

EXTENDED TO NOVEMBER 16, 2020

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.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0047

2019

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2019 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)
BBH & CO., 140 BROADWAY (PB-TAX)

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10005

A Employer identification number
54-6037592

B Telephone number
(212) 493-8851

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 ☐

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) **\$ 34,245,705.** (Part I, column (d), must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	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				
4	Dividends and interest from securities	614,022.	607,426.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	865,938.			STATEMENT 1
b	Gross sales price for all assets on line 6a	3,206,233.			
7	Capital gain net income (from Part IV, line 2)		870,712.		
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	10,621.	10,621.		STATEMENT 3
12	Total. Add lines 1 through 11	3,490,581.	1,488,759.		
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 4	1,535.	0.		1,535.
b	Accounting fees STMT 5	51,460.	0.		51,460.
c	Other professional fees STMT 6	75,565.	75,565.		0.
17	Interest				
18	Taxes STMT 7	55,742.	20,742.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 8	92,236.	92,982.		3,205.
24	Total operating and administrative expenses. Add lines 13 through 23	276,538.	189,289.		56,200.
25	Contributions, gifts, grants paid	1,077,000.			1,067,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,353,538.	189,289.		1,123,200.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	2,137,043.			
b	Net investment income (if negative, enter -0-)		1,299,470.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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01/03/2021
SCANNED

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	4,214.	15,214.	15,214.
	2 Savings and temporary cash investments	1,411,766.	1,137,655.	1,137,655.
	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 9	15,925,837.	18,765,316.	18,765,316.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10		11,078,209.	14,327,520.	14,327,520.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		28,420,026.	34,245,705.	34,245,705.
17 Accounts payable and accrued expenses		19,600.	19,600.	
18 Grants payable			10,000.	
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)	19,600.	29,600.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> X			
	24 Net assets without donor restrictions	28,400,426.	34,216,105.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input type="checkbox"/>			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg, and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 Total net assets or fund balances	28,400,426.	34,216,105.	
30 Total liabilities and net assets/fund balances	28,420,026.	34,245,705.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	28,400,426.
2 Enter amount from Part I, line 27a	2	2,137,043.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED APPRECIATION	3	3,678,636.
4 Add lines 1, 2, and 3	4	34,216,105.
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 29	6	34,216,105.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 STATEMENTS				
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 3,206,233.		2,335,521.	870,712.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			870,712.

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	870,712.
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 doesn't 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))
2018	1,108,428.	28,973,411.	.038257
2017	1,093,480.	26,481,084.	.041293
2016	1,033,496.	23,004,514.	.044926
2015	909,962.	21,308,529.	.042704
2014	918,459.	19,634,778.	.046777

2 Total of line 1, column (d)	2	.213957
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.042791
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	31,580,247.
5 Multiply line 4 by line 3	5	1,351,350.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,995.
7 Add lines 5 and 6	7	1,364,345.
8 Enter qualifying distributions from Part XII, line 4	8	1,123,200.

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.

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	BBH - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	BBH - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	BBH - ALTAROCK PARTNERS SERIES	P	VARIOUS	12/31/19
d	BBH - ALTAROCK PARTNERS SERIES	P	VARIOUS	12/31/19
e	BBH - BARES MID-LARGE CAP SERIES	P	VARIOUS	12/31/19
f	BBH - BARES MID-LARGE CAP SERIES	P	VARIOUS	12/31/19
g	BBH - BURGUNDY EMERGING MARKET SERIES	P	VARIOUS	12/31/19
h	BBH - BURGUNDY EMERGING MARKET SERIES	P	VARIOUS	12/31/19
i	BBH - CLARKSTON CAPITAL PARTNERS SMALL-MID CAP SE	P	VARIOUS	12/31/19
j	BBH - CLARKSTON CAPITAL PARTNERS SMALL-MID CAP SE	P	VARIOUS	12/31/19
k	BBH - REAL ESTATE INCOME FUND II, LP	P	VARIOUS	12/31/19
l	BBH - SELECT EQUITY SERIES	P	VARIOUS	12/31/19
m	BBH - SELECT EQUITY SERIES	P	VARIOUS	12/31/19
n	DISPOSITION OF BBH-REAL ESTATE FD II	P	VARIOUS	VARIOUS
o	DISPOSITION OF BBH-HITCHWOOD	P	VARIOUS	VARIOUS

(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 376,938.		294,671.	82,267.
b 1,551,878.		1,526,682.	25,196.
c 7,082.			7,082.
d 20,356.			20,356.
e 4,442.			4,442.
f 326,661.			326,661.
g 1,481.			1,481.
h 34,609.			34,609.
i 2,288.			2,288.
j 54,809.			54,809.
k 45,580.			45,580.
l 123,408.			123,408.
m 72,332.			72,332.
n 53,158.		54,168.	-1,010.
o 475,381.		460,000.	15,381.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			82,267.
b			25,196.
c			7,082.
d			20,356.
e			4,442.
f			326,661.
g			1,481.
h			34,609.
i			2,288.
j			54,809.
k			45,580.
l			123,408.
m			72,332.
n			-1,010.
o			15,381.

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	
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	

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	FINANCIAL STATEMENT ADJUSTMENT			
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
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			0.
b	55,830.		55,830.
c			
d			
e			
f			
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) 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			0.
b			55,830.
c			
d			
e			
f			
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

870,712.

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 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)			
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		1	25,989.
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	25,989.
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	25,989.
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	35,774.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	45,774.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
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	19,785.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax <input type="checkbox"/> 19,785. Refunded <input type="checkbox"/>	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 the 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 2019 or the tax year beginning in 2019? See the 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	

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► BROWN BROTHERS HARRIMAN & CO Telephone no. ► 212-493-8000 Located at ► 140 BROADWAY (PB-TAX), NEW YORK, NY ZIP+4 ► 10005		
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 2019, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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 2019?	1b	
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)).	1c	X
a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? 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. ►	2b	
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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2019?	4a	X
	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 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☐

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and 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.)

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	30,767,178.
b	Average of monthly cash balances	1b	1,293,986.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	32,061,164.
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	32,061,164.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	480,917.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,580,247.
6	Minimum investment return. Enter 5% of line 5	6	1,579,012.

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	1,579,012.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	25,989.
b	Income tax for 2019 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	25,989.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,553,023.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,553,023.
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	1,553,023.

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	1,123,200.
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	1,123,200.
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	1,123,200.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,553,023.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			416,551.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019.				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2019 from Part XII, line 4. ▶ \$ 1,123,200.				
a Applied to 2018, but not more than line 2a			416,551.	
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 2019 distributable amount				706,649.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				846,374.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(8)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4, for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**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., to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address 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 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
a Paid during the year				
AFRICAN WILDLIFE FOUNDATION 1100 NEW JERSEY AVENUE, S.E., SUITE 900 WASHINGTON, DC 20003	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	8,000.
AMAZON BIODIVERSITY CENTER P.O. BOX 96503 #42410 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
AMERICAN BIRD CONSERVANCY PO BOX 249 THE PLAINS, VA 20198	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
AMERICAN RIVERS 1101 14TH STREET, N.W. SUITE 1400 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	30,000.
Total	SEE CONTINUATION SHEET(S)			1,067,000.
b Approved for future payment				
NONE				
Total				0.

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
COAL RIVER MOUNTAIN WATCH P.O. BOX 303 NAOMA, WV 25140	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
DAYS END FARM HORSE RESCUE P.O. BOX 309 LISBON, MD 21765	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
DEFENDERS OF WILDLIFE 1130 17TH STREET, NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
ECOHEALTH ALLIANCE 460 WEST 34TH STREET, 17TH FLOOR NEW YORK, NY 10001-2320	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
EQUINE LAND CONSERVATION RESOURCE 4037 IRON WORKS PARKWAY, SUITE 120 LEXINGTON, KY 40511	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
FRIENDS OF CONSERVATION 465 W. DOMINION DRIVE, SUITE 202 WOOD DALE, IL 60191	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	8,000.
FRIENDS OF THE BLUE RIDGE PARKWAY, INC. P.O. BOX 20986 ROANOKE, VA 24018	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
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, #408 FAIRFAX, VA 22030	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
HUMANE RESCUE ALLIANCE 71 OGLETHORPE STREET, N.W. WASHINGTON, DC 20011	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				1,009,000.

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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
HUMANE SOCIETY INTERNATIONAL 700 PROFESSIONAL DRIVE GAITHERSBURG, MD 20879	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
NATIONAL AQUARIUM, INC. 501 E. PRATT STREET BALTIMORE, MD 21202	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
NATIONAL FOREST FOUNDATION 1800 DIAGONAL ROAD, SUITE 600 ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
THE NATURE CONSERVANCY 652 PETER JEFFERSON PARKWAY, STE. 190 CHARLOTTESVILLE, VA 22911	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
POTOMAC CONSERVANCY, INC. 8403 COLESVILLE ROAD, SUITE 805 SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
PROJECT HORSE, INC. 20015 GREAT FALLS FOREST DRIVE GREAT FALLS, VA 22066	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
SCENIC RIVERS LAND TRUST P.O. BOX 2008 ANNAPOLIS, MD 21404	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
STUDENT CONSERVATION ASSOCIATION, INC. 4245 N. FAIRFAX DRIVE, SUITE 825 ARLINGTON, VA 22203	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	30,000.
WILDLIFE CENTER OF VIRGINIA P.O. BOX 1557 WAYNESBORO, VA 22980	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
WORLD WILDLIFE FUND 1250 24TH STREET, N.W. WASHINGTON, DC 20037	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	15,000.
Total from continuation sheets				

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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
AMERICAN RED CROSS IN THE NATIONAL CAPITAL REGION 8550 ARLINGTON BLVD. FAIRFAX, VA 22031	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	15,000.
BOYS & GIRLS CLUB OF FAUQUIER 169 KEITH STREET WARRENTON, VA 20186	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	7,000.
BYTE BACK, INC. 899 NORTH CAPITOL STREET, N.E., SUITE 850 WASHINGTON, DC 20002	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
CAREERS THROUGH CULINARY ARTS PROGRAM 505 EIGHTH AVENUE, SUITE 1400 NEW YORK, NY 10018	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
FIRST NATIONS DEVELOPMENT INSTITUTE 2432 MAIN STREET, 2ND FLOOR LONGMONT, CO 80501	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL 4301 CONNECTICUT AVENUE, N.W., M2 WASHINGTON, DC 20008	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
GIRLS, INC. 120 WALL STREET, SUITE 1800 NEW YORK, NY 10005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
LIONS CAMP MERRICK P.O. BOX 56 NANJEMOY, MD 20662	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
PEOPLE ANIMALS LOVE 731 8TH STREET, S.E., SUITE 202 WASHINGTON, DC 20003	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
QUALITY OF LIFE PLUS 6748 OLD MCLEAN VILLAGE DRIVE, SUITE 200 MCLEAN, VA 22101	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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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
REBUILDING TOGETHER DC-ALEXANDRIA 700 PRINCESS STREET, SUITE 206 ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES, KY 41844	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
ARCS FOUNDATION, METROPOLITAN WASHINGTON CHAPTER P.O. BOX 60868 POTOMAC, MD 20859	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	20,000.
BLACK STUDENT FUND 3636 16TH STREET N.W., SUITE 4-4TH FLOOR - 421 WASHINGTON, DC 20010	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
COLLEGE BOUND 128 M STREET, N.W., SUITE 220 WASHINGTON, DC 20001	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
UNIVERSITY OF THE CUMBERLANDS 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
DC COLLEGE ACCESS PROGRAM 1425 K STREET, NW, SUITE 200 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
FREEDOM YOUTH ACADEMY, INC. 1405 34TH STREET, SE WASHINGTON, DC 20020	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
GALLAUDET UNIVERSITY OFFICE OF DEVELOPMENT 800 FLORIDA AVENUE, N.E. WASHINGTON, DC 20002	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
HIGHER ACHIEVEMENT 317 8TH STREET, N.E. WASHINGTON, DC 20002	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
Total from continuation sheets				

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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
THE LITERACY LAB 1003 K STREET, N.W., SUITE 500 WASHINGTON, DC 20001	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
THE VIRGINIA COLLEGE FUND 4900 AUGUSTA AVENUE, SUITE 101 RICHMOND, VA 23230-3611	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	15,000.
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 901 EAST BYRD STREET-SUITE 1625 RICHMOND, VA 23219	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	20,000.
WOLF TRAP FOUNDATION FOR THE PERFORMING ARTS 1645 TRAP ROAD VIENNA, VA 22182	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	15,000.
ARENA STAGE 1101 SIXTH STREET S.W. WASHINGTON, DC 20024	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
CATHEDRAL CHORAL SOCIETY 3101 WISCONSIN AVENUE, N.W. WASHINGTON, DC 20016	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	6,000.
THE CHORAL ARTS SOCIETY OF WASHINGTON 1666 CONNECTICUT AVE., N.W., SUITE 525 WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
DANCE PLACE 3225 8TH STREET, NE WASHINGTON, DC 20017	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
FAIRFAX CHORAL SOCIETY 4028 HUMMER RD. ANNANDALE, VA 22003	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
FOLGER SHAKESPEARE LIBRARY 201 E. CAPITOL STREET, SE WASHINGTON, DC 20003	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	8,000.
Total from continuation sheets				

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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 511 10TH STREET, NW WASHINGTON, DC 20004	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
IMAGINATION STAGE, INC. 4908 AUBURN AVENUE BETHESDA, MD 20814	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
THE PHILLIPS COLLECTION 1600 21ST STREET, NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
PRETEND CITY CHILDREN'S MUSEUM 29 HUBBLE IRVINE, CA 92618	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
SHAKESPEARE THEATRE COMPANY 516 8TH STREET, SE WASHINGTON, DC 20003	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
SIGNATURE THEATRE 4200 CAMPBELL AVENUE, 4TH FLOOR ARLINGTON, VA 22206	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
ST. JOHN'S EPISCOPAL CHURCH/GEORGETOWN PARISH 3240 O STREET, N.W. WASHINGTON, DC 20007	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
TYSON'S MCLEAN ORCHESTRA PO BOX 760 MCLEAN, VA 22101	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
WASHINGTON CONCERT OPERA 2437 15TH STREET, N.W. WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
WASHINGTON NATIONAL OPERA 2700 F STREET, N.W. WASHINGTON, DC 20566	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	20,000.
Total from continuation sheets				

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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
YOUNG CONCERT ARTISTS OF WASHINGTON 1776 BROADWAY, SUITE 1500 NEW YORK, NY 10019	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
BETHANY HOUSE OF NORTHERN VIRGINIA 6601 LITTLE RIVER TURNPIKE, SUITE 110 ALEXANDRIA, VA 22312	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
BREAD FOR THE CITY 1525 7TH STREET, N.W. WASHINGTON, DC 20001	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
CAPITAL AREA FOOD BANK 4900 PUERTO RICO AVENUE, N.E. WASHINGTON, DC 20017	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
CAPITAL CARING 2900 TELESTAR COURT FALLS CHURCH, VA 22042	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
CASTING FOR RECOVERY 109 EAST OAK STREET, SUITE 1G BOZEMAN, MT 59715	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
CHRIST HOUSE 1717 COLUMBIA ROAD NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
THE CHURCH OF THE EPIPHANY 1317 G STREET, NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
D.C. CENTRAL KITCHEN 425 2ND STREET, NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
DOORWAYS FOR WOMEN & FAMILIES P.O. BOX 100185 ARLINGTON, VA 22210	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
DREAM STREET FOUNDATION 324 SOUTH BEVERLY DRIVE, SUITE 500 BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
VIRGINIA PENINSULA FOOD BANK 2401 ALUMINUM AVENUE HAMPTON, VA 23661	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
FRIENDLY WATER FOR THE WORLD 1421 WEST BAY DRIVE, N.W. OLYMPIA, WA 98502	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	8,000.
FRONTIER NURSING UNIVERISTY 2050 LEXINGTON ROAD VERSAILLES, KY 40383	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
HOME CARE PARTNERS 1234 MASSACHUSETTS AVENUE, N.W., SUITE C-1002 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
HOPKINS HOUSE 5904 RICHMOND HIGHWAY, SUITE 525 ALEXANDRIA, VA 22303	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
HOUSE OF RUTH 5 THOMAS CIRCLE, NW, 4TH FLOOR WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
INOVA HEALTH FOUNDATION 8110 GATEHOUSE ROAD FALLS CHURCH, VA 22042	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	7,000.
IONA SENIOR SERVICES 4125 ALBERMARLE STREET, NW WASHINGTON, DC 20016	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
JUBILEE JOBS, INC. 2712 ONTARIO ROAD NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

MARS FOUNDATION

54-6037592

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
LA CLINICA DEL PUEBLO 2831 15TH STREET, NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
LEARNING ALLY 20 ROSZEL ROAD PRINCETON, NJ 08540	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
MARTHA'S TABLE P.O. BOX 97260 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
MOBILE HOPE ASSOCIATION 741 MILLER DRIVE, SUITE F1 LEESBURG, VA 20175	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
N STREET VILLAGE 1333 N STREET, NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
PREVENTION OF BLINDNESS SOCIETY 233 MASSACHUSETTS AVENUE, NE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
THE SALVATION ARMY NATIONAL CAPITAL AREA 2626 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20037	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
SARAH'S CIRCLE 2551 17TH STREET N.W., SUITE 1032551 17TH STREET N.W., SUITE 103 WASHINGTON, DC 20008	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
SHELTER HOUSE 12310 PINECREST ROAD, SUITE #304 RESTON, VA 20191	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
SOME 71 "O" STREET, N.W. WASHINGTON, DC 20001	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

MARS FOUNDATION

54-6037592

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIRGINIA HUNTERS WHO CARE PO BOX 304 BIG ISLAND, VA 24526	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
WASHINGTON HOME & COMM. HOSPICE 3720 UPTON STREET, N.W. WASHINGTON, DC 20016	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
WASHINGTON WINTER SHOW 29 GRANT CIRCLE, NW WASHINGTON, DC 20011	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
THE BRINTON MUSEUM PO BOX 460 BIG HORN, WY 82833	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	100,000.
THE BRINTON MUSEUM PO BOX 460 BIG HORN, WY 82833	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
C&O CANAL TRUST 1850 DUAL HIGHWAY, SUITE 100 HAGERSTOWN, MD 21740	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
THE COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 23187	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
THE CORPORATION FOR JEFFERSON'S POPLAR FOREST PO BOX 419 FOREST, VA 24551	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
GETTYSBURG FOUNDATION 1195 BALTIMORE PIKE GETTYSBURG, PA 17325	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
HANCOCK SHAKER VILLAGE P.O. BOX 927 PITTSFIELD, MA 01202-0927	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
JAMESTOWN REDISCOVERY 1365 COLONIAL PARKWAY JAMESTOWN, VA 23081	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
JOURNEY THROUGH HOLLOWED GROUND PO BOX 77 WATERFORD, VA 20197	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
MONTPELIER FOUNDATION PO BOX 911 ORANGE, VA 22960	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
MOUNT VERNON LADIES ASSOCIATION PO BOX 110 MOUNT VERNON, VA 22121	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
THE CHICAGO COMMUNITY TRUST 225 N. MICHIGAN AVENUE, SUITE 2200 CHICAGO, IL 60601	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	50,000.
DAYS END FARM HORSE RESCUE 1372 WOODBINE ROAD WOODBINE, MD 21797	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
EQUINE LAND CONSERVATION RESOURCE 4037 IRON WORKS PARKWAY, SUITE 120 LEXINGTON, KY 40511	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
PROJECT HORSE 20015 GREAT FALLS FOREST DRIVE GREAT FALLS, VA 22066	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
HUMANE RESCUE ALLIANCE 71 OGLETHORPE SREET, N.W. WASHINGTON, DC 20011	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
BYTE BACK 899 NORTH CAPITOL STREET, N.E., SUITE 850 WASHINGTON, DC 20002	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

MARS FOUNDATION

54-6037592

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
CAREER THROUGH CULINARY ARTS C-CAP, 505 8TH AVENUE, SUITE 1400 NEW YORK, NY 10018	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
PEOPLE ANIMALS LOVE 731 8TH STREET, S.E., SUITE 202 WASHINGTON, DC 20003	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
QUALITY OF LIFE PLUS 6748 OLD MCLEAN VILLAGE DRIVE MCLEAN, VA 22101	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
REBUILDING TOGETHER D.C. ALEXANDRIA 700 PRINCESS STREET, SUITE 206 ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
BETHANY HOUSE 6601 LITTLE RIVER TURNPIKE, SUITE 110 ALEXANDRIA, VA 22312	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
CHURCH OF THE EPIPHANY 1317 G STREET, NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
FRIENDLY WATER FOR THE WORLD 1717 18TH COURT, N.E. OLYMPIA, WA 98506	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	2,000.
HOUSE OF RUTH 5 THOMAS CIRCLE, NW, 4TH FLOOR WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
INOVA HEALTH FOUNDATION1 8110 GATEHOUSE ROAD FALLS CHURCH, VA 22042	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	3,000.
IONA SENIOR SERVICES 4125 ALBERMARLE STREET, NW WASHINGTON, DC 20016	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

54-6037592

3 Grants and Contributions Paid During the Year (Continuation)

923631
04-01-19

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

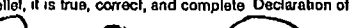
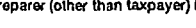
		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable 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) (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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	 Signature of officer or trustee	11/10/20 Date	Asst. Treasurer Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KENNETH MOY		11/9/20		P01291332
	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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. 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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BBH - SEE ATTACHED STATEMENT		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
376,938.	294,671.	0.	0.	82,267.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BBH - SEE ATTACHED STATEMENT		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,551,878.	1,526,682.	0.	0.	25,196.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BBH - ALTAROCK PARTNERS SERIES		PURCHASED	VARIOUS	12/31/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,082.	0.	0.	0.	7,082.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BBH - ALTAROCK PARTNERS SERIES	PURCHASED		VARIOUS	12/31/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,356.	0.	0.	0.	20,356.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BBH - BARES MID-LARGE CAP SERIES	PURCHASED		VARIOUS	12/31/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,442.	0.	0.	0.	4,442.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BBH - BARES MID-LARGE CAP SERIES	PURCHASED		VARIOUS	12/31/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
326,661.	0.	0.	0.	326,661.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BBH - BURGUNDY EMERGING MARKET SERIES	PURCHASED		VARIOUS	12/31/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,481.	0.	0.	0.	1,481.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BBH - BURGUNDY EMERGING MARKET SERIES	PURCHASED		VARIOUS	12/31/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34,609.	0.	0.	0.	34,609.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BBH - CLARKSTON CAPITAL PARTNERS SMALL-MID CAP SERIES	PURCHASED		VARIOUS	12/31/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,288.	0.	0.	0.	2,288.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BBH - CLARKSTON CAPITAL PARTNERS SMALL-MID CAP SERIES	PURCHASED		VARIOUS	12/31/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,809.	0.	0.	0.	54,809.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BBH - REAL ESTATE INCOME FUND II, LP	PURCHASED		VARIOUS	12/31/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,580.	0.	0.	0.	45,580.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BBH - SELECT EQUITY SERIES	PURCHASED		VARIOUS	12/31/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
123,408.	0.	0.	0.	123,408.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BBH - SELECT EQUITY SERIES	PURCHASED		VARIOUS	12/31/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,332.	0.	0.	0.	72,332.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
DISPOSITION OF BBH-REAL ESTATE FD II	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
53,158.	54,168.	0.	0.	-1,010.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
DISPOSITION OF BBH-HITCHWOOD	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
475,381.	460,000.	0.	0.	15,381.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FINANCIAL STATEMENT ADJUSTMENT		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	4,774.	0.	0.	-4,774.
CAPITAL GAINS DIVIDENDS FROM PART IV				55,830.
TOTAL TO FORM 990-PF, PART I, LINE 6A				865,938.

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 - ALTAROCK	20,318.	0.	20,318.	20,318.	
BBH - BARES	27,021.	0.	27,021.	27,021.	
BBH - BURGUNDY	39,937.	0.	39,937.	39,937.	
BBH - CEDAR ROCK	12,290.	0.	12,290.	12,290.	
BBH - CLARKSTON	24,208.	0.	24,208.	24,208.	
BBH - LBC CREDIT PARTNERS III	31,338.	0.	31,338.	31,338.	
BBH - REAL ESTATE INCOME FUND II, LP	10.	0.	10.	10.	
BBH - SELECT EQUITY	60,381.	0.	60,381.	60,381.	
BROWN BROTHERS HARRIMAN & CO #1111	443,584.	55,830.	387,754.	387,754.	
BROWN BROTHERS HARRIMAN & CO #1120	4,169.	0.	4,169.	4,169.	
FINANCIAL STATEMENT ADJUSTMENT	6,596.	0.	6,596.	0.	
TO PART I, LINE 4	669,852.	55,830.	614,022.	607,426.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BBH - BURGUNDY	10,948.	10,948.	
BBH - SELECT	-760.	-760.	
OTHER INVESTMENT INCOME	528.	528.	
BBH - ALTAROCK	-60.	-60.	
BBH - CEDAR ROCK	-35.	-35.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10,621.	10,621.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES - OTHER	1,535.	0.		1,535.
TO FM 990-PF, PG 1, LN 16A	1,535.	0.		1,535.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROWN BROTHERS HARRIMAN	41,360.	0.		41,360.
CONDON O'MEARA	10,100.	0.		10,100.
TO FORM 990-PF, PG 1, LN 16B	51,460.	0.		51,460.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	75,565.	75,565.		0.
TO FORM 990-PF, PG 1, LN 16C	75,565.	75,565.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	20,742.	20,742.		0.
FEDERAL EXCISE TAX	35,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	55,742.	20,742.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEE	105.	105.		0.
PORTFOLIO DEDUCTIONS	92,877.	92,877.		0.
INSURANCE	3,165.	0.		3,165.
FILING FEES	40.	0.		40.
FINANCIAL STATEMENT ADJUSTMENT	-3,951.	0.		0.
TO FORM 990-PF, PG 1, LN 23	92,236.	92,982.		3,205.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HARBOR INTERNATIONAL FUND	628,079.	628,079.
BBH LIMITED DURATION FUND CL N	7,544,597.	7,544,597.
LONGLEAF PARTNERS SMALL CAP FUND	687,356.	687,356.
BBH INTERNATIONAL FUND	1,171,724.	1,171,724.
DIAGEO PLC	298,945.	298,945.
NESTLE	273,356.	273,356.
UNILEVER	246,963.	246,963.
BERKSHIRE HATHAWAY INC-CL B	611,550.	611,550.
US BANCORP	451,493.	451,493.
NOVARTIS AG	297,327.	297,327.
HENRY SCHEIN INC	253,536.	253,536.
ZOETIS INC	357,345.	357,345.
PERRIGO CO PLC	141,858.	141,858.
WASTE MANAGEMENT INC	79,772.	79,772.
ALPHABET INC	644,444.	644,444.
FLEETCOR TECHNOLOGIES INC	353,896.	353,896.
ORACLE CORP	537,747.	537,747.
COMCAST CORP CL A	504,788.	504,788.
BROWN-FORMAN CORP	318,396.	318,396.
DOLLAR GENERAL CORP.	245,201.	245,201.
COPART INC.	429,328.	429,328.
KLA-TENCOR CORP	155,364.	155,364.
ALLEGION PLC	309,482.	309,482.
LINDE PLC	322,544.	322,544.
ALCON	195,223.	195,223.
AO SMITH CORP.	249,300.	249,300.
ARTHUR J. GALLAGHER & CO.	311,212.	311,212.
BOOKING HOLDINGS, INC.	203,319.	203,319.
BRIGHT HORIZONS FAMILY SOLUTION	120,983.	120,983.
CELANESE CORP.	257,690.	257,690.
COLGATE PALMOLIVE CO.	198,122.	198,122.
COSTCO WHOLESALE CORP.	125,504.	125,504.
MASTERCARD	238,872.	238,872.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,765,316.	18,765,316.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH - CAP PARTNERS QP IV (CAYMAN)	FMV	421,834.	421,834.
BBH - LBC CREDIT PARTNERS III	FMV	225,597.	225,597.
BBH - ALTAROCK	FMV	1,839,385.	1,839,385.
BBH - BARES	FMV	2,560,222.	2,560,222.
BBH - CLARKSTON	FMV	1,378,947.	1,378,947.
BBH - SELECT EQUITY	FMV	3,752,238.	3,752,238.
BBH - BURGUNDY	FMV	1,241,684.	1,241,684.
BBH - CAP PARTNERS V-1 SUB TRUST	FMV	525,991.	525,991.
BBH - BARINGS LOAN SUB TRUST SERIES 1	FMV	170,068.	170,068.
BBH - CALEDONIA SUB TRUST	FMV	1,033,053.	1,033,053.
BBH - SILVER POINT	FMV	5,903.	5,903.
BBH - CEDAR ROCK	FMV	1,058,124.	1,058,124.
BBH - CAP PARTNERS OPPTIES (CAYMAN)	FMV	38,681.	38,681.
BBH - REAL ESTATE INCOME FUND III	FMV	75,793.	75,793.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,327,520.	14,327,520.

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.
MARIJKE E. MARS 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.