



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



Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

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>		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"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>12,407,343.</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) _____	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		(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		47,803.	47,803.		STATEMENT 1
4 Dividends and interest from securities		160,885.	160,885.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<7,277.>			
b Gross sales price for all assets on line 6a		1,050,928.			
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		1,201,411.	208,688.		
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		50,387.	9,500.		40,887.
c Other professional fees STMT 4		15,545.	15,545.		0.
17 Interest					
18 Taxes STMT 5		2,746.	2,746.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		3,360.	502.		2,858.
24 Total operating and administrative expenses. Add lines 13 through 23		72,038.	28,293.		43,745.
25 Contributions, gifts, grants paid		557,000.			757,000.
26 Total expenses and disbursements. Add lines 24 and 25		629,038.	28,293.		800,745.
27 Subtract line 26 from line 12		572,373.			
a Excess of revenue over expenses and disbursements			180,395.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

123501  
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011) 1

gr8

SCANNED NOV 27 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			105,003.	4.	4.
	2 Savings and temporary cash investments			257,293.	118,597.	118,597.
	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			8,053,122.	9,070,245.	9,070,245.
	c Investments - corporate bonds STMT 8			1,169,758.	423,635.	423,635.
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 9			2,607,400.	2,790,191.	2,790,191.	
14 Land, buildings, and equipment basis ▶			13,500.			
Less accumulated depreciation STMT 10 ▶			13,500.			
15 Other assets (describe ▶ PREPAID EXPENSES )			4,671.	4,671.	4,671.	
16 Total assets (to be completed by all filers)			12,197,247.	12,407,343.	12,407,343.	
Liabilities	17 Accounts payable and accrued expenses			15,600.	30,020.	
	18 Grants payable			535,000.	335,000.	
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ )					
23 Total liabilities (add lines 17 through 22)			550,600.	365,020.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X					
	24 Unrestricted			11,646,647.	12,042,323.	
	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					
30 Total net assets or fund balances			11,646,647.	12,042,323.		
31 Total liabilities and net assets/fund balances			12,197,247.	12,407,343.		

## 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	11,646,647.
2 Enter amount from Part I, line 27a	2	572,373.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,219,020.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS	5	176,697.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,042,323.

**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 ATTACHED	P		
b SEE ATTACHED	P		
c CLASS ACTION PROCEEDS - VARIOUS	P		
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 340,333.		351,655.	<11,322.>
b 708,558.		706,550.	2,008.
c 2,037.			2,037.
d			
e			

  

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			<11,322.>
b			2,008.
c			2,037.
d			
e			

  

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	<7,277.>
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))
2010	705,930.	11,276,638.	.062601
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

  

2 Total of line 1, column (d)	2	.358097
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	.071619
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	12,683,864.
5 Multiply line 4 by line 3	5	908,406.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,804.
7 Add lines 5 and 6	7	910,210.
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	800,745.

**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	3,608.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	3,608.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	3,608.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,648.	
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	5,648.	
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	2,040.	
11 Enter the amount of line 10 to be credited to 2012 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
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
2 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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 Telephone no ► (703) 821-4940 Located at ► 6885 ELM STREET, MCLEAN, VA ZIP+4 ► 22101-3810			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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	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 2011 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 2011)	N/A	3b
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 2011?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

6b

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

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>	12,366,671.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	510,348.
<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>	12,877,019.
<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>	12,877,019.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	193,155.
<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>	12,683,864.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	634,193.

**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>	634,193.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	3,608.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,608.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	630,585.
<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>	630,585.
<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>	630,585.

**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>	800,745.
<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>	800,745.
<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>	800,745.

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				630,585.
<b>2</b> Undistributed income, if any, as of the end of 2011			0.	
<b>a</b> Enter amount for 2010 only				
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	387,460.			
<b>b</b> From 2007	190,213.			
<b>c</b> From 2008	250,455.			
<b>d</b> From 2009	181,485.			
<b>e</b> From 2010	145,121.			
<b>f</b> Total of lines 3a through e	1,154,734.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 800,745.			0.	
<b>a</b> Applied to 2010, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				630,585.
<b>e</b> Remaining amount distributed out of corpus	170,160.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,324,894.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	387,460.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	937,434.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	190,213.			
<b>b</b> Excess from 2008	250,455.			
<b>c</b> Excess from 2009	181,485.			
<b>d</b> Excess from 2010	145,121.			
<b>e</b> Excess from 2011	170,160.			

N/A

- ▶

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2011)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
AFRICAN WILDLIFE FOUNDATION 1400 16TH STREET, N.W., SUITE 120 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY - 501(C)(3)	PRESERVE WILDLIFE AND WILD LANDS OF AFRICA	8,000.
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES, KY 41844	NONE	PUBLIC CHARITY - 501(C)(3)	EDUCATIONAL OPPORTUNITIES FOR YOUNG PEOPLE WHO MIGHT NOT OTHERWISE BE ABLE TO AFFORD THE COST OF	5,000.
AMERICAN RED CROSS OF THE NATIONAL CAPITAL AREA 8550 ARLINGTON BLVD FAIRFAX, VA 22031	NONE	PUBLIC CHARITY - 501(C)(3)	U.S. DISASTER RELIEF	25,000.
AMERICAN RIVERS 1101 14TH STREET, SUITE #1400, WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	FRESHWATER CONSERVATION	8,000.
ARCS FOUNDATION 3102 N. DINWIDDIE STREET ARLINGTON, VA 22207-2767	NONE	PUBLIC CHARITY - 501(C)(3)	SCHOLARSHIPS IN SCIENCE, ENGINEERING & MEDICINE	15,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	757,000.
b Approved for future payment				
COLONIAL WILLIAMSBURG - JAMESTOWN PROGRAM P.O. BOX 1776 WILLIAMSBURG, VA 23187	NONE	PUBLIC CHARITY - 501(C)(3)	JAMESTOWN PROJECT	140,000.
ECO HEALTH ALLIANCE 460 W. 34TH STREET, NEW YORK, NY 10001	NONE	PUBLIC CHARITY - 501(C)(3)	SUSTAINABILITY PROJECTS	120,000.
ROCKY MOUNTAIN NATURAL RESEARCH CENTER 2260 BASELINE ROAD, SUITE 100 BOULDER, CO 80302	NONE	PUBLIC CHARITY - 501(C)(3)	PROTECT POWDER RIVER BASIN IN MT AND WY	75,000.
Total			▶ 3b	335,000.

**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	
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	47,803.	
4 Dividends and interest from securities			14	160,885.	
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	<7,277.>	
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.		201,411.	0.
13 Total. Add line 12, columns (b), (d), and (e)				201,411.	201,411.

(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

- |   |       |                                    |
|---|-------|------------------------------------|
| <p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> 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</p> |       | <p><b>Yes</b></p> <p><b>No</b></p> |
|   | 1a(1) | X                                  |
|   | 1a(2) | X                                  |
|   |       |                                    |
|   | 1b(1) | X                                  |
|   | 1b(2) | X                                  |
|   | 1b(3) | X                                  |
|   | 1b(4) | X                                  |
|   | 1b(5) | X                                  |
|   | 1b(6) | X                                  |
|   | 1c    | X                                  |

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

Signature of officer or trustee

11/14/12  
Date

Asst. Treasurer

May the IRS discuss this return with the preparer shown below (see Instr)?

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐  
self-employed

PTIN

ANNA-LIESE ANDERSON

Linn Kurlander

11/14/12

P00804632

Firm's name ► BROWN BROTHERS HARRIMAN TRUST CO., N.A.

Firm's EIN ▶ 20-4592596

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

Phone no 212-493-8000

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

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

OMB No 1545-0047

**2011**

Name of the organization

MARS FOUNDATION

Employer identification number

54-6037592

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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, total 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 total 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 Part I, 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) (2011)

Name of organization <b>MARS FOUNDATION</b>	Employer identification number <b>54-6037592</b>
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARS, INCORPORATED 6885 ELM STREET MCLEAN, VA 22101	\$ 1,000,000.	Person <input checked="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). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

Employer identification number

MARS FOUNDATION

54-6037592

**Part III**

**Exclusively** religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARENA STAGE 1101 SIXTH STREET, S.W. WASHINGTON, DC 20024	NONE	PUBLIC CHARITY - 501(C)(3)	COMMUNITY ENGAGEMENT PROGRAMS	2,000.
BARKER FOUNDATION 7979 OLD GEORGETOWN ROAD BETHESDA, MD 20814	NONE	PUBLIC CHARITY - 501(C)(3)	PROJECT WAIT NO LONGER: PERMANENCY FOR FOSTER YOUTH	5,000.
BLACK STUDENT FUND 3636 16TH STREET, N.W., 4TH FLOOR WASHINGTON, DC 20010-1146	NONE	PUBLIC CHARITY - 501(C)(3)	PROGRAM SUPPORT FOR ECONOMICALLY DISADVANTAGED AFRICAN AMERICAN STUDENTS IN GR. WASHINGTON DC	10,000.
BOYS & GIRLS CLUB OF FAUQUIER 169 KEITH STREET WARRENTON, VA 20186	NONE	PUBLIC CHARITY - 501(C)(3)	PROVIDE A NURTURING SAFE HAVEN WHERE OUR YOUTH CAN DEVELOP INTO CONFIDENT, RESPONSIBLE AND PRODUCTIVE	2,000.
BRADFORD BRINTON MEMORIAL & MUSEUM 239 BRINTON ROAD BIG HORN, WY 82833	NONE	PUBLIC CHARITY - 501(C)(3)	ART EXHIBITION AND NATIVE AMERICAN COLLECTION	5,000.
BREAD FOR THE CITY 1525 SEVENTH STREET, N.W. WASHINGTON, DC 20001	NONE	PUBLIC CHARITY - 501(C)(3)	FAMILIES AT RISK PROGRAM	2,000.
BYTE BACK INC 815 MONROE STREET, N.E. WASHINGTON, DC 20017	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING BUDGET	3,000.
C & O CANAL TRUST 1850 DUAL HIGHWAY, SUITE 100 HAGERSTOWN, MD 21740	NONE	PUBLIC CHARITY - 501(C)(3)	EXPANSION OF CANAL QUARTERS' REACH	5,000.
CANINE COMPANIONS FOR INDEPENDENCE 4989 OHIO 37 DELAWARE, OH 43015	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	3,000.
CASTING FOR RECOVERY P.O. BOX 1123 MANCHESTER, VT 05254	NONE	PUBLIC CHARITY - 501(C)(3)	MID-ATLANTIC PROGRAM	4,000.
Total from continuation sheets				696,000.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CATHEDRAL CHORAL SOCIETY MASSACHUSETTS & WISCONSIN AVES, N.W. WASHINGTON, DC 20016	NONE	PUBLIC CHARITY - 501(C)(3)	2010-2011 SEASON	4,000.
CHESAPEAKE BAY FOUNDATION, 6 HERNDON AVE ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY - 501(C)(3)	FIGHT FOR CLEAN WATER	30,000.
CHORAL ARTS SOCIETY 5225 WISCONSIN AVE N.W. WASHINGTON, DC 20015	NONE	PUBLIC CHARITY - 501(C)(3)	2010-2011 CONCERT SEASON, COMMUNITY OUTREACH AND EDUCATION PROGRAMS	2,000.
CHRIST HOUSE 1717 COLUMBIA ROAD, N.W. WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	CHRIST HOUSE MEDICAL SERVICES	5,000.
CHURCH OF THE EPIPHANY 1317 G STREET, N.W. WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	WELCOME TABLE: BREAKFAST, COUNSELING & FRIENDSHIP FOR THE HOMELESS	2,000.
COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 23187	NONE	PUBLIC CHARITY - 501(C)(3)	PROGRAMMING AT THE R. CHARLTON COFFEEHOUSE	45,000.
COMMUNITY COUNCIL FOR THE HOMELESS AT FRIENDSHIP PLACE 4713 WISCONSIN AVE., N.W. WASHINGTON, DC 20016	NONE	PUBLIC CHARITY - 501(C)(3)	PROGRAMS TO HELP THE HOMELESS AND FORMERLY HOMELESS TO REBUILD THEIR LIVES	2,000.
CORCORAN GALLERY OF ART 500 17TH STREET, N.W. WASHINGTON, DC 20006	NONE	PUBLIC CHARITY - 501(C)(3)	MAINTAIN ESSENTIAL ACTIVITIES	5,000.
CORP. FOR JEFFERSON'S POPLAR FOREST P.O. BOX 419 FOREST, VA 24551	NONE	PUBLIC CHARITY - 501(C)(3)	PHASE I LANDSCAPE RESTORATION (WEST ALLEE PROJECT)	10,000.
D.C. CENTRAL KITCHEN 425 2ND STREET, N.W. WASHINGTON, DC 20001	NONE	PUBLIC CHARITY - 501(C)(3)	FOOD RECYCLING AND MEAL DISTRIBUTION/CULINARY JOB TRAINING	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DANCE PLACE 3225 8TH STREET N.E. WASHINGTON, DC 20017	NONE	PUBLIC CHARITY - 501(C)(3)	NEXT GENERATION YOUTH PROGRAMS	2,000.
DEFENDERS OF WILDLIFE 1130 17TH STREET, N.W. WASHINGTON, DC 20036	NONE	PUBLIC CHARITY - 501(C)(3)	PROTECTION OF WILDLIFE AND THEIR HABITAT	2,000.
DREAM STREET FOUNDATION 6399 WILSHIRE BLVD, SUITE 721 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY - 501(C)(3)	CAMPING PROGRAMS FOR CHRONIC AND TERMINALLY ILL CHILDREN	5,000.
ECO HEALTH ALLIANCE 460 W. 34TH STREET, NEW YORK, NY 10001	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	48,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PUBLIC CHARITY - 501(C)(3)	FINDING THE WAYS THAT WORK	5,000.
EQUESTRIAN LAND CONSERVATION RESOURCE 4037 IRON WORKS PARKWAY #120 LEXINGTON, KY 40511	NONE	PUBLIC CHARITY - 501(C)(3)	EDUCATION & OUTREACH SUPPORT	10,000.
FIRST NATIONS DEVELOP. INSTITUTE 703 THIRD AVENUE, SUITE B LONGMONT, CO 80501	NONE	PUBLIC CHARITY - 501(C)(3)	EDUCATION, ADVOCACY AND CAPITALIZATION TO HELP RESTORE NATIVE AMERICAN CONTROL AND CULTURALLY COMPATIBLE	5,000.
FOLGER SHAKESPEARE LIBRARY 201 EAST CAPITOL STREET, S.E. WASHINGTON, DC 20003	NONE	PUBLIC CHARITY - 501(C)(3)	SUPPORT FOR SCHOLARSHIP, LEARNING, CULTURE AND THE ARTS	5,000.
FOODBANK OF THE VIRGINIA PENINSULA, INC 9912 HOSIER ST NEWPORT NEWS, VA 23601	NONE	PUBLIC CHARITY - 501(C)(3)	FOOD DISTRIBUTION PROGRAM	10,000.
FORD'S THEATRE SOCIETY 514 10TH ST., N.W. WASHINGTON, DC 20004	NONE	PUBLIC CHARITY - 501(C)(3)	EDUCATION & OUTREACH SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FREEDOM YOUTH ACADEMY INC 1604 MORRIS ROAD S.E. WASHINGTON, DC 20020	NONE	PUBLIC CHARITY - 501(C)(3)	GLOBAL VIRTUAL CLASSROOM; TRUANCY CRISIS PROGRAM; HIP HOP SCHOLARS PROGRAM; YEAR ROUND ACADEMIC	10,000.
FRIENDS OF CONSERVATION 700 COMMERCE DRIVE, SUITE 500 OAK BROOK, IL 60523	NONE	PUBLIC CHARITY - 501(C)(3)	WILDLIFE AND HABITAT OF KENYA	8,000.
FRONTIER NURSING SERVICE FOUNDATION, INC. 170 PROSPEROUS PLACE LEXINGTON, KY 40509	NONE	PUBLIC CHARITY - 501(C)(3)	MOBILE RESOURCES - IMMEDIATE ACCESS TO MEDICAL INFORMATION ON A MOBILE DEVICE	10,000.
GALAPAGOS CONSERVANCY 407 NORTH WASHINGTON STREET SUITE 105 FALLS CHURCH, VA 22046	NONE	PUBLIC CHARITY - 501(C)(3)	SUSTAINABLE GALAPAGOS	10,000.
GALLAUDET UNIVERSITY 800 FL AVE N.E. WASHINGTON, DC 20002	NONE	PUBLIC CHARITY - 501(C)(3)	SCHOLARSHIP FUND	5,000.
GIRL SCOUT COUNCIL OF THE NATIONS CAPITAL 4301 CONNECTICUT AVE N.W. WASHINGTON, DC 20008	NONE	PUBLIC CHARITY - 501(C)(3)	OUTREACH TO GIRLS FROM LOW INCOME COMMUNITIES.	5,000.
GIRLS INC. 120 WALL STREET NEW YORK, NY 10005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
HANCOCK SHAKER VILLAGE P.O. BOX 927 PITTSFIELD, MA 01202	NONE	PUBLIC CHARITY - 501(C)(3)	EDUCATIONAL PROGRAMMING AT HANCOCK SHAKER VILLAGE	2,000.
HIGHER ACHIEVEMENT PROGRAM 317 8TH STREET N.E. WASHINGTON, DC 20002-6107	NONE	PUBLIC CHARITY - 501(C)(3)	ADVANCING ACADEMIC ACHIEVEMENT	10,000.
HOPKINS HOUSE 1224 PRINCESS STREET ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY - 501(C)(3)	PRESCHOOL SCHOLARSHIPS	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOUSE OF RUTH 5 THOMAS CIRCLE, N.W. WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	HOUSING AND SERVICES FOR HOMELESS AND ABUSED WOMEN AND FAMILIES	5,000.
IMAGINATION STAGE INC. 4908 AUBURN AVENUE BETHESDA, MD 20814	NONE	PUBLIC CHARITY - 501(C)(3)	INCLUSION THEATRE PROGRAMS AT IMAGINATION STAGE	5,000.
INOVA FAIRFAX HOSPITAL 8110 GATEHOUSE ROAD, SUITE 200 EAST FALLS CHURCH, VA 22042	NONE	PUBLIC CHARITY - 501(C)(3)	HOSPITAL ELDER LIFE PROGRAM	5,000.
IONA SENIOR SERVICES 4125 ALBEMARLE ST., N.W. WASHINGTON, DC 20016	NONE	PUBLIC CHARITY - 501(C)(3)	SUSTAINING VITAL SERVICES FOR AT-RISK SENIORS	5,000.
LA CLINICA DEL PUEBLO INC. 2831 15TH ST., N.W. WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	PEDIATRIC CARE PROGRAM	3,000.
MARTHA'S TABLE INC 2114 14TH STREET, N.W. WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	CHILDREN, YOUTH AND FAMILY PROGRAMS	5,000.
MCLEAN ORCHESTRA P.O. BOX 760 MCLEAN, VA 22101	NONE	PUBLIC CHARITY - 501(C)(3)	2011-2012 SEASON OPERATING SUPPORT TO MAKE LIVE ORCHESTRAL MUSIC ACCESSIBLE AND ENGAGING TO LOCAL	5,000.
MIRIAM'S HOUSE INC P.O. BOX 73618 WASHINGTON, DC 20056	NONE	PUBLIC CHARITY - 501(C)(3)	RESIDENTIAL COMMUNITY FOR HOMELESS WOMEN LIVING WITH HIV DISEASE	3,000.
MOUNT VERNON P.O. BOX 110 MT VERNON, VA 22121	NONE	PUBLIC CHARITY - 501(C)(3)	NATIONAL SYMPHONY PERFORMANCE AT MOUNT VERNON	50,000.
MY SISTER'S PLACE P.O. BOX 29596 WASHINGTON, DC 20017	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL AQUARIUM IN BALTIMORE PIER 3/501 EAST PRATT STREET BALTIMORE, MD 21202-3194	NONE	PUBLIC CHARITY - 501(C)(3)	MARINE ANIMAL RESCUE PROGRAM	3,000.
NATIONAL CENTER FOR MISSING & EXPLOITED CHILDREN 699 PRINCE STREET ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY - 501(C)(3)	PREVENT ABDUCTION AND EXPLOITATION OF CHILDREN.	2,000.
PEOPLE * ANIMALS * LOVE 4900 MASSACHUSETTS AVENUE, N.W., SUITE 330 WASHINGTON, DC 20016	NONE	PUBLIC CHARITY - 501(C)(3)	PAL CLUB @ STANTON, TO HELP CHILDREN FROM FAILING AT SCHOOL.	4,000.
PHILLIPS COLLECTION 1600 21ST STREET, N.W. WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	EDUCATION PROGRAMS FOR CHILDREN, TEACHERS, FAMILIES AND ADULTS FROM THE DC AREA	3,000.
PIKEVILLE COLLEGE 147 SYCAMORE STREET PIKEVILLE, KY 41501	NONE	PUBLIC CHARITY - 501(C)(3)	SCHOLARSHIP FUND	5,000.
POTOMAC CONSERVANCY 8601 GEORGIA AVENUE SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY - 501(C)(3)	IMPROVING WATER QUALITY IN THE POTOMAC WATERSHED	5,000.
PREVENTION OF BLINDNESS SOCIETY OF THE METRO AREA 1775 CHURCH ST., N.W. WASHINGTON, DC 20036	NONE	PUBLIC CHARITY - 501(C)(3)	EYECARE FOR THE HOMELESS AND NEEDY	5,000.
REBUILDING TOGETHER OF WASHINGTON DC 2233 WISCONSIN AVE WASHINGTON, DC 20007	NONE	PUBLIC CHARITY - 501(C)(3)	HOME REPAIR FOR LOW INCOME ELDERLY & DISABLED.	10,000.
RECORDING FOR THE BLIND & DYSLEXIC OF METRO WA 5225 WISCONSIN AVE., N.W. WASHINGTON, DC 20015	NONE	PUBLIC CHARITY - 501(C)(3)	RECORDED TEXTBOOKS TO AREA STUDENTS WITH DISABILITIES	5,000.
ROCKY MOUNTAIN NATURAL RESEARCH CENTER 2260 BASELINE ROAD, SUITE 100 BOULDER, CO 80302	NONE	PUBLIC CHARITY - 501(C)(3)	POWDER RIVER BASIN COALITION	25,000.
Total from continuation sheets				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHAKESPEARE THEATRE COMPANY 516 EIGHTH STREET, S.E. WASHINGTON, DC 20003	NONE	PUBLIC CHARITY - 501(C)(3)	WASHINGTON, D.C.'S LARGEST PROFESSIONAL THEATRE, LOCAL AND NATIONAL RESOURCE FOR STUDENTS, TEACHERS AND	2,000.
SHELTER HOUSE P.O. BOX 4081 FALLS CHURCH, VA 22044	NONE	PUBLIC CHARITY - 501(C)(3)	BREAK THE CYCLE OF HOMELESSNESS	2,000.
SIGNATURE THEATER 4200 CAMPBELL AVENUE ARLINGTON, VA 22206	NONE	PUBLIC CHARITY - 501(C)(3)	2010/2011 ARTISTIC, EDUCATION AND COMMUNITY PROGRAMS	3,000.
SMITHSONIAN WOMEN'S COMMITTEE MRC 037 P.O. BOX 37012 WASHINGTON, DC 20013	NONE	PUBLIC CHARITY - 501(C)(3)	TO ADVANCE THE INTEREST OF THE SMITHSONIAN INSTITUTION.	5,000.
SO OTHERS MIGHT EAT 71 O STREET, N.W. WASHINGTON, DC 20001	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
STUDENT CONSERVATION ASSOC. INC. 1800 NORTH KENT STREET, SUITE 102 ARLINGTON, VA 22209	NONE	PUBLIC CHARITY - 501(C)(3)	BUILD THE NEXT GENERATION OF CONSERVATION LEADERS	30,000.
THE VIRGINIA FDN FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD, SUITE B RICHMOND, VA 23229	NONE	PUBLIC CHARITY - 501(C)(3)	BRIGHTER FUTURES SCHOLARSHIP PROGRAM	20,000.
TRI-STATE BIRD RESCUE & RESEARCH, INC. 110 POSSUM HOLLOW ROAD NEWARK, DE 19711	NONE	PUBLIC CHARITY - 501(C)(3)	OIL SPILL RESPONSE	2,000.
TROUT UNLIMITED 1300 NORTH 17TH STREET, SUITE 500 ARLINGTON, VA 22209	NONE	PUBLIC CHARITY - 501(C)(3)	PROTECTING, CONSERVING AND RESTORING N. AMERICA'S TROUT AND SALMON AND THEIR WATERSHEDS	10,000.
UNIVERSITY OF THE CUMBERLANDS 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	NONE	PUBLIC CHARITY - 501(C)(3)	WORKSHOP PROGRAMS	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIRGINIA COLLEGE FUND 6002A WEST BROAD STREET, SUITE 201 RICHMOND, VA 23230	NONE	PUBLIC CHARITY - 501(C)(3)	SUPPORT INDEPENDENT COLLEGE MEMBERS IN VIRGINIA.	15,000.
WASHINGTON ANIMAL RESCUE LEAGUE 71 OGLETHORPE STREET, N.W. WASHINGTON, DC 20011	NONE	PUBLIC CHARITY - 501(C)(3)	PROJECT RESCUE: RESCUE, REHABILITATE AND REHOME ANIMALS	2,000.
WASHINGTON CONCERT OPERA 1808 CONNECTICUT AVENUE N.W., SUITE 101 WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	PROVIDE HIGH QUALITY OPERAS TO AUDIENCES IN THE WASHINGTON METRO AREA AT AFFORDABLE PRICES.	2,000.
WASHINGTON NATIONAL OPERA 6925 WILLOW STREET, N.W. WASHINGTON, DC 20012	NONE	PUBLIC CHARITY - 501(C)(3)	2010-2011 MAIN STAGE PRODUCTIONS AND CENTER FOR EDUCATION AND TRAINING PROGRAMS	20,000.
WHEATON COLLEGE 26 EAST MAIN STREET, NORTON, MA 02766-0930	NONE	PUBLIC CHARITY - 501(C)(3)	MARS FACULTY/STUDENT RESEARCH FELLOWSHIP PROGRAM	50,000.
WILDLIFE CENTER OF VIRGINIA P.O. BOX 1557, WAYNESBORO, VA 22980	NONE	PUBLIC CHARITY - 501(C)(3)	A HOSPITAL FOR NATIVE WILDLIFE: TEACHING THE WORLD TO CARE ABOUT/FOR WILDLIFE AND THEIR ENVIRONMENT.	10,000.
WOLF TRAP FD FOR THE PERFORMING ARTS 1624 TRAP RD, VIENNA, VA 22182	NONE	PUBLIC CHARITY - 501(C)(3)	PROVIDE PROGRAMS THAT ENHANCE EXPERIENCE AND PREPAREDNESS OF TEACHERS, PARENTS, CAREGIVERS AND	15,000.
WORLD WILDLIFE FUND 1250 24TH STREET, N.W. WASHINGTON, DC 20037	NONE	PUBLIC CHARITY - 501(C)(3)	SAVE ANIMALS HABITATS, ADDRESS ENVIRONMENTAL THREATS.	12,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3a** Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ALICE LLOYD COLLEGE

EDUCATIONAL OPPORTUNITIES FOR YOUNG PEOPLE WHO MIGHT NOT OTHERWISE BE  
ABLE TO AFFORD THE COST OF HIGHER EDUCATION.

NAME OF RECIPIENT - BOYS & GIRLS CLUB OF FAUQUIER

PROVIDE A NURTURING SAFE HAVEN WHERE OUR YOUTH CAN DEVELOP INTO  
CONFIDENT, RESPONSIBLE AND PRODUCTIVE CITIZENS.

NAME OF RECIPIENT - FIRST NATIONS DEVELOP. INSTITUTE

EDUCATION, ADVOCACY AND CAPITALIZATION TO HELP RESTORE NATIVE AMERICAN  
CONTROL AND CULTURALLY COMPATIBLE STEWARDSHIP OF NATIVE ASSETS.

NAME OF RECIPIENT - FREEDOM YOUTH ACADEMY INC

GLOBAL VIRTUAL CLASSROOM; TRUANCY CRISIS PROGRAM; HIP HOP SCHOLARS  
PROGRAM; YEAR ROUND ACADEMIC INSTRUCTION.

NAME OF RECIPIENT - MCLEAN ORCHESTRA

2011-2012 SEASON OPERATING SUPPORT TO MAKE LIVE ORCHESTRAL MUSIC  
ACCESSIBLE AND ENGAGING TO LOCAL RESIDENTS

NAME OF RECIPIENT - SHAKESPEARE THEATRE COMPANY

WASHINGTON, D.C.'S LARGEST PROFESSIONAL THEATRE, LOCAL AND NATIONAL  
RESOURCE FOR STUDENTS, TEACHERS AND AUDIENCE MEMBERS.

NAME OF RECIPIENT - WOLF TRAP FD FOR THE PERFORMING ARTS

PROVIDE PROGRAMS THAT ENHANCE EXPERIENCE AND PREPAREDNESS OF TEACHERS,  
PARENTS, CAREGIVERS AND CHILDREN.

# 2011 Tax Information Statement

Account Number: 1035001111

Recipient's Tax ID Number: 54-6037592

☐ Corrected ☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN  
140 BROADWAY  
NEW YORK, NY 10005

Recipient's Name and Address:  
MARS FOUNDATION INC  
C/O BROWN BROTHERS HARRIMAN  
140 BROADWAY ATTN: KENNETH MOY  
NEW YORK, NY 10005

## 2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
<b>Short Term Sales</b>								
19334.8800	05528X307	BBH INTERNATIONAL EQUITY FUND	03/17/2011	12/05/2011	240,332.56	249,999.99	-9,667.43	0.00
9737.0980	05528X802	BBH BROAD MARKET FIXED INCOME	05/19/2011	12/22/2011	100,000.00	101,655.30	-1,655.30	0.00
<b>Total Short Term Sales</b>						<b>340,332.56</b>	<b>-11,322.73</b>	<b>0.00</b>
<b>Long Term 15% Sales</b>								
6.4400	36218HQE7	GOVERNMENT NATIONAL MTGE ASSN POOL #2228	12/28/1990	01/18/2011	6.44	6.42	0.02	0.00
1576.4300	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	01/25/2011	1,576.43	1,594.76	-18.33	0.00
391.7700	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	01/25/2011	391.77	398.36	-6.59	0.00
6.5600	36218HQE7	GOVERNMENT NATIONAL MTGE ASSN POOL #2228	12/28/1990	02/15/2011	6.56	6.54	0.02	0.00
144.4400	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	02/25/2011	144.44	146.12	-1.68	0.00
230.1200	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	02/25/2011	230.12	233.99	-3.87	0.00
100000.0000	002824AP5	ABBOTT LABORATORIES 3.75% 03/15/2011	06/20/2007	03/15/2011	100,000.00	97,906.88	2,093.12	0.00
6.5400	36218HQE7	GOVERNMENT NATIONAL MTGE ASSN POOL #2228	12/28/1990	03/15/2011	6.54	6.52	0.02	0.00

This is important tax information and is being furnished to you.



# 2011 Tax Information Statement

Recipient's Name and Address:  
MARS FOUNDATION INC  
C/O BROWN BROTHERS HARRIMAN  
140 BROADWAY ATTN: KENNETH MOY  
NEW YORK, NY 10005

Account Number: 1035001111  
Recipient's Tax ID Number: 54-6037592

☐ Corrected ☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN  
140 BROADWAY  
NEW YORK, NY 10005

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
668.0200	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	03/25/2011	668.02	675.79	-7.77	0.00
280.1400	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	03/25/2011	280.14	284.85	-4.71	0.00
6.6000	36218HQE7	GOVERNMENT NATIONAL MTGE ASSN POOL #2228	12/28/1990	04/15/2011	6.60	6.58	0.02	0.00
140.1200	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	04/25/2011	140.12	141.75	-1.63	0.00
246.5900	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	04/25/2011	246.59	250.74	-4.15	0.00
250000.0000	31359MUJ7	FEDERAL NATIONAL MTGE ASSN 6% 05/15/2011	07/30/2001	05/15/2011	250,000.00	250,573.87	-573.87	0.00
6.6500	36218HQE7	GOVERNMENT NATIONAL MTGE ASSN POOL #2228	12/28/1990	05/16/2011	6.65	6.63	0.02	0.00
150.2100	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	05/25/2011	150.21	151.96	-1.75	0.00
488.3700	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	05/25/2011	488.37	496.58	-8.21	0.00
100000.0000	46625HGG9	JPMORGAN CHASE & CO 5 6% 06/01/2011	06/20/2007	06/01/2011	100,000.00	100,038.60	-38.60	0.00
6.7000	36218HQE7	GOVERNMENT NATIONAL MTGE ASSN POOL #2228	12/28/1990	06/15/2011	6.70	6.68	0.02	0.00
154.7300	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	06/27/2011	154.73	156.53	-1.80	0.00
569.1100	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	06/27/2011	569.11	578.68	-9.57	0.00

This is important tax information and is being furnished to you.

# 2011 Tax Information Statement

Account Number: 1035001111  
 Recipient's Tax ID Number: 54-6037592

Recipient's Name and Address:

MARS FOUNDATION INC  
 C/O BROWN BROTHERS HARRIMAN  
 140 BROADWAY ATTN: KENNETH MOY  
 NEW YORK, NY 10005

☐ Corrected ☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN  
 140 BROADWAY  
 NEW YORK, NY 10005

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, etc. Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
6.7500	36218HQE7	GOVERNMENT NATIONAL MTGE ASSN POOL #2228	12/28/1990	07/15/2011	6.75	6.73	0.02	0.00
140.2900	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	07/25/2011	140.29	141.92	-1.63	0.00
242.6600	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	07/25/2011	242.66	246.74	-4.08	0.00
6.8100	36218HQE7	GOVERNMENT NATIONAL MTGE ASSN POOL #2228	12/28/1990	08/15/2011	6.81	6.79	0.02	0.00
141.2800	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	08/25/2011	141.28	142.92	-1.64	0.00
637.9300	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	08/25/2011	637.93	648.66	-10.73	0.00
50000.0000	025816AV1	AMERICAN EXPRESS CO 5.25% 09/12/2011	01/24/2007	09/12/2011	50,000.00	49,980.49	19.51	0.00
733.2600	36218HQE7	GOVERNMENT NATIONAL MTGE ASSN POOL #2228	12/28/1990	09/22/2011	733.26	731.47	1.79	0.00
137.5700	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	09/26/2011	137.57	139.17	-1.60	0.00
394.1500	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	09/26/2011	394.15	400.78	-6.63	0.00
136.4900	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	10/25/2011	136.49	138.08	-1.59	0.00
234.0600	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	10/25/2011	234.06	238.00	-3.94	0.00
200000.0000	3133XHPH9	FEDERAL HOME LOAN BANKS 4.875% 11/18/2011	01/24/2007	11/18/2011	200,000.00	199,382.21	617.79	0.00

This is important tax information and is being furnished to you



# 2011 Tax Information Statement

Account Number: 1035001111  
 Recipient's Tax ID Number: 54-6037592  
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:  
 MARS FOUNDATION INC  
 C/O BROWN BROTHERS HARRIMAN  
 140 BROADWAY ATTN: KENNETH MOY  
 NEW YORK, NY 10005

BROWN BROTHERS HARRIMAN  
 140 BROADWAY  
 NEW YORK, NY 10005

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
127 0600	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	11/25/2011	127.06	128.54	-1.48	0.00
206 3200	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	11/25/2011	206.32	209.79	-3.47	0.00
129 3300	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	12/27/2011	129.33	130.83	-1.50	0.00
204.8700	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	12/27/2011	204.87	208.32	-3.45	0.00
135 7400	31388VM21	FEDERAL NATIONAL MTGE ASSN POOL #616077	01/30/2002	12/31/2011	135.74	137.32	-1.58	0.00
197.9500	31388YDA7	FEDERAL NATIONAL MTGE ASSN POOL #618497	02/10/2003	12/31/2011	197.95	201.28	-3.33	0.00
<b>Total Long Term 15% Sales</b>					<b>708,892.06</b>	<b>706,888.87</b>	<b>2,003.19</b>	<b>0.00</b>

## 2011 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	38,053.
BROWN BROTHERS HARRIMAN & CO- U S TREASURY	9,750.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	47,803.

---



---



---



---

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BBH REAL ESTATE INCOME FUND II, LP	616.	0.	616.
BBH REAL ESTATE INCOME FUND, LP	17,396.	0.	17,396.
BROWN BROTHERS HARRIMAN & CO	122,254.	0.	122,254.
HARBOR INTERNATIONAL FUND	20,619.	0.	20,619.
TOTAL TO FM 990-PF, PART I, LN 4	160,885.	0.	160,885.

---



---



---



---

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	29,810.	9,500.		20,310.
CONDON O'MEARA	16,800.	0.		16,800.
PROFESSIONAL FEES - OTHER	3,777.	0.		3,777.
TO FORM 990-PF, PG 1, LN 16B	50,387.	9,500.		40,887.

---



---

---



---

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	15,545.	15,545.		0.
TO FORM 990-PF, PG 1, LN 16C	15,545.	15,545.		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 TAXES	2,746.	2,746.		0.
TO FORM 990-PF, PG 1, LN 18	2,746.	2,746.		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	53.	0.		53.
PORTFOLIO DEDUCTIONS	502.	502.		0.
TO FORM 990-PF, PG 1, LN 23	3,360.	502.		2,858.

---



---



---



---

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

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HARBOR INTERNATIONAL FUND	821,925.	821,925.
SPDR TRUST, UNIT SER 1	831,438.	831,438.
BBH CORE SELECT CL N	1,779,537.	1,779,537.
OAKMARK SELECT FUND-CL 1	773,476.	773,476.
BBH BROAD MARKET FUND	3,571,821.	3,571,821.
T ROWE PRICE INST HIGH YIELD	302,967.	302,967.

DELAWARE US GROWTH FUND-INS

989,081.

989,081.

TOTAL TO FORM 990-PF, PART II, LINE 10B

9,070,245.

9,070,245.

FORM 990-PF

CORPORATE BONDS

STATEMENT

8

DESCRIPTION

BOOK VALUE

FAIR MARKET  
VALUE

GOLDMAN SACHS GROUP, INC 5.70% DUE 9/1/2012

50,881.

50,881.

IBM CORP 4.75% DUE 11/29/2012

103,406.

103,406.

FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL

#618497 5.5%, MATURES 11/01/2016

9,961.

9,961.

FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL

#616077 6.5%, MATURES 11/01/2016

8,912.

8,912.

FEDERAL HOME LOAN MORTGAGE CORPORATION

SECURITIES 5.75% MATURES 01/15/2012

250,475.

250,475.

TOTAL TO FORM 990-PF, PART II, LINE 10C

423,635.

423,635.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

9

DESCRIPTION

VALUATION  
METHOD

BOOK VALUE

FAIR MARKET  
VALUE

BBH ABS RET O/S SER A

FMV

28,390.

28,390.

BBH ASIAN OPPORTUNITY FUND

FMV

588,333.

588,333.

BBH L/S EQUITY OFFSHORE FUND SER A

FMV

846,809.

846,809.

BBH PRIVATE EQUITY PARTNERS IV

FMV

759,336.

759,336.

OFFSHORE

BBH CAP PARTNERS QP IV (CAYMAN)

FMV

74,311.

74,311.

BBH REAL ESTATE INCOME FUND ONSHORE

FMV

403,450.

403,450.

BBH REAL ESTATE INCOME FUND II

FMV

89,562.

89,562.

TOTAL TO FORM 990-PF, PART II, LINE 13

2,790,191.

2,790,191.

---



---

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.

**MARS FOUNDATION**  
**Financial Statements**  
**and**  
**Accompanying Information**  
**for years ended**  
**December 31, 2011**  
**and**  
**December 31, 2010**

## **Table of Contents**

	<b>Page</b>
Independent Auditors' Report	1
Statements of Financial Position	2
Statements of Activities	3
Statements of Cash Flows	4
Notes to Financial Statements	5
Independent Auditors' Report on Accompanying Information	11
Summary of Investments	12

---

**CONDON  
O'MEARA  
MCGINTY &  
DONNELLY LLP**

---

Certified Public Accountants

One Battery Park Plaza  
New York, NY 10004-1405  
Tel: (212) 661 - 7777  
Fax: (212) 661 - 4010

**Independent Auditors' Report**

To the Board of Directors of the  
Mars Foundation

We have audited the accompanying statements of financial position of the Mars Foundation (the "Foundation") as of December 31, 2011 and December 31, 2010 and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Mars Foundation at December 31, 2011 and December 31, 2010 and the results of its activities and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

*Condon O'Meara McGinty & Donnelly LLP*

October 22, 2012



**MARS FOUNDATION**  
**Statements of Financial Position**

**Assets**

	<b>December 31</b>	
	<u><b>2011</b></u>	<u><b>2010</b></u>
<b>Cash</b>	\$ -	\$ 105,002
<b>Investments</b>	12,402,668	12,087,573
<b>Prepaid expenses</b>	<u>4,671</u>	<u>4,671</u>
<b>Total assets</b>	<u><b>\$ 12,407,339</b></u>	<u><b>\$ 12,197,246</b></u>

**Liabilities and Net Assets**

**Liabilities**

Grants payable	\$ 335,000	\$ 535,000
Accrued expenses and other	<u>30,020</u>	<u>15,600</u>
Total liabilities	365,020	550,600
<b>Unrestricted net assets</b>	<u>12,042,319</u>	<u>11,646,646</u>
<b>Total liabilities and net assets</b>	<u><b>\$ 12,407,339</b></u>	<u><b>\$ 12,197,246</b></u>

See notes to financial statements.

# MARS FOUNDATION

## Statements of Activities

	<b>Year Ended December 31</b>	
	<b>2011</b>	<b>2010</b>
<b>Revenue</b>		
Contribution from Mars, Incorporated	\$ 1,000,000	\$ 1,000,000
Interest and dividends	208,688	179,239
Donated services	34,134	34,134
Other revenue	2,037	3,148
Total revenue	<u>1,244,859</u>	<u>1,216,521</u>
<b>Expenses</b>		
Grants	<u>557,000</u>	<u>689,000</u>
Other expenses		
Investment advisory fees	15,545	15,516
Federal excise tax	-	4,124
Professional fees	50,387	32,400
Donated services	34,134	34,134
Insurance	2,805	2,805
Foreign tax	2,746	-
Miscellaneous	557	533
Total other expenses	<u>106,174</u>	<u>89,512</u>
Total expenses	<u>663,174</u>	<u>778,512</u>
Increase before other addition (deductions)	581,685	438,009
<b>Other addition (deductions)</b>		
Net realized (loss) on sale of investments	(9,315)	(27,351)
Net change in unrealized value of investments	<u>(176,697)</u>	<u>957,663</u>
Increase in unrestricted net assets	395,673	1,368,321
Unrestricted net assets, beginning of year	<u>11,646,646</u>	<u>\$ 10,278,325</u>
Unrestricted net assets, end of year	<u>\$12,042,319</u>	<u>\$ 11,646,646</u>

See notes to financial statements.

**MARS FOUNDATION**  
**Statements of Cash Flows**

	<b>Year Ended December 31</b>	
	<b><u>2011</u></b>	<b><u>2010</u></b>
<b>Cash flows from operating activities</b>		
Increase in unrestricted net assets	\$ 395,673	\$ 1,368,321
Adjustments to reconcile increase in unrestricted net assets to net cash provided by operating activities		
Net realized loss on sale of investments	9,315	27,351
Net change in unrealized value of investments	176,697	(957,663)
(Increase) in prepaid expenses	-	(4,671)
Increase (decrease) in grants payable	(200,000)	10,000
Increase in accrued expenses and other	14,420	-
(Decrease) in federal excise tax payable	-	(1,205)
Net cash provided by operating activities	<u>396,105</u>	<u>442,133</u>
<b>Cash flows from investing activities</b>		
Proceeds from sale of investments	1,083,696	1,242,856
Purchase of investments	<u>(1,584,803)</u>	<u>(1,626,139)</u>
Net cash (used in) investing activities	<u>(501,107)</u>	<u>(383,283)</u>
Net increase (decrease) in cash	<b>(105,002)</b>	<b>58,850</b>
<b>Cash, beginning of year</b>	<u><b>105,002</b></u>	<u><b>46,152</b></u>
<b>Cash, end of year</b>	<u><b>\$ -</b></u>	<u><b>\$ 105,002</b></u>
<b>Supplemental disclosure of cash flow information</b>		
Cash paid for Federal excise tax	<u><b>\$ -</b></u>	<u><b>\$ 10,000</b></u>

See notes to financial statements.

## **MARS FOUNDATION**

### **Notes to Financial Statements December 31, 2011 and December 31, 2010**

#### **Note 1 – Nature of organization and summary of significant accounting policies**

##### **Nature of organization**

The Mars Foundation (the “Foundation”) is a not-for-profit organization established to assist in the improvement of living, moral and working conditions through support to various religious, charitable, educational and scientific groups. The Foundation’s operations are supported primarily by an annual contribution from Mars, Incorporated and investment income.

##### **Investments**

Investments are recorded at fair value. Realized gains and losses from the sale of investments are determined using the specific identification method.

The Foundation’s alternative investments are subject to lock-up periods and withdrawal restrictions as outlined in the agreements.

##### **Contributions and donated services**

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Mars, Incorporated provides administrative services to the Foundation, which are not reimbursed by the Foundation. The fair value of these services is recognized as donated services revenue and expenses in the statements of activities.

##### **Use of estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results could differ from these estimates.

##### **Fair value of financial instruments**

The Foundation’s financial instruments consist of cash and investments. The carrying amounts of cash reported in the statements of financial position approximate fair value due to the short maturities of those instruments. The fair value of the money market fund, exchange traded fund, mutual funds, corporate bonds and notes, and U.S. Government and Governmental Agency obligations are based on publicly quoted market prices for those investments. The values of the alternative investments, including hedge funds are adjusted for unrealized gains and losses and are based on the most recent available information provided by management of these investments and may differ from the value that would have been used had a ready market for these investments existed. The Foundation believes that the fair value of all financial instruments as of December 31, 2011 and December 31, 2010 does not differ materially from the aggregate carrying value of its financial instruments recorded in the accompanying statements of financial position.

# MARS FOUNDATION

## Notes to Financial Statements (continued) December 31, 2011 and December 31, 2010

### Note 1 – Nature of organization and summary of significant accounting policies (continued)

#### Concentrations of credit risk

The Foundation's financial instruments are potentially exposed to concentrations of credit risk. The Foundation places its cash with what it believes to be quality financial institutions. The Foundation's investments consist of a money market fund, an exchange traded fund, mutual funds, corporate bonds and notes, U.S. Government and Governmental Agency obligations and alternative investments. Investments are exposed to various risks such as interest rate, market volatility, liquidity and credit. Due to the level of uncertainty related to the foregoing risks, it is reasonably possible that changes in these risks could materially affect the fair value of the investments reported in the statements of financial position. The Foundation believes no significant concentrations of credit risk exist with respect to its cash and investments given the diversity of its holdings and the care exercised in selection.

#### Subsequent events

The Foundation has evaluated events and transactions for potential recognition or disclosure through October 22, 2012, which is the date the financial statements were available to be issued.

### Note 2 – Investments

The following is a summary of the investments held by the Foundation as of December 31, 2011 and December 31, 2010:

	2011		2010	
	Cost	Fair Value	Cost	Fair Value
Money market fund	\$ 118,597	\$ 118,597	\$ 257,293	\$ 257,293
Equity exchange traded fund	862,309	831,438	862,310	833,094
Mutual funds				
Equity	3,754,490	4,364,019	3,504,489	4,089,907
Fixed income	3,783,677	3,874,788	2,995,000	3,130,121
Corporate bonds	148,244	154,287	396,170	415,110
U.S. Governmental agency obligations	270,081	269,348	728,706	754,648
Alternative investments				
Emerging markets equity	600,000	588,333	600,000	755,663
Long/short equity	800,000	846,809	800,000	879,883
Private equity	795,656	833,647	616,906	606,041
Real estate	478,383	493,012	341,541	320,758
Absolute return	115,213	28,390	132,443	45,055
Total	<u>\$ 11,726,650</u>	<u>\$ 12,402,668</u>	<u>\$ 11,234,858</u>	<u>\$ 12,087,573</u>

# MARS FOUNDATION

## Notes to Financial Statements (continued) December 31, 2011 and December 31, 2010

### Note 2 – Investments (continued)

#### Fair value measurements

Fair value refers to the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Fair value measurements establish a fair value hierarchy giving the highest priority to quoted market prices in active markets (Level 1), the next priority (Level 2) to observable inputs other than Level 1 prices, such as quoted prices of similar assets, and the lowest priority to unobservable data (Level 3). Accounting principles generally accepted in the United States of America require fair value measurements to be separately disclosed by level within this fair value hierarchy.

The following table presents the Foundation's financial assets that are measured at fair value on a recurring basis at December 31, 2011:

<u>Description</u>	<u>Fair value measurements at December 31, 2011</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 118,597	\$ -	\$ -	\$ 118,597
Equity exchange traded fund	831,438	-	-	831,438
Mutual funds				-
Equity	4,666,986	-	-	4,666,986
Fixed income	3,571,821	-	-	3,571,821
Corporate bonds	154,287	-	-	154,287
U.S. Governmental agency obligations	269,348	-	-	269,348
Alternative investments				
Emerging markets equity	-	-	588,333	588,333
Long/short equity	-	-	846,809	846,809
Private equity	-	-	833,647	833,647
Real estate	-	-	493,012	493,012
Absolute return	-	-	28,390	28,390
Total	<u>\$ 9,612,477</u>	<u>\$ -</u>	<u>\$ 2,790,191</u>	<u>\$ 12,402,668</u>

## MARS FOUNDATION

Notes to Financial Statements (continued)  
December 31, 2011 and December 31, 2010**Note 2 – Investments (continued)**

The following table presents the Foundation's financial assets that are measured at fair value on a recurring basis at December 31, 2010:

Description	Fair value measurements at December 31, 2010			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 257,293	\$ -	\$ -	\$ 257,293
Equity exchange traded fund	833,094	-	-	833,094
Mutual funds				
Equity	4,089,907	-	-	4,089,907
Fixed income	3,130,121	-	-	3,130,121
Corporate bonds	415,110	-	-	415,110
U.S. Governmental agency obligations	754,648	-	-	754,648
Alternative investments				
Emerging markets equity	-	-	755,663	755,663
Long/short equity	-	-	879,883	879,883
Private equity	-	-	606,041	606,041
Real estate	-	-	320,758	320,758
Absolute return	-	-	45,055	45,055
Total	\$ 9,480,173	\$ -	\$ 2,607,400	\$ 12,087,573

The following is a summary of changes in the fair value of the Foundation's Level 3 investments for the years ended December 31, 2010 and 2011:

	Alternative Investments					
	Emerging Markets Equity	Long/short Equity	Private Equity	Real Estate	Absolute Return	Total
Balance, January 1, 2010	\$ 626,440	\$ 831,145	\$ 553,255	\$ 161,593	\$ 236,557	\$ 2,408,990
Capital contributions	-	-	-	164,648	-	164,648
Net partnership income	-	-	-	6,509	-	6,509
Unrealized gain (loss)	129,223	48,738	52,786	(5,100)	(2,338)	223,309
Withdrawals/distributions	-	-	-	(6,892)	(189,164)	(196,056)
Balance, December 31, 2010	\$ 755,663	\$ 879,883	\$ 606,041	\$ 320,758	\$ 45,055	\$ 2,607,400

# MARS FOUNDATION

## Notes to Financial Statements (continued) December 31, 2011 and December 31, 2010

### Note 2 – Investments (continued)

	Alternative Investments					Total
	Emerging Markets Equity	Long/short Equity	Private Equity	Real Estate	Absolute Return	
Balance, January 1, 2011	\$ 755,663	\$ 879,883	\$ 606,041	\$ 320,758	\$ 45,055	\$ 2,607,400
Capital contributions	-	-	178,750	136,907	-	315,657
Net partnership income	-	-	-	17,510	-	17,510
Unrealized gain (loss)	(167,330)	(33,074)	48,856	35,412	565	(115,571)
Withdrawals/ distributions	-	-	-	(17,575)	(17,230)	(34,805)
Balance, December 31, 2011	\$ 588,333	\$ 846,809	\$ 833,647	\$ 493,012	\$ 28,390	\$ 2,790,191

### Level 3 valuation technique

The Foundation invests in various alternative investments. Management has approved procedures pursuant to the method in which the Foundation values its interests in these investments at fair value, which ordinarily will be the amount equal to the pro rata interest in the net assets of alternative investments (net asset value), as such value is supplied by, or on behalf of, each investment from time to time, usually quarterly by the investment manager. These investments are classified as Level 3.

Such valuations are generally net of management and performance incentive fees pursuant to the alternative investments' operating and subscription agreements. The value of underlying funds is determined in accordance with policies established by each alternative investment, as described in each of their financial statements and offering memoranda. The Foundation's alternative investments are subject to the terms and conditions of the respective operating agreements and offering memoranda, as appropriate.

Management has designed ongoing due diligence procedures with respect to the Foundation's investments, which assist management in assessing the quality of information provided by, or on behalf of, each alternative investment and aid in determining whether such information continues to be reliable or whether future investigation is necessary. There is uncertainty in determining fair values of alternative investments, arising from factors such as lack of active markets (primary and secondary), lack of transparency into underlying holdings, time lags associated with reporting by the investee companies, and the subjective evaluation of liquidity restrictions. As a result, the estimated fair values reported in the accompanying statements of financial position might differ from the values that would have been used had a ready market for the alternative investment interests existed. Furthermore, there is at least a reasonable possibility that estimates will change by material amounts in the near term. The financial statements of the investees are audited annually by independent auditors.



## MARS FOUNDATION

### Notes to Financial Statements (continued) December 31, 2011 and December 31, 2010

#### Note 2 – Investments (continued)

##### Level 3 valuation technique (continued)

The preceding methods described for the alternative investments may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Foundation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

There were no changes in the methodologies used to measure Level 3 inputs as of December 31, 2011.

#### Note 3 – Grants payable

Unpaid grants at December 31, 2011, which were approved in 2011 or in prior years, amount to \$335,000. The grants are to be paid in the following years:

<u>Year</u>	<u>Amount</u>
2012	\$ 100,000
2013	100,000
2014	100,000
2015	<u>35,000</u>
Total	<u>\$ 335,000</u>

#### Note 4 – Tax status

The Foundation is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (the “Code”) and is classified as a private foundation under Section 509(a) of the Code. However, the Foundation is subject to Federal excise tax on its net investment income, which includes interest and dividends and net realized gains on the sale of investments. As of December 31, 2011, no amounts have been recognized for uncertain income tax positions. The Foundation’s tax returns for 2008 and forward are subject to the usual review by the appropriate taxing authorities.

---

**CONDON  
O'MEARA  
MCGINTY &  
DONNELLY LLP**

---

Certified Public Accountants

One Battery Park Plaza  
New York, NY 10004-1405  
Tel: (212) 661 - 7777  
Fax: (212) 661 - 4010

**Independent Auditors' Report on Accompanying Information**

To the Board of Directors of the  
Mars Foundation

Our audits for the years ended December 31, 2011 and December 31, 2010 were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information on pages 12 through 15 is presented for additional analysis, and is not a required part of accompanying the basic financial statements. Such information is the responsibility of management of the Foundation and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in our audits of the basic financial statements, and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Condon O'Meara McGinty & Donnelly LLP*

October 22, 2012

## MARS FOUNDATION

## Summary of Investments

<u>Investment</u>	<u>Schedule</u>	<u>December 31</u>		
		<u>2011</u>		<u>2010</u>
		<u>Cost</u>	<u>Fair Value</u>	<u>Fair Value</u>
Money market fund	A-1	\$ 118,597	\$ 118,597	\$ 257,293
Equity exchange traded fund	A-1	862,309	831,438	833,094
Mutual funds	A-1	7,538,167	8,238,807	7,220,028
Corporate bonds	A-1	148,244	154,287	415,110
Federal Home Loan Mortgage Corporation Securities	A-2	252,528	250,475	263,498
Federal National Mortgage Association Pool Securities	A-2	17,553	18,873	27,174
Federal National Mortgage Association Securities	A-2	-	-	255,290
Federal Home Loan Bank Securities	A-2	-	-	207,774
Government National Mortgage Association Pool Securities	A-2	-	-	912
Alternative investments	A-3	<u>2,789,252</u>	<u>2,790,191</u>	<u>2,607,400</u>
<b>Total investments</b>		<b><u>\$11,726,650</u></b>	<b><u>\$12,402,668</u></b>	<b><u>\$12,087,573</u></b>

## MARS FOUNDATION

## Schedule A-1

Investments  
December 31, 2011

<b>Money market fund:</b>		<u>Cost</u>	<u>Fair Value</u>
BBH Money market fund		<u>\$ 118,597</u>	<u>\$ 118,597</u>
<b>Equity exchange traded fund:</b>		<u>Cost</u>	<u>Fair Value</u>
	<u>Number of Shares</u>		
SPDR Trust, Unit Ser 1	6,625	<u>\$ 862,309</u>	<u>\$ 831,438</u>
<b>Mutual funds:</b>		<u>Cost</u>	<u>Fair Value</u>
<b>Equity</b>			
International Inst. - Harbor Fund	15,671	\$ 469,490	\$ 821,925
Oakmark Select Fund - CL 1	27,644	975,000	773,476
BBH Core Select CL N	119,512	1,425,000	1,779,537
Delaware U.S. Growth Fund – INS	61,587	885,000	989,081
<b>Total equity mutual funds</b>		<u>\$3,754,490</u>	<u>\$4,364,019</u>
<b>Fixed income</b>		<u>Cost</u>	<u>Fair Value</u>
BBH Broad Market Fund CL N	347,792	\$3,483,677	\$3,571,821
T Rowe Price Inst High Yield	32,967	300,000	302,967
<b>Total fixed income mutual funds</b>		<u>\$3,783,677</u>	<u>\$3,874,788</u>
<b>Total mutual funds</b>		<u>\$7,538,167</u>	<u>\$8,238,807</u>
<b>Corporate bonds:</b>		<u>Cost</u>	<u>Fair Value</u>
	<u>Face Amount</u>		
Goldman Sachs Group, Inc., 5.70%, due 09/01/2012	\$ 50,000	\$ 50,367	\$ 50,881
IBM Corp., 4.75%, due 11/29/2012	100,000	97,877	103,406
<b>Total corporate bonds</b>		<u>\$ 148,244</u>	<u>\$ 154,287</u>

## MARS FOUNDATION

## Schedule A-2

## Investments (continued)

December 31, 2011

## United States Governmental Agency Obligations:

<b>Federal Home Loan Mortgage Corporation Securities:</b>	<b>Face Amount</b>	<b>Cost</b>	<b>Fair Value</b>
5.75%, matures 01/15/2012	<u>\$ 250,000</u>	<u>\$ 252,528</u>	<u>\$ 250,475</u>
<b>Federal National Mortgage Association Pool Securities:</b>	<b>Face Amount</b>	<b>Cost</b>	<b>Fair Value</b>
Pool #618497, 5.5%, matures 11/01/2016	\$ 9,170	\$ 9,324	\$ 9,961
Pool #616077, 6.5%, matures 11/01/2016	<u>8,135</u>	<u>8,229</u>	<u>8,912</u>
<b>Total Federal National Mortgage Association Pool Securities</b>	<u>\$ 17,305</u>	<u>\$ 17,553</u>	<u>\$ 18,873</u>
<b>Total United States Governmental Agency Obligations</b>		<u>\$ 270,081</u>	<u>\$ 269,348</u>

## MARS FOUNDATION

## Schedule A-3

Investments (continued)  
December 31, 2011

## Alternative investments:

	<u>Units/Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<b>Emerging Markets Equity</b>			
BBH Asian Opportunity Fund (Cayman)	540	\$ 600,000	\$ 588,333
<b>Long/Short Equity</b>			
BBH L/S Equity Offshore Fund Series A TR I	6,025	800,000	846,809
<b>Private Equity</b>			
BBH Private Equity Partners IV	759,336	716,906	759,336
BBH Cap Partners QP IV (Cayman)	74,311	<u>78,750</u>	<u>74,311</u>
Total private equity		<u>795,656</u>	<u>833,647</u>
<b>Real Estate</b>			
BBH Real Estate Income Fund I L.P.	403,450	388,490	403,450
BBH Real Estate Income Fund II L.P.	89,562	<u>89,893</u>	<u>89,562</u>
Total real estate		<u>478,383</u>	<u>493,012</u>
<b>Absolute Return</b>			
BBH Absolute Return Offshore Fund Ltd.	7,374	<u>115,213</u>	<u>28,390</u>
<b>Total alternative investments</b>		<u>\$2,789,252</u>	<u>\$2,790,191</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 due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	MARS FOUNDATION	<input checked="" type="checkbox"/> 54-6037592
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	6885 ELM STREET	<input type="checkbox"/>
	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	01	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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012

5 For calendar year 2011, or other tax year beginning                     , and ending                     

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

**INFORMATION FOR FILING A COMPLETE AND ACCURATE TAX 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	\$	1,989.
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	\$	5,648.
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 must be completed for Part II only.**

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 ☒

Date ☒

Form 8868 (Rev. 1-2012)

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>MARS FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>54-6037592</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>6885 ELM STREET</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>MCLEAN, VA 22101</b>	

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

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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

**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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.  
► ☒ calendar year **2011** or  
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a 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.	3a	\$	1,809.
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.	3b	\$	5,648.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)