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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation
MARS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
6885 ELM STREET

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
MCLEAN, VA 22101

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **18,754,142.** (Part I, column (d) must be on cash basis)

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

A Employer identification number
54-6037592

B Telephone number
(703) 821-4900

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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	548.	548.		STATEMENT 1
	4 Dividends and interest from securities	207,179.	207,179.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	427,965.			
	b Gross sales price for all assets on line 6a	941,039.			
	7 Capital gain net income (from Part IV, line 2)		419,981.		
	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	2,635,692.	627,708.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	1,646.	0.		1,646.
	b Accounting fees STMT 4	28,580.	6,750.		21,830.
	c Other professional fees STMT 5	21,049.	21,049.		0.
	17 Interest				
	18 Taxes	11,458.	1,458.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	3,603.	493.		3,110.
	24 Total operating and administrative expenses. Add lines 13 through 23	66,336.	29,750.		26,586.
	25 Contributions, gifts, grants paid	597,000.			797,000.
26 Total expenses and disbursements. Add lines 24 and 25	663,336.	29,750.		823,586.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,972,356.				
b Net investment income (if negative, enter -0-)		597,958.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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		8.	6.	6.
	2	Savings and temporary cash investments		347,688.	860,083.	860,083.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 8	12,507,063.	16,195,577.	16,195,577.
	c	Investments - corporate bonds	STMT 9	12,136.	7,264.	7,264.
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 10	2,496,175.	1,691,212.	1,691,212.
	14	Land, buildings, and equipment: basis ▶	13,500.			
		Less: accumulated depreciation	STMT 11 ▶	13,500.		
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		15,363,070.	18,754,142.	18,754,142.
	17	Accounts payable and accrued expenses		142,538.	20,382.	
	18	Grants payable		635,000.	435,000.	
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)		777,538.	455,382.	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		14,585,532.	18,298,760.	
	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		14,585,532.	18,298,760.	
	31	Total liabilities and net assets/fund balances		15,363,070.	18,754,142.	

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	14,585,532.
2	Enter amount from Part I, line 27a	2	1,972,356.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	1,740,872.
4	Add lines 1, 2, and 3	4	18,298,760.
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	18,298,760.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 941,039.		521,058.	419,981.

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))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			419,981.

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	419,981.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	776,714.	14,124,153.	.054992
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

2 Total of line 1, column (d)	2	.319931
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	.063986
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,788,780.
5 Multiply line 4 by line 3	5	1,074,247.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,980.
7 Add lines 5 and 6	7	1,080,227.
8 Enter qualifying distributions from Part XII, line 4	8	823,586.

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	11,959.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	11,959.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	11,959.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 8,043.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 15,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	23,043.
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	11,084.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 11,084. Refunded <input type="checkbox"/> 0.		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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL, VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 12

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 2013, 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	N/A	
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		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

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

6b

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 13		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,895,792.
b	Average of monthly cash balances	1b	1,148,655.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,044,447.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,044,447.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	255,667.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,788,780.
6	Minimum investment return. Enter 5% of line 5	6	839,439.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	839,439.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,959.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,959.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	827,480.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	827,480.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	827,480.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	823,586.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	823,586.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	823,586.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				827,480.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	250,455.			
b From 2009	181,485.			
c From 2010	145,121.			
d From 2011	170,160.			
e From 2012	77,503.			
f Total of lines 3a through e	824,724.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	823,586.			
a Applied to 2012, 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 2013 distributable amount				823,586.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,894.			3,894.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	820,830.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	246,561.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	574,269.			
10 Analysis of line 9:				
a Excess from 2009	181,485.			
b Excess from 2010	145,121.			
c Excess from 2011	170,160.			
d Excess from 2012	77,503.			
e Excess from 2013				

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 7446 OLD MAPLE SQUARE MCLEAN, VA 22102	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	797,000.
b Approved for future payment				
COLONIAL WILLIAMSBURG - JAMESTOWN PROGRAM P.O. BOX 1776 WILLIAMSBURG, VA 23187	NONE	PUBLIC CHARITY - 501(C)(3)	COLONIAL WILLIAMSBURG FOUNDATION AND PRESERVATION VIRGINIA COLLABORATION	70,000.
ECO HEALTH ALLIANCE 460 W. 34TH STREET, NEW YORK, NY 10001	NONE	PUBLIC CHARITY - 501(C)(3)	SUSTAINABILITY PROJECTS	40,000.
PRETEND CITY CHILDREN'S MUSEUM 29 HUBBLE IRVINE, CA 92618	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	150,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3b	435,000.

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]


- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [Signature] Date: 11/16/14 Title: Asst. Treasurer

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name JONATHAN CURRY-EDWARDS	Preparer's signature 	Date 11/12/14	Check <input type="checkbox"/> if self-employed	PTIN P01631523
	Firm's name ▶ BROWN BROTHERS HARRIMAN & CO			Firm's EIN ▶ 13-4973745	
	Firm's address ▶ 140 BROADWAY, 4TH 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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

MARS FOUNDATION

Employer identification number

54-6037592

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 its Form 990-PF, Part I, line 2, 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) (2013)

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 for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

MARS FOUNDATION**54-6037592****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

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 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	06/07/13	VARIOUS
b	SEE ATTACHED	P	VARIOUS	VARIOUS
c	RECEIPT FROM DELL	P	VARIOUS	02/07/13
d	RECEIPT FROM COLBURN	P	VARIOUS	03/08/13
e	RECEIPT FROM MF INVESTMENT LITIGATION	P	VARIOUS	07/26/13
f	GAIN ON LONG/SHORT EQUITY FUND DISTRIBUTION	P	VARIOUS	VARIOUS
g	BBH REAL ESTATE INCOME FUND I	P	VARIOUS	VARIOUS
h	BBH RE I-UN.1250 GAIN IN BBH RE I \$71,494	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
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 270,000.		271,041.	<1,041.>
b 309,759.		242,033.	67,726.
c 6.			6.
d 16.			16.
e 136.			136.
f 108,738.			108,738.
g 71,494.			71,494.
h		7,984.	<7,984.>
i 180,890.			180,890.
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,041.>
b			67,726.
c			6.
d			16.
e			136.
f			108,738.
g			71,494.
h			<7,984.>
i			180,890.
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	419,981.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

BROWN BROTHERS HARRIMAN

BROWN BROTHERS HARRIMAN AND CO Run on 10/24/2014 10:25:02 AM

Realized Gain/Loss Report

Start Date: 01/01/2013

End Date: 12/31/2013

Account: 1035001111

Administrator: NICHOL A. MACMANUS 212-493-8122

MARS FOUNDATION

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
9.184 SHARES OF BBH LIMITED DURATION FUND CL N	06/07/2013	11/30/2012	95.33	95.79	0.46- Covered
26002.376 SHARES OF BBH LIMITED DURATION FUND CL N	06/07/2013	02/19/2013	269,904.67	270,944.76	1,040.09- Covered
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			270,000.00	271,040.55	1,040.55-
** LONG TERM CAPITAL GAIN (LOSS)					
106.99 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	01/25/2013	01/30/2002	106.99	108.23	1.24-
190.66 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	01/25/2013	02/10/2003	190.66	193.87	3.21-
247.3 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	02/25/2013	01/30/2002	247.30	250.18	2.88-
186.63 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	02/25/2013	02/10/2003	186.63	189.77	3.14-
98.25 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	03/25/2013	01/30/2002	98.25	99.39	1.14-
292.16 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	03/25/2013	02/10/2003	292.16	297.07	4.91-
98.84 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	04/25/2013	01/30/2002	98.84	99.99	1.15-
180.23 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	04/25/2013	02/10/2003	180.23	183.26	3.03-
100.02 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	05/28/2013	01/30/2002	100.02	101.18	1.16-
631.91 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	05/28/2013	02/10/2003	631.91	642.54	10.63-
1825 SHARES OF SPDR TR UNIT SER 1	05/22/2013	03/14/2006	305,335.43	237,542.00	67,793.43
97.73 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	06/25/2013	01/30/2002	97.73	98.87	1.14-
174.66 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	06/25/2013	02/10/2003	174.66	177.60	2.94-
94.26 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	07/25/2013	01/30/2002	94.26	95.36	1.10-
168.45 UNITS OF	07/25/2013	02/10/2003	168.45	171.28	2.83-

RealzdGainLoss

FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016					
93.79 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	08/26/2013	01/30/2002	93.79	94.88	1.09-
244.48 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	08/26/2013	02/10/2003	244.48	248.59	4.11-
156.85 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	09/25/2013	01/30/2002	156.85	158.67	1.82-
165.11 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	09/25/2013	02/10/2003	165.11	167.89	2.78-
91.61 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	10/25/2013	01/30/2002	91.61	92.68	1.07-
183.25 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	10/25/2013	02/10/2003	183.25	186.33	3.08-
92.15 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	11/25/2013	01/30/2002	92.15	93.22	1.07-
493.15 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	11/25/2013	02/10/2003	493.15	501.44	8.29-
92.7 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #616077 6.5% 11/01/2016	12/26/2013	01/30/2002	92.70	93.78	1.08-
142.59 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #618497 5.5% 11/01/2016	12/26/2013	02/10/2003	142.59	144.99	2.40-
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			309,759.20	242,033.06	67,726.14

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.
BOYS & GIRLS CLUBS OF GREATER WASHINGTON 5901 LEESBURG PIKE FALLS CHURCH, VA 22041	NONE	PUBLIC CHARITY - 501(C)(3)	BGCGW: THE POSITIVE PLACE FOR KIDS	2,000.
BRADFORD BRINTON MEMORIAL & MUSEUM PO BOX 460 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.
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)	GENERAL SUPPORT	4,000.
Total from continuation sheets				759,000.

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	30,000.
CHICAGO COMMUNITY FOUNDATION 225 NORTH MICHIGAN AVE, SUITE 2200 CHICAGO, IL 60601	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	50,000.
CHORAL ARTS SOCIETY 5225 WISCONSIN AVE N.W. WASHINGTON, DC 20015	NONE	PUBLIC CHARITY - 501(C)(3)	COMMUNITY OUTREACH AND EDUCATION PROGRAMS	2,000.
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	10,000.
COMMUNITY COUNCIL FOR THE HOMELESS AT FRIENDSHIP PLACE 3655 CALBERT ST, N.W. WASHINGTON, DC 20007	NONE	PUBLIC CHARITY - 501(C)(3)	PROGRAMS TO HELP THE HOMELESS AND FORMERLY HOMELESS TO REBUILD THEIR LIVES	2,000.
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.
CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	NONE	PUBLIC CHARITY - 501(C)(3)	WORKSHOP PROGRAMS	5,000.
D.C. CENTRAL KITCHEN 425 2ND ST 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 L STREET, #400 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
DREAM STREET FOUNDATION 324 SOUTH BEVERLY DRIVE, SUITE 500 BEVERLY HILLS, CA 90212	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	8,000.
ECO HEALTH ALLIANCE 460 W. 34TH STREET, NEW YORK, NY 10001	NONE	PUBLIC CHARITY - 501(C)(3)	SUSTAINABILITY PROJECTS	40,000.
EQUESTRIAN LAND CONSERVATION RESOURCE 4037 IRON WORKS PARKWAY #120 LEXINGTON, KY 40511	NONE	PUBLIC CHARITY - 501(C)(3)	EDUCATION & OUTREACH SUPPORT	10,000.
FIDOS FOR FREEDOM, INC. 1200 SANDY SPRING ROAD LAUREL, MD 20707	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
FIRST NATIONS DEVELOP. INSTITUTE 2432 MAIN ST, 2ND FL 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.
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
FOOD & FRIENDS 219 RIGGS ROAD, N.E. WASHINGTON, DC 20011	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	2,000.
FOODBANK OF THE VIRGINIA PENINSULA, INC 2401 ALUMINUM AVE HAMPTON, VA 23661	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.
FREEDOM YOUTH ACADEMY INC 1405 34TH ST, 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.
FRIENDS OF THE NATIONAL ARBORETUM 3501 NEW YORK AVENUE, N.E. WASHINGTON, DC 20002	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
GALAPAGOS CONSERVANCY 11150 FAIRFAX BOULEVARD, SUITE 408 FAIRFAX, VA 22030	NONE	PUBLIC CHARITY - 501(C)(3)	SUSTAINABLE GALAPAGOS	10,000.
GALLAUDET UNIVERSITY 800 FLORIDA 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.
HANCOCK SHAKER VILLAGE P.O. BOX 927 PITTSFIELD, MA 01202	NONE	PUBLIC CHARITY - 501(C)(3)	EDUCATIONAL PROGRAMMING AT HANCOCK SHAKER VILLAGE	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
HIGHER ACHIEVEMENT PROGRAM 317 8TH STREET N.E. WASHINGTON, DC 20002-6107	NONE	PUBLIC CHARITY - 501(C)(3)	ADVANCING ACADEMIC ACHIEVEMENT	10,000.
HISTORIC JAMESTOWNE FUND PO BOX 3610 WILLIAMSBURG, VA 23187	NONE	PUBLIC CHARITY - 501(C)(3)	HISTORIC JAMESTOWNE PROJECT	35,000.
HOME CARE PARTNERS 1234 MASSACHUSETTS AVE NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	3,000.
HOPKINS HOUSE 5904 RICHMOND HIGHWAY, SUITE 525 ALEXANDRIA, VA 22303	NONE	PUBLIC CHARITY - 501(C)(3)	PRESCHOOL SCHOLARSHIPS	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.
JUBILEE JOBS 2712 ONTARIO ROAD, N.W. WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	3,000.
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 5225 WISCONSIN AVE N.W. WASHINGTON, DC 20015	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
LIONS CAMP MERRICK 3650 RICK HAMILTON PLACE NANJEMOY, MD 20662	NONE	PUBLIC CHARITY - 501(C)(3)	SPECIAL NEEDS CAMPER SCHOLARSHIPS	4,000.
MCLEAN ORCHESTRA P.O. BOX 760 MCLEAN, VA 22101	NONE	PUBLIC CHARITY - 501(C)(3)	OPERATING SUPPORT TO MAKE LIVE ORCHESTRAL MUSIC ACCESSIBLE AND ENGAGING TO LOCAL RESIDENTS	5,000.
MIRIAM'S HOUSE (JOINED N STREET VILLAGE) 1333 N STREET, NW WASHINGTON, DC 20005	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)	GENERAL SUPPORT	10,000.
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.	5,000.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE STE. 100 ARLINGTON, VA 22203	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
PEOPLE * ANIMALS * LOVE 731 8TH ST. S.E., STE 301 WASHINGTON, DC 20003	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	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 8403 COLESVILLE RD, STE 805 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 22101	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	2,000.
REBUILDING TOGETHER OF WASHINGTON DC PO BOX 40026 WASHINGTON, DC 20016	NONE	PUBLIC CHARITY - 501(C)(3)	HOME REPAIR FOR LOW INCOME ELDERLY & DISABLED.	10,000.
ROCKY MOUNTAIN NATURAL RESOUCCE CENTER 2995 BASELINE ROAD, SUITE 300 BOULDER, CO 80303	NONE	PUBLIC CHARITY - 501(C)(3)	POWDER RIVER BASIN COALITION	25,000.
SARAHS CIRCLE 2551 17TH ST., N.W. WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	AFFORDABLE HOUSING FOR LOW INCOME SENIORS	5,000.
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 2579 JOHN MILTON DR., SUITE 220 HERNDON, VA 20171	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)	ARTISTIC, EDUCATION AND COMMUNITY PROGRAMS	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
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. 4245 NORTH FAIRFAX DRIVE STE. 825 ARLINGTON, VA 22203	NONE	PUBLIC CHARITY - 501(C)(3)	BUILD THE NEXT GENERATION OF CONSERVATION LEADERS	30,000.
THE CORCORAN GALLERY OF ART 500 17TH STREET, N.W. WASHINGTON, DC 20006	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
THE WASHINGTON NATIONAL OPERA PO BOX 101510 ARLINGTON, VA 22210	NONE	PUBLIC CHARITY - 501(C)(3)	PRODUCTIONS AND PROGRAMS	20,000.
TRUST FOR THE NATIONAL MALL PO BOX 96475 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY - 501(C)(3)	RESTORE AND IMPROVE THE NATIONAL MALL	10,000.
VIRGINIA COLLEGE FUND 4900 AUGUSTA AVE., SUITE 101 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.
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	5,000.
WASHINGTON CONCERT OPERA 2437 15TH ST., N.W. 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.
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.
Total from continuation sheets				

54-6037592

3 Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

54-6037592

3 Grants and Contributions Approved for Future Payment (Continuation)

323635
05-01-13

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 - SHAKESPEARE THEATRE COMPANY

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BROWN BROTHERS HARRIMAN & CO	548.	548.	
TOTAL TO PART I, LINE 3	548.	548.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BBH REAL ESTATE INCOME FUND II, LP	5,202.	0.	5,202.	5,202.	
BBH REAL ESTATE INCOME FUND, LP	15,883.	0.	15,883.	15,883.	
BROWN BROTHERS HARRIMAN & CO HARBOR	343,546.	180,890.	162,656.	162,656.	
INTERNATIONAL FUND	23,438.	0.	23,438.	23,438.	
TO PART I, LINE 4	388,069.	180,890.	207,179.	207,179.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES - OTHER	1,646.	0.		1,646.
TO FM 990-PF, PG 1, LN 16A	1,646.	0.		1,646.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROWN BROTHERS HARRIMAN	20,380.	6,750.		13,630.	
CONDON O'MEARA	8,200.	0.		8,200.	
TO FORM 990-PF, PG 1, LN 16B	28,580.	6,750.		21,830.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	21,049.	21,049.		0.	
TO FORM 990-PF, PG 1, LN 16C	21,049.	21,049.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	10,000.	0.		0.	
FOREIGN TAXES PAID	1,458.	1,458.		0.	
TO FORM 990-PF, PG 1, LN 18	11,458.	1,458.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	3,085.	0.		3,085.	
OTHER EXPENSES	25.	0.		25.	
PORTFOLIO DEDUCTIONS	493.	493.		0.	
TO FORM 990-PF, PG 1, LN 23	3,603.	493.		3,110.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HARBOR INTERNATIONAL FUND	1,112,772.	1,112,772.
SPDR TRUST, UNIT SER 1	886,512.	886,512.
BBH CORE SELECT CL N	3,720,173.	3,720,173.
OAKMARK SELECT FUND-CL 1	1,524,234.	1,524,234.
T ROWE PRICE INST HIGH YIELD	320,110.	320,110.
DELAWARE US GROWTH FUND-INS	2,110,411.	2,110,411.
T ROWE PRICE NEW ASIA FUND	774,493.	774,493.
BBH LIMITED DURATION FUND CL N	4,952,048.	4,952,048.
LONGLEAF PARTNERS SMALL CAP FUND	313,320.	313,320.
AIT GLOBAL EMERGING MARKETS FUND	481,504.	481,504.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,195,577.	16,195,577.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL #618497 5.5%, MATURES 11/01/2016	3,831.	3,831.
FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL #616077 6.5%, MATURES 11/01/2016	3,433.	3,433.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,264.	7,264.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH ABS RET O/S SER A	FMV	13,199.	13,199.
BBH ASIAN OPPORTUNITY FUND	FMV	2,240.	2,240.
BBH L/S EQUITY OFFSHORE FUND SER A	FMV	6,347.	6,347.
BBH PRIVATE EQUITY PARTNERS IV OFFSHORE	FMV	743,100.	743,100.
BBH CAP PARTNERS QP IV (CAYMAN)	FMV	271,413.	271,413.
BBH REAL ESTATE INCOME FUND ONSHORE	FMV	381,531.	381,531.
BBH REAL ESTATE INCOME FUND II	FMV	273,382.	273,382.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,691,212.	1,691,212.

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

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

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 12
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 13
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.

MAKS 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.

2013 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 DEPR					13,500.		0.	13,500.	13,500.	0.	0.