	181,485.			
f Total of lines 3a through e	1,388,269.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	705,930.			
a Applied to 2009, 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 2010 distributable amount				560,809.
e Remaining amount distributed out of corpus	145,121.			
5 Excess distributions carryover applied to 2010 (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:	1,533,390.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2009. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	378,656.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,154,734.			
10 Analysis of line 9				
a Excess from 2006	387,460.			
b Excess from 2007	190,213.			
c Excess from 2008	250,455.			
d Excess from 2009	181,485.			
e Excess from 2010	145,121.			



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year				
SEE STATEMENT 13				
<b>Total</b>			<b>3a</b>	679,000.
<b>b</b> Approved for future payment				
SEE STATEMENT 14			<b>3b</b>	535,000.

**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	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments			14	67,094.	
<b>4</b> Dividends and interest from securities			14	108,394.	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			14	-20,457.	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		155,031.	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				13	155,031.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

## 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		

**Sign  
Here**

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.

Signature of officer or trustee

Date \_\_\_\_\_

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN
------

ANNA-LIESE ANDERSON

<i>Inmate Index</i>	18/11	
RS HARRIMAN TRUST CO., N.A.		

P00804632

Firm's address ► 140 BROADWAY - 5TH FL  
NEW YORK, NY 10005

Phone no 212-493-8000

Form **990-PF** (2010)

**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

**2010**

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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

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.)



Name of organization

Employer identification number

MARS FOUNDATION

54-6037592

**Part II Noncash Property** (see instructions)

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

Name of organization

Employer identification number

MARS FOUNDATION

54-6037592

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. 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 information once. See instructions.) ▶ \$

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE STATEMENT ATTACHED		P	VARIOUS	VARIOUS
b SECURITIES LITIGATION INCOME - AOL		P	VARIOUS	01/25/10
c SECURITIES LITIGATION INCOME - AOL TIME WARNER		P	VARIOUS	03/30/10
d SECURITIES LITIGATION INCOME - QWEST		P	VARIOUS	04/14/10
e SECURITIES LITIGATION INCOME - NORTEL		P	VARIOUS	04/29/10
f SECURITIES LITIGATION INCOME - RENAISSANCERE		P	VARIOUS	07/23/10
g SECURITIES LITIGATION INCOME		P	VARIOUS	08/05/10
h SECURITIES LITIGATION INCOME - COCA COLA		P	VARIOUS	09/02/10
i SECURITIES LITIGATION INCOME - PSI		P	VARIOUS	10/12/10
j CAPITAL GAINS DIVIDENDS				
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 1,046,800.		1,074,151.	-27,351.
b 467.			467.
c 14.			14.
d 791.			791.
e 85.			85.
f 1,074.			1,074.
g 26.			26.
h 450.			450.
i 235.			235.
j 3,752.			3,752.
k			
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-27,351.
b			467.
c			14.
d			791.
e			85.
f			1,074.
g			26.
h			450.
i			235.
j			3,752.
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	-20,457.
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

Realized Gain/Loss Report

Start Date: 01/01/2010  
End Date: 12/31/2010

Account:

MARS FOUNDATION

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss
** LONG TERM CAPITAL GAIN (LOSS)					
11 22 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	1/15/2010	12/28/1990	11.22	11.13	0.09
162 69 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	1/25/2010	1/30/2002	162.69	166.81	(4.12)
302.41 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	1/25/2010	2/10/2003	302.41	312.71	(10.30)
11 8 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	2/16/2010	12/28/1990	11.80	11.77	0.03
162.87 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	2/25/2010	1/30/2002	162.87	164.76	(1.89)
714.99 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	2/25/2010	2/10/2003	714.99	727.02	(12.03)
11.9 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	3/15/2010	12/28/1990	11.90	11.87	0.03
164.99 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	3/25/2010	1/30/2002	164.99	166.91	(1.92)
277.78 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	3/25/2010	2/10/2003	277.78	282.45	(4.67)
782.39 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	4/15/2010	12/28/1990	782.39	780.43	1.96
691.56 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	4/26/2010	1/30/2002	691.56	699.60	(8.04)
279.77 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	4/26/2010	2/10/2003	279.77	284.48	(4.71)
6 66 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	5/17/2010	12/28/1990	6.66	6.64	0.02
185.01 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	5/25/2010	1/30/2002	185.01	187.16	(2.15)
278 2 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	5/25/2010	2/10/2003	278.20	282.88	(4.68)
6 08 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	6/15/2010	12/28/1990	6.08	6.06	0.02
185 02 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	6/25/2010	1/30/2002	185.02	187.17	(2.15)
1001.02 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	6/25/2010	2/10/2003	1,001.02	1,017.86	(16.84)
6.14 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	7/15/2010	12/28/1990	6.14	6.12	0.02
166.51 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	7/26/2010	1/30/2002	166.51	168.45	(1.94)
627.18 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	7/26/2010	2/10/2003	627.18	637.73	(10.55)
50000 UNITS OF CONOCOPHILIPS CANADA 5.3% 08/03/2010	8/3/2010	1/25/2007	53,977.20	49,882.32	4,094.88
6 19 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	8/16/2010	12/28/1990	6.19	6.17	0.02
165.51 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	8/25/2010	1/30/2002	165.51	167.43	(1.92)
269 63 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	8/25/2010	2/10/2003	269.63	274.17	(4.54)
6 86 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	9/15/2010	12/28/1990	6.86	6.84	0.02
100000 UNITS OF FEDERAL HOME LOAN BANKS 4.375% 09/17/2010	9/17/2010	1/29/2007	100,000.00	99,491.40	508.60
1050 47 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	9/27/2010	1/30/2002	1,050.47	1,062.68	(12.21)
282.96 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	9/27/2010	2/10/2003	282.96	287.72	(4.76)
7.42 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	10/15/2010	12/28/1990	7.42	7.40	0.02

316.07 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	10/25/2010	1/30/2002	316.07	319.74	(3.67)
287.49 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	10/25/2010	2/10/2003	287.49	292.33	(4.84)
6.87 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	11/15/2010	12/28/1990	6.87	6.85	0.02
28406.13 SHARES OF USAA MUT FUND INC AGGRESSIVE GROWTH FUND	11/15/2010	3/16/2006	882,862.52	914,677.39	(31,814.87)
165 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	11/26/2010	1/30/2002	165.00	166.92	(1.92)
268.81 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	11/26/2010	2/10/2003	268.81	273.33	(4.52)
6.49 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #222853 9% 04/15/2018	12/15/2010	12/28/1990	6.49	6.47	0.02
158.16 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	12/27/2010	1/30/2002	158.16	160.00	(1.84)
926.24 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	12/27/2010	2/10/2003	926.24	941.82	(15.58)
<b>** TOTAL LONG TERM CAPITAL GAIN (LOSS)</b>			<b>1,046,800.08</b>	<b>1,074,150.99</b>	<b>(27,350.91)</b>

## \*\* LONG TERM CAPITAL GAINS DIVIDENDS

### SUMMARY

Description Amount

## \*\* SUMMARY OF CAPITAL GAINS AND LOSSES \*\*

TOTAL SHORT TERM CAPITAL GAIN (LOSS)	0
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	-
NET SHORT TERM CAPITAL GAIN (LOSS)	-

TOTAL LONG TERM CAPITAL GAIN (LOSS)	(27,350.91)
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	-
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	-
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	-
NET LONG TERM CAPITAL GAIN (LOSS)	(27,350.91)

NET CAPITAL GAIN (LOSS)	(27,350.91)
-------------------------	-------------

## 2010 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	52,969.
BROWN BROTHERS HARRIMAN & CO- U S TREASURY	14,125.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	67,094.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMORTIZATION	-2,594.	0.	-2,594.
BROWN BROTHERS HARRIMAN & CO	101,080.	3,752.	97,328.
HARBOR INTERNATIONAL FUND	13,660.	0.	13,660.
TOTAL TO FM 990-PF, PART I, LN 4	112,146.	3,752.	108,394.

## 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	25,300.	8,425.		16,875.
CONDON O'MEARA	7,100.	0.		7,100.
TO FORM 990-PF, PG 1, LN 16B	32,400.	8,425.		23,975.

## 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	15,516.	15,516.		0.
TO FORM 990-PF, PG 1, LN 16C	15,516.	15,516.		0.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	4,124.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,124.	0.		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	2,805.	0.		2,805.
OTHER EXPENSES	150.	0.		150.
PORTFOLIO DEDUCTIONS	383.	383.		0.
TO FORM 990-PF, PG 1, LN 23	3,338.	383.		2,955.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HARBOR INTERNATIONAL FUND	948,857.	948,857.
SPDR TRUST, UNIT SER 1	833,094.	833,094.
BBH CORE SELECT CL N	1,465,200.	1,465,200.
OAKMARK SELECT FUND-CL 1	758,825.	758,825.
USAA MUTUAL AGGRESSIVE GROWTH FUND	0.	0.
BBH BROAD MARKET FUND	3,130,121.	3,130,121.
DELAWARE US GROWTH FUND-INS	917,025.	917,025.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,053,122.	8,053,122.



FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ABBOTT LABORATORIES, 3.75% DUE 3/15/2011	100,692.	100,692.	
JP MORGAN CHASE & CO., 5.60% DUE 6/1/2011	102,136.	102,136.	
AMERICAN EXPRESS 5.25% DUE 9/12/2011	51,556.	51,556.	
CONOCOPHILIPS CANADA 5.30% DUE 4/15/2012	0.	0.	
GOLDMAN SACHS GROUP, INC 5.70% DUE 9/1/2012	53,368.	53,368.	
IBM CORP 4.75% DUE 11/29/2012	107,358.	107,358.	
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION POOL#222853 9.0%	912.	912.	
FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL #618497 5.5%, MATURES 11/01/2016	14,320.	14,320.	
FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL #616077 6.5%, MATURES 11/01/2016	12,854.	12,854.	
FEDERAL NATIONAL MORTGAGE ASSOCIATION SECURITIES 6.0% MATURES 05/15/2011	255,290.	255,290.	
FEDERAL HOME LOAN BANK SECURITIES 4.875% MATURES 11/18/2011	207,774.	207,774.	
FEDERAL HOME LOAN MORTGAGE CORPORATION SECURITIES 5.75% MATURES 01/15/2012	263,498.	263,498.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,169,758.	1,169,758.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH ABS RET O/S SER A	FMV	45,055.	45,055.
BBH ASIAN OPPORTUNITY FUND	FMV	755,663.	755,663.
BBH L/S EQUITY OFFSHORE FUND SER A	FMV	879,883.	879,883.
BBH PRIVATE EQUITY PARTNERS IV OFFSHORE	FMV	606,041.	606,041.
BBH REAL ESTATE INCOME FUND ONSHORE	FMV	320,758.	320,758.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,607,400.	2,607,400.

---



---

FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT      10

---

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      STATEMENT      11  
PART VII-A, LINE 10

---

NAME OF CONTRIBUTOR	ADDRESS
MARS, INCORPORATED	6885 ELM STREET MCLEAN, VA 22101

---



---



---



---

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT      12  
TRUSTEES AND FOUNDATION MANAGERS

---

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JACQUELINE B. MARS 6885 ELM STREET MCLEAN, VA 221013810	PRESIDENT 1.00	0.	0.	0.
FORREST E. MARS, JR. 6885 ELM STREET MCLEAN, VA 221013810	VICE PRESIDENT 1.00	0.	0.	0.
JOHN F. MARS 6885 ELM STREET MCLEAN, VA 221013810	VICE PRESIDENT 1.00	0.	0.	0.
OTIS O. OTIH 6885 ELM STREET MCLEAN, VA 221013810	SECRETARY/TREASURER 1.00	0.	0.	0.
RITA LANGSAM DAVIS 6885 ELM STREET MCLEAN, VA 221013810	ASSISTANT TREASURER 1.00	0.	0.	0.

## MARS FOUNDATION

54-6037592

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 13

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 FOUNDATION54-6037592

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.
BREAD FOR THE CITY 1525 SEVENTH STREET, N.W. WASHINGTON, DC 20001	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
BYTE BACK INC 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.
CASTING FOR RECOVERY P.O. BOX 1123 MANCHESTER, VT 05254	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	4,000.
CHESAPEAKE BAY FOUNDATION, 6 HERNDON AVE ANNAPOLIS, MD 21403	NONE SAVING THE CHESAPEAKE BAY	PUBLIC CHARITY - 501(C)(3)	35,000.
CHRIST HOUSE 1717 COLUMBIA ROAD, N.W. WASHINGTON, DC 20009	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
CHURCH OF THE EPIPHANY 1317 G STREET, N.W. WASHINGTON, DC 20005	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 23187	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	10,000.
COLUMBIA ROAD HEALTH SERVICES 1660 COLUMBIA ROAD, N.W. WASHINGTON, DC 20009	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.

MARS FOUNDATION

54-6037592

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.
CORCORAN GALLERY OF ART 500 17TH STREET, N.W. WASHINGTON, DC 20006	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	NONE WORKSHOP PROGRAMS	PUBLIC CHARITY - 501(C)(3)	4,000.
D.C. CENTRAL KITCHEN 425 2ND STREET, N.W. WASHINGTON, DC 20001	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	10,000.
DANCE PLACE 3225 8TH STREET N.E. WASHINGTON, DC 20017	NONE NEXT GENERATION YOUTH PROGRAMS	PUBLIC CHARITY - 501(C)(3)	2,000.
DREAM STREET FOUNDATION 6399 WILSHIRE BLVD, SUITE 721 LOS ANGELES, CA 90048	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
EQUESTRIAN LAND CONSERVATION RESOURCE 4037 IRON WORKS PARKWAY #120 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.
FOODBANK OF THE VIRGINIA PENINSULA, INC, 9912 HOSIER ST NEWPORT NEWS, VA 23601	NONE FOOD DISTRIBUTION PROGRAM	PUBLIC CHARITY - 501(C)(3)	10,000.

MARS FOUNDATION

54-6037592

FORD'S THEATRE SOCIETY 514 10TH ST., N.W. WASHINGTON, DC 20004	NONE EDUCATION & OUTREACH SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
FREEDOM YOUTH ACADEMY INC 1604 MORRIS ROAD 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 407 NORTH WASHINGTON STREET SUITE 105 FALLS CHURCH, VA 22046	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	10,000.
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.
HANCOCK SHAKER VILLAGE P.O. BOX 927 PITTSFIELD, MA 01202	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
HIGHER ACHIEVEMENT PROGRAM 317 8TH STREET N.E. WASHINGTON, DC 20002-6107	NONE EXPANDING ACADEMIC EXCELLENCE	PUBLIC CHARITY - 501(C)(3)	10,000.

MARS FOUNDATION54-6037592

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.
JUBILEE JOBS 2712 ONTARIO ROAD, N.W. WASHINGTON, DC 20009	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
LA CLINICA DEL PUEBLO INC. 2831 15TH ST., N.W. WASHINGTON, DC 20009	NONE PEDIATRIC CARE PROGRAM	PUBLIC CHARITY - 501(C)(3)	3,000.
LIFT 800 7TH STREET, N.W., SUITE 300 WASHINGTON, DC 20001	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
MARTHA'S TABLE INC 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.

MARS FOUNDATION

54-6037592

MICHAEL J. FOX FOUNDATION 90 BROAD STREET, 10TH FLOOR NEW YORK, NY 10004	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	2,000.
MIRIAM'S HOUSE INC 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 AMERICAN INDIA, ALASKAN & HAWAIIAN EDUCATIONAL DEVELOPMENT CENTRE - 808 COFFEEN AVENUE SHERIDAN, WY 82801	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	5,000.
NATIONAL AQUARIUM IN BALTIMORE PIER 3/501 EAST PRATT STREET BALTIMORE, MD 21202-3194	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.
PHILLIPS COLLECTION 1600 21ST STREET, N.W. WASHINGTON, DC 20009	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	3,000.
PIKEVILLE COLLEGE 147 SYCAMORE STREET PIKEVILLE, KY 41501	NONE EDUCATION & OUTREACH SUPPORT	PUBLIC CHARITY - 501(C)(3)	4,000.



## MARS FOUNDATION

54-6037592

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.
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.
ROCKY MOUNTAIN NATURAL RESEARCH CENTER 2260 BASELINE ROAD, SUITE 100 BOULDER, CO 80302	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	25,000.
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.
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.

MARS FOUNDATION

54-6037592

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)	6,000.
THE VIRGINIA FDN FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD, SUITE B RICHMOND, VA 23229	NONE MARS FOUNDATION SCHOLARS	PUBLIC CHARITY - 501(C)(3)	20,000.
THE WASHINGTON NATIONAL OPERA 2600 VIRGINIA AVE N.W., SUITE 301 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 CONCERT OPERA 1808 CONNECTICUT AVENUE N.W., SUITE 101 WASHINGTON, DC 20009	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.

MARS FOUNDATION

54-6037592

WILDLIFE CENTER OF VIRGINIA P.O. BOX 1557, WAYNESBORO, VA 22980	NONE N.A. WILDLIFE DISEASE SURV.	PUBLIC CHARITY - 501(C)(3)	10,000.
WILDLIFE TRUST 460 W. 34TH STREET, NEW YORK, NY 10001	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	48,000.
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

679,000.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
APPROVED FOR FUTURE PAYMENT

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ECO HEALTH ALLIANCE 460 W. 34TH STREET, NEW YORK, NY 10001	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	160,000.
JAMESTOWN PROJECT 125 MOUNT AUBURN STREET, SUITE 329 CAMBRIDGE, MA 02138	NONE JAMESTOWN PROJECT	PUBLIC CHARITY - 501(C)(3)	175,000.
MOUNT VERNON P.O. BOX 110 MT VERNON, VA 22121	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	50,000.
ROCKY MOUNTAIN NATURAL RESEARCH CENTER 2260 BASELINE ROAD, SUITE 100 BOULDER, CO 80302	NONE GENERAL SUPPORT	PUBLIC CHARITY - 501(C)(3)	100,000.
WHEATON COLLEGE 26 EAST MAIN STREET, NORTON, MA 02766-0930	NONE ANNUAL FUND	PUBLIC CHARITY - 501(C)(3)	50,000.

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

535,000.

## MARS FOUNDATION

## Summary of Investments

<u>Investment</u>	<u>Schedule</u>	<u>December 31</u>		
		<u>2010</u>		<u>2009</u>
		<u>Cost</u>	<u>Fair Value</u>	<u>Fair Value</u>
Money market fund	A-1	\$ 257,293	\$ 257,293	\$ 684,723
Equity exchange traded fund	A-1	862,310	833,094	710,332
Mutual funds	A-1	6,499,489	7,220,028	5,596,719
Corporate bonds	A-1	396,170	415,110	478,447
Government National Mortgage Association Pool Securities	A-2	785	912	1,881
Federal National Mortgage Association Pool Securities	A-2	25,437	27,174	37,026
Federal National Mortgage Association Securities	A-2	250,574	255,290	267,188
Federal Home Loan Bank Securities	A-2	199,382	207,774	316,094
Federal Home Loan Mortgage Corporation Securities	A-2	252,528	263,498	272,578
Alternative investments	A-3	<u>2,490,890</u>	<u>2,607,400</u>	<u>2,408,990</u>
<b>Total investments</b>		<b><u>\$11,234,858</u></b>	<b><u>\$12,087,573</u></b>	<b><u>\$10,773,978</u></b>

## MARS FOUNDATION

## Schedule A-1

Investments  
December 31, 2010

Money market fund:		<u>Cost</u>	<u>Fair Value</u>
BBH Money market fund		<u>\$ 257,293</u>	<u>\$ 257,293</u>
Equity exchange traded fund:		<u>Cost</u>	<u>Fair Value</u>
	<u>Number of Shares</u>		
SPDR Trust, Unit Ser 1	6,625	<u>\$ 862,310</u>	<u>\$ 833,094</u>
Mutual funds:		<u>Cost</u>	<u>Fair Value</u>
Equity			
International Inst. - Harbor Fund	15,671	\$ 469,489	\$ 948,857
Oakmark Select Fund - CL 1	27,644	975,000	758,825
BBH Core Select CL N	102,247	1,175,000	1,465,200
Delaware U.S. Growth Fund	61,587	<u>885,000</u>	<u>917,025</u>
<b>Total equity mutual funds</b>		<u>\$3,504,489</u>	<u>\$4,089,907</u>
Fixed income		<u>Cost</u>	<u>Fair Value</u>
BBH Broad Market Fund CL N	300,684	<u>\$2,995,000</u>	<u>\$3,130,121</u>
<b>Total mutual funds</b>		<u>\$6,499,489</u>	<u>\$7,220,028</u>
Corporate bonds:		<u>Cost</u>	<u>Fair Value</u>
Abbott Laboratories, 3.75%, due 03/15/2011	100,000	\$ 97,907	\$ 100,692
American Express, 5.25%, due 09/12/2011	50,000	49,980	51,556
Goldman Sachs Group, Inc., 5.70%, due 09/01/2012	50,000	50,367	53,368
IBM Corp., 4.75%, due 11/29/2012	100,000	97,877	107,358
JP Morgan Chase & Co., 5.60%, due 06/01/2011	100,000	<u>100,039</u>	<u>102,136</u>
<b>Total corporate bonds</b>		<u>\$ 396,170</u>	<u>\$ 415,110</u>

## MARS FOUNDATION

## Schedule A-2

Investments (continued)  
December 31, 2010

## United States Governmental Agency Obligations:

<b>Government National Mortgage Association Pool Securities:</b>	<b>Face Amount</b>	<b>Cost</b>	<b>Fair Value</b>
Pool #222853, 9.0%, matures 04/15/2018	<u>\$ 786</u>	<u>\$ 785</u>	<u>\$ 912</u>
<b>Federal National Mortgage Association Pool Securities:</b>			
Pool #618497, 5.5%, matures 11/01/2016	<u>\$ 13,296</u>	<u>\$ 13,519</u>	<u>\$ 14,320</u>
Pool #616077, 6.5%, matures 11/01/2016	<u>11,781</u>	<u>11,918</u>	<u>12,854</u>
<b>Total Federal National Mortgage Association Pool Securities</b>	<u><b>\$ 25,077</b></u>	<u><b>\$ 25,437</b></u>	<u><b>\$ 27,174</b></u>
<b>Federal National Mortgage Association Securities:</b>			
6.0%, matures 05/15/2011	<u>\$ 250,000</u>	<u>\$ 250,574</u>	<u>\$ 255,290</u>
<b>Federal Home Loan Bank Securities:</b>			
4.875%, matures 11/1/2011	<u>\$ 200,000</u>	<u>\$ 199,382</u>	<u>\$ 207,774</u>
<b>Federal Home Loan Mortgage Corporation Securities:</b>			
5.75%, matures 01/15/2012	<u>\$ 250,000</u>	<u>\$ 252,528</u>	<u>\$ 263,498</u>
<b>Total United States Governmental Agency Obligations</b>		<u><b>\$ 728,706</b></u>	<u><b>\$ 754,648</b></u>

## MARS FOUNDATION

## Schedule A-3

Investments (continued)  
December 31, 2010

## Alternative investments:

	<u>Cost</u>	<u>Fair Value</u>
<b>Emerging Markets</b>		
BBH Asian Opportunity Fund (Cayman)	\$ 600,000	\$ 755,663
<b>Long/short Equity</b>		
BBH L/S Equity Offshore Fund	800,000	879,883
<b>Private Equity</b>		
BBH Private Equity Partners IV	616,906	606,041
<b>Real Estate</b>		
BBH Real Estate Income Fund L.P.	341,541	320,758
<b>Absolute Return</b>		
BBH Absolute Return Offshore Fund Ltd.	<u>132,443</u>	<u>45,055</u>
<b>Total alternative investments</b>	<b><u>\$2,490,890</u></b>	<b><u>\$2,607,400</u></b>



- 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 your return. See instructions.	Name of exempt organization	Employer identification number
	MARS FOUNDATION	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		

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**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, 2011.
- For calendar year 2010, or other tax year beginning , and ending .
- If the tax year entered in line 5 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	\$	2,970.
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	\$	8,671.
c	<b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, 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 ▶  Title ▶ CPA

Date ▶ 8/10/11

Form 8868 (Rev. 1-2011)