



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



Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

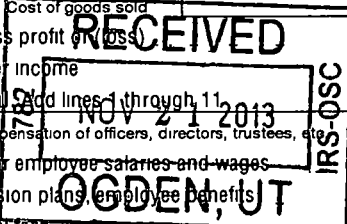
, and ending

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>15,363,070.</b> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,000,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		15,666.	15,666.		STATEMENT 1
4 Dividends and interest from securities		190,524.	190,524.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		169,920.			
b Gross sales price for all assets on line 6a <b>2,270,304.</b>					
7 Capital gain net income (from Part IV, line 2)			169,920.		
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		2,376,110.	376,110.		
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		37,185.	9,000.		28,185.
c Other professional fees STMT 4		16,756.	16,756.		0.
17 Interest					
18 Taxes STMT 5		7,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		8,024.	495.		7,529.
24 Total operating and administrative expenses. Add lines 13 through 23		68,965.	26,251.		35,714.
25 Contributions, gifts, grants paid		1,041,000.			741,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,109,965.	26,251.		776,714.
27 Subtract line 26 from line 12		1,266,145.			
a Excess of revenue over expenses and disbursements			349,859.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

14 618

SCANNED NOV 25 2013



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	4.	8.	8.
	2 Savings and temporary cash investments	118,597.	347,688.	347,688.
	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	9,070,245.	12,507,063.	12,507,063.
	c Investments - corporate bonds STMT 8	423,635.	12,136.	12,136.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	2,790,191.	2,496,175.	2,496,175.
	14 Land, buildings, and equipment basis ▶ 13,500.			
	Less accumulated depreciation STMT 10 ▶ 13,500.			
	15 Other assets (describe ▶ PREPAID EXPENSES )	4,671.	0.	0.
	16 Total assets (to be completed by all filers)	12,407,343.	15,363,070.	15,363,070.
	17 Accounts payable and accrued expenses	30,020.	142,538.	
	18 Grants payable	335,000.	635,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	365,020.	777,538.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	12,042,323.	14,585,532.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	12,042,323.	14,585,532.	
	31 Total liabilities and net assets/fund balances	12,407,343.	15,363,070.	

## 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	12,042,323.
2 Enter amount from Part I, line 27a	2	1,266,145.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	1,277,064.
4 Add lines 1, 2, and 3	4	14,585,532.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,585,532.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 2,270,304.		2,100,384.	169,920.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			169,920.

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	169,920.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	<b>3</b>	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	800,745.	12,683,864.	.063131
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	.330158
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.066032
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	14,124,153.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	932,646.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	3,499.
<b>7</b> Add lines 5 and 6	<b>7</b>	936,145.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	776,714.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	6,997.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,997.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,997.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,040.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	15,040.	
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	8,043.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL, VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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>	13,979,804.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	359,438.
<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>	14,339,242.
<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>	14,339,242.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	215,089.
<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>	14,124,153.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	706,208.

**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>	706,208.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	6,997.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	6,997.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	699,211.
<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>	699,211.
<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>	699,211.

**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>	776,714.
<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>	776,714.
<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>	776,714.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				699,211.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	190,213.			
b From 2008	250,455.			
c From 2009	181,485.			
d From 2010	145,121.			
e From 2011	170,160.			
f Total of lines 3a through e	937,434.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 776,714.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				699,211.
e Remaining amount distributed out of corpus	77,503.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,014,937.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	190,213.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	824,724.			
10 Analysis of line 9				
a Excess from 2008	250,455.			
b Excess from 2009	181,485.			
c Excess from 2010	145,121.			
d Excess from 2011	170,160.			
e Excess from 2012	77,503.			

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 3** Complete 3a, b, or c for the alternative test relied upon
  - a** "Assets" alternative test - enter
    - (1) Value of all assets
    - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
  - b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
  - c** "Support" alternative test - enter
    - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
    - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
    - (3) Largest amount of support from an exempt organization
    - (4) Gross investment income

## 1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

NONE

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

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

N/A

- c Any submission deadlines**

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
AFRICAN WILDLIFE FOUNDATION 1400 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 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.
ARENA STAGE 1101 SIXTH STREET, S.W. WASHINGTON, DC 20024	NONE	PUBLIC CHARITY - 501(C)(3)	COMMUNITY ENGAGEMENT PROGRAMS	2,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				741,000.
b Approved for future payment				
COLONIAL WILLIAMSBURG - JAMESTOWN PROGRAM P.O. BOX 1776 WILLIAMSBURG, VA 23187	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	105,000.
ECO HEALTH ALLIANCE 460 W. 34TH STREET, NEW YORK, NY 10001	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	80,000.
PRETEND CITY CHILDREN'S MUSEUM 29 HUBBLE IRVINE, CA 92618	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	200,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				635,000.




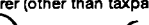
## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[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.				May the IRS discuss this return with the preparer shown below (see instr)? <input type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee 		Date 11/8/13		Title Asst Treasurer	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature 		Date 11/5/13	
	KENNETH MOY				Check <input type="checkbox"/> if self-employed	
	PTIN P01291332					
Firm's name ▶ BROWN BROTHERS HARRIMAN & CO					Firm's EIN ▶ 13-4973745	
Firm's address ▶ 140 BROADWAY, 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

**2012**

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) (2012)

Name of organization

Employer identification number

MARS FOUNDATION

54-6037592

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARS, INCORPORATED 6885 ELM STREET MCLEAN, VA 22101	\$ 2,000,000.	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.)



Employer identification number

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

MARS FOUNDATION

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED	P		
b	SEE ATTACHED	P		
c	CLASS ACTION PROCEEDS - AOL	P		
d	CLASS ACTION PROCEEDS - QWEST	P		
e	GAIN ON ASIAN OPP FUND DIST	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	853,939.	848,666.	5,273.
b	652,048.	655,186.	<3,138.>
c	41.		41.
d	107.		107.
e	604,828.	596,532.	8,296.
f	159,341.		159,341.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			5,273.
b			<3,138.>
c			41.
d			107.
e			8,296.
f			159,341.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	169,920.
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

## 2012 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											

BROWN BROTHERS HARRIMAN

**BROWN BROTHERS HARRIMAN AND CO**  
**Realized Gain/Loss Report**

Run on 11/5/2013 3:26:03 PM

Start Date: 01/01/2012

End Date: 12/31/2012

**Account: 1035001111**  
**MARS FOUNDATION**
**Administrator: NICHOL A. MACMANUS 212-493-8122**

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
<b>** SHORT TERM CAPITAL GAIN (LOSS)</b>					
.001 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	01/09/2012	03/17/2011	0.01	0.01	0.00
24558.909 SHARES OF BBH LIMITED DURATION FUND CL N	06/21/2012	06/14/2012	253,939.12	253,693.53	245.59 Covered
43085.028 SHARES OF BBH LIMITED DURATION FUND CL N	11/08/2012	06/14/2012	449,807.70	445,068.34	4,739.36 Covered
4807.692 SHARES OF BBH LIMITED DURATION FUND CL N	11/08/2012	09/05/2012	50,192.30	50,000.00	192.30 Covered
9578.544 SHARES OF BBH LIMITED DURATION FUND CL N	12/27/2012	11/30/2012	100,000.00	99,904.21	95.79 Covered
<b>** TOTAL SHORT TERM CAPITAL GAIN (LOSS)</b>			853,939.13	848,666.09	5,273.04
<b>** LONG TERM CAPITAL GAIN (LOSS)</b>					
250000 UNITS OF FEDERAL HOME LOAN MTGE CORP 5.75% 01/15/2012	01/15/2012	07/17/2002	250,000.00	252,527.76	2,527.76-
135.74 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	01/25/2012	01/30/2002	135.74	137.32	1 58-
197.95 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	01/25/2012	02/10/2003	197.95	201.28	3.33-
136.55 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	02/27/2012	01/30/2002	136.55	138.14	1.59-
200.04 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	02/27/2012	02/10/2003	200.04	203.40	3.36-
137.53 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	03/26/2012	01/30/2002	137.53	139.13	1.60-
384.72 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	03/26/2012	02/10/2003	384.72	391.19	6.47-
138.18 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	04/25/2012	01/30/2002	138.18	139.79	1.61-
204.09 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	04/25/2012	02/10/2003	204.09	207.52	3.43-
140.12 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	05/25/2012	01/30/2002	140.12	141.75	1.63-
246.75 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	05/25/2012	02/10/2003	246.75	250.90	4.15-
14209.262 SHARES OF BBH LIMITED DURATION FUND CL N	06/21/2012	05/19/2011	146,923.77	148,344.70	1,420.93-
9587.728 SHARES OF	06/21/2012	06/02/2011	99,137.11	100,000.00	862.89-

# RealzdGainLoss

BBH LIMITED DURATION FUND CL N					
416.08 UNITS OF	06/25/2012	01/30/2002	416.08	420.92	4.84-
FEDERAL NATIONAL MTGE ASSN POOL					
#616077 6.5% 11/01/2016					
194.46 UNITS OF	06/25/2012	02/10/2003	194.46	197.73	3.27-
FEDERAL NATIONAL MTGE ASSN POOL					
#618497 5.5% 11/01/2016					
247.95 UNITS OF	07/25/2012	01/30/2002	247.95	250.83	2.88-
FEDERAL NATIONAL MTGE ASSN POOL					
#616077 6.5% 11/01/2016					
184.24 UNITS OF	07/25/2012	02/10/2003	184.24	187.34	3.10-
FEDERAL NATIONAL MTGE ASSN POOL					
#618497 5.5% 11/01/2016					
650.7 UNITS OF	08/27/2012	01/30/2002	650.70	658.26	7.56-
FEDERAL NATIONAL MTGE ASSN POOL					
#616077 6.5% 11/01/2016					
182.36 UNITS OF	08/27/2012	02/10/2003	182.36	185.43	3.07-
FEDERAL NATIONAL MTGE ASSN POOL					
#618497 5.5% 11/01/2016					
50000 UNITS OF	09/01/2012	01/25/2007	50,000.00	50,366.91	366.91-
GOLDMAN SACHS GROUP INC 5.7%					
09/01/2012					
722.03 UNITS OF	09/25/2012	01/30/2002	722.03	730.42	8.39-
FEDERAL NATIONAL MTGE ASSN POOL					
#616077 6.5% 11/01/2016					
176.39 UNITS OF	09/25/2012	02/10/2003	176.39	179.36	2.97-
FEDERAL NATIONAL MTGE ASSN POOL					
#618497 5.5% 11/01/2016					
547.99 UNITS OF	10/25/2012	01/30/2002	547.99	554.36	6.37-
FEDERAL NATIONAL MTGE ASSN POOL					
#616077 6.5% 11/01/2016					
177.28 UNITS OF	10/25/2012	02/10/2003	177.28	180.26	2.98-
FEDERAL NATIONAL MTGE ASSN POOL					
#618497 5.5% 11/01/2016					
99.14 UNITS OF	11/26/2012	01/30/2002	99.14	100.29	1.15-
FEDERAL NATIONAL MTGE ASSN POOL					
#616077 6.5% 11/01/2016					
179.25 UNITS OF	11/26/2012	02/10/2003	179.25	182.26	3.01-
FEDERAL NATIONAL MTGE ASSN POOL					
#618497 5.5% 11/01/2016					
100000 UNITS OF	11/29/2012	06/20/2007	100,000.00	97,876.62	2,123.38
INTL BUSINESS MACHINES CORP 4.75%					
11/29/2012					
106.36 UNITS OF	12/26/2012	01/30/2002	106.36	107.60	1.24-
FEDERAL NATIONAL MTGE ASSN POOL					
#616077 6.5% 11/01/2016					
181.05 UNITS OF	12/26/2012	02/10/2003	181.05	184.10	3.05-
FEDERAL NATIONAL MTGE ASSN POOL					
#618497 5.5% 11/01/2016					
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			652,047.83	655,185.57	3,137.74-

**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
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	10,000.
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.
CATHEDRAL CHORAL SOCIETY MASSACHUSETTS & WISCONSIN AVES, N.W. WASHINGTON, DC 20016	NONE	PUBLIC CHARITY - 501(C)(3)	2010-2011 SEASON	4,000.
Total from continuation sheets				703,000.

**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
CHESAPEAKE BAY FOUNDATION, 6 HERNDON AVE ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY - 501(C)(3)	FIGHT FOR CLEAN WATER ;LISTTOTAL 0	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.
DANCE PLACE 3225 8TH STREET N.E. WASHINGTON, DC 20017	NONE	PUBLIC CHARITY - 501(C)(3)	NEXT GENERATION YOUTH PROGRAMS	2,000.
Total from continuation sheets				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DAYS END FARM HORSE RESCUE 1372 WOODBINE ROAD WOODBINE, MD 21797	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	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.
DISTRICT OF COLUMBIA COLLEGE ACCESS PROGRAM 1400 K STREET NW, #400 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
DOORWAYS FOR WOMEN & FAMILIES P.O. BOX 100185 ARLINGTON, VA 22210	NONE	PUBLIC CHARITY - 501(C)(3)	ANNUAL FUND	4,000.
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.
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.
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
FORD'S THEATRE SOCIETY 514 10TH ST., N.W. WASHINGTON, DC 20004	NONE	PUBLIC CHARITY - 501(C)(3)	EDUCATION & OUTREACH SUPPORT	5,000.
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	5,000.
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.
HOME CARE PARTNERS 1234 MASSACHUSETTS AVE NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	3,000.
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
HOPKINS HOUSE 1224 PRINCESS STREET ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY - 501(C)(3)	PRESCHOOL SCHOLARSHIPS	5,000.
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.
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.
JOHNS HOPKINS UNIVERSITY 3400 N CHARLES ST BALTIMORE, MD 21287	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
JUBILEE JOBS 2712 ONTARIO ROAD, N.W. WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	2,000.
LA CLINICA DEL PUEBLO INC. 2831 15TH ST., N.W. WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	PEDIATRIC CARE PROGRAM	3,000.
LEARNING ALLY, INC 120 FLORIDA AVENUE ATHENS, GA 30605	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
LIONS CAMP MERRICK 3050 CRAIN HIGHWAY, #202 WALDORF, MD 20604	NONE	PUBLIC CHARITY - 501(C)(3)	SPECIAL NEEDS CAMPER SCHOLARSHIPS	4,000.
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.
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
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.
MULTICULTURAL CAREER INTERN PROGRAM 3101 16TH STREET, NW WASHINGTON, DC 20010	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	2,000.
MY SISTER'S PLACE P.O. BOX 29596 WASHINGTON, DC 20017	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
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.
NATIONAL CHILDREN'S MUSEUM 151 ST. GEORGE BLVD OXON HILL, MD 20745	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE STE. 100 ARLINGTON, VA 22203	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
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.
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
POTOMAC CONSERVANCY 8601 GEORGIA AVENUE SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY - 501(C)(3)	IMPROVING WATER QUALITY IN THE POTOMAC WATERSHED	5,000.
PRETEND CITY CHILDREN'S MUSEUM 29 HUBBLE IRVINE, CA 92618	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	50,000.
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.
QUALITY OF LIFE PLUS 6768 OLD MCLEAN VILLAGE DRIVE MCLEAN, VA 22201	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	2,000.
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.
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.
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.
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
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 WASHINGTON HOME & COMMUNITY HOSPICES 3720 UPSTON STREET NW WASHINGTON, DC 20016	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	2,000.
UNIVERSITY OF THE CUMBERLANDS 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	NONE	PUBLIC CHARITY - 501(C)(3)	WORKSHOP PROGRAMS	5,000.
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.
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD, SUITE B RICHMOND, VA 23229	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	20,000.
VIRGINIA HUNTERS WHO CARE P.O. BOX 304 BIG ISLAND, VA 24526	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
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.
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
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 EARLY LEARNING CENTER 1645 TRAPS ROAD VIENNA, VA 22182	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	50,000.
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				

54-6037592

### 3 Grants and Contributions Approved for Future Payment (Continuation)

223635  
05-01-12



**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.

---



---

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

---

SOURCE	AMOUNT
BROWN BROTHERS HARRIMAN & CO	15,666.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15,666.

---



---



---



---

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	2,216.	0.	2,216.
BBH REAL ESTATE INCOME FUND, LP	19,565.	0.	19,565.
BROWN BROTHERS HARRIMAN & CO	308,395.	159,341.	149,054.
HARBOR INTERNATIONAL FUND	19,689.	0.	19,689.
TOTAL TO FM 990-PF, PART I, LN 4	349,865.	159,341.	190,524.

---



---



---



---

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	28,110.	9,000.		19,110.
CONDON O'MEARA	8,200.	0.		8,200.
PROFESSIONAL FEES - OTHER	875.	0.		875.
TO FORM 990-PF, PG 1, LN 16B	37,185.	9,000.		28,185.

---



---

---



---

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	16,756.	16,756.		0.
TO FORM 990-PF, PG 1, LN 16C	16,756.	16,756.		0.

---



---



---



---

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

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	7,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,000.	0.		0.

---



---



---



---

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,805.	0.		2,805.
OTHER EXPENSES	4,724.	0.		4,724.
PORTFOLIO DEDUCTIONS	495.	495.		0.
TO FORM 990-PF, PG 1, LN 23	8,024.	495.		7,529.

---



---



---



---

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

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HARBOR INTERNATIONAL FUND	973,460.	973,460.
SPDR TRUST, UNIT SER 1	943,466.	943,466.
BBH CORE SELECT CL N	2,934,589.	2,934,589.
OAKMARK SELECT FUND-CL 1	1,100,576.	1,100,576.
T ROWE PRICE INST HIGH YIELD	321,758.	321,758.
DELAWARE US GROWTH FUND-INS	1,494,673.	1,494,673.

## MARS FOUNDATION

54-6037592

T ROWE PRICE NEW ASIA FUND  
BBH LIMITED DURATION FUND CL N

813,194.  
3,925,347.

813,194.  
3,925,347.

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

12,507,063.

12,507,063.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

## DESCRIPTION

BOOK VALUE

FAIR MARKET  
VALUE

FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL  
#618497 5.5%, MATURES 11/01/2016

7,154.

7,154.

FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL  
#616077.6.5%, MATURES 11/01/2016

4,982.

4,982.

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

12,136.

12,136.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

## DESCRIPTION

VALUATION  
METHOD

BOOK VALUE

FAIR MARKET  
VALUE

BBH ABS RET O/S SER A

FMV

24,703.

24,703.

BBH ASIAN OPPORTUNITY FUND

FMV

3,908.

3,908.

BBH L/S EQUITY OFFSHORE FUND SER A

FMV

906,271.

906,271.

BBH PRIVATE EQUITY PARTNERS IV

FMV

830,482.

830,482.

OFFSHORE

BBH CAP PARTNERS QP IV (CAYMAN)

FMV

148,724.

148,724.

BBH REAL ESTATE INCOME FUND ONSHORE

FMV

453,127.

453,127.

BBH REAL ESTATE INCOME FUND II

FMV

128,960.

128,960.

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

2,496,175.

2,496,175.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 10

## DESCRIPTION

COST OR  
OTHER BASISACCUMULATED  
DEPRECIATION

BOOK VALUE

COMPUTER SOFTWARE

13,500.

13,500.

0.

TOTAL TO FM 990-PF, PART II, LN 14

13,500.

13,500.

0.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT 11

NAME OF CONTRIBUTOR

ADDRESS

MARS, INCORPORATED

6885 ELM STREET  
MCLEAN, VA 22101

FORM 990-PF

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

STATEMENT 12

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