Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: VIRGINIA CRETELLA MARS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: C/O BROWN BROTHERS HARRIMAN TR CO NA

City or town, state, and ZIP code: 140 BROADWAY, NEW YORK, NY 10005

A Employer identification number: 13-3798973

B Telephone number: 212-493-8594

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 9,918,313.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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	282,750.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	71,337.	71,337.		STATEMENT 1
	4 Dividends and interest from securities	155,512.	155,512.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<64,726.>			
	b Gross sales price for all assets on line 6a 1,081,739.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	6,334.	0.		STATEMENT 3
	12 Total. Add lines 1 through 11	451,207.	226,849.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	9,710.	0.		9,710.
	c Other professional fees STMT 5	35,974.	35,974.		0.
	17 Interest				
	18 Taxes STMT 6	9,828.	3,469.		25.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	504.	0.		504.
	24 Total operating and administrative expenses. Add lines 13 through 23	56,016.	39,443.		10,239.
	25 Contributions, gifts, grants paid	463,674.			463,674.
	26 Total expenses and disbursements. Add lines 24 and 25	519,690.	39,443.		473,913.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<68,483.>			
	b Net investment income (if negative, enter -0-)		187,406.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	626,901.	356,576.	356,576.
	2 Savings and temporary cash investments		471,818.	471,818.
	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	150,371.		
	b Investments - corporate stock STMT 8	4,628,674.	4,705,170.	5,244,220.
	c Investments - corporate bonds STMT 9	489,302.	294,293.	315,436.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	3,335,891.	3,334,799.	3,530,263.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	9,231,139.	9,162,656.	9,918,313.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	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)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,231,139.	9,162,656.	
	30 **Total net assets or fund balances**	9,231,139.	9,162,656.	
	31 **Total liabilities and net assets/fund balances**	9,231,139.	9,162,656.	

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	9,231,139.
2 Enter amount from Part I, line 27a	2	<68,483.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,162,656.
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	9,162,656.

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 STATEMENT	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	SPRINT SECURITIES LITIGATION	P	VARIOUS	VARIOUS
d	SEC V. MBIA FAIR FUND SECURITIES LITIGATION	P	VARIOUS	VARIOUS
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	201,122.		223,996.	<22,874.>
b	879,053.		922,469.	<43,416.>
c	178.			178.
d	1,386.			1,386.
e				

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				<22,874.>
b				<43,416.>
c				178.
d				1,386.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	<64,726.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	453,634.	9,568,715.	.047408
2007	407,139.	9,416,731.	.043236
2006	368,614.	8,360,014.	.044093
2005	354,010.	7,558,501.	.046836
2004	349,128.	7,238,267.	.048234

2 Total of line 1, column (d)	2	.229807
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	.045961
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,614,667.
5 Multiply line 4 by line 3	5	395,939.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,874.
7 Add lines 5 and 6	7	397,813.
8 Enter qualifying distributions from Part XII, line 4	8	473,913.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b			1	1,874.
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	1,874.
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	1,874.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,334.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	6,334.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	4,460.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	4,460.	**Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 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*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
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*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 11	10	X	

Part VII-A Statements Regarding Activities *(continued)*

		Line	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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BROWN BROTHERS HARRIMAN TR CO, NA Telephone no ▶ (212) 493-8000

Located at ▶ 140 BROADWAY, 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

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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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 |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part 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	7,840,458.
b	Average of monthly cash balances	1b	905,397.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,745,855.
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	8,745,855.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	131,188.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,614,667.
6	**Minimum investment return** Enter 5% of line 5	6	430,733.

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	430,733.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 1,874.		
b	Income tax for 2009 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,874.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	428,859.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	428,859.
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	428,859.

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	473,913.
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	473,913.
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	1,874.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	472,039.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				428,859.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			463,674.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 473,913.				
a Applied to 2008, but not more than line 2a			463,674.	
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 2009 distributable amount				10,239.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				418,620.
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 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, 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)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 the 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 (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

KENNETH MOY, C/O BBH TRUST CO. NA (VC MARS FOUNDATION)
140 BROADWAY - 5TH FL., NEW YORK, NY 10005

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

TYPED ORGANIZATION HISTORY AND DETAILS OF GRANT PURPOSES.

c Any submission deadlines

NONE

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

INTEREST IN SUPPORTING PHILADELPHIA, BALTIMORE, WASHINGTON D.C. AND NEW HAMPSHIRE AREA ORGANIZATIONS.

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*				
SEE STATEMENT 13				
Total			▶ 3a	463,674.
b *Approved for future payment*				
Total SEE STATEMENT 14			▶ 3b	665,000.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	71,337.	
4 Dividends and interest from securities			14	155,512.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<64,726.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a 2008 OVERPAYMENT					6,334.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		162,123.	6,334.

13 Total. Add line 12, columns (b), (d), and (e) 13 168,457.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
11A	2008 OVERPAYMENT APPLIED TO 2009

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 1 Nov 2010 | Title Treasurer

Paid Preparer's Use Only

Preparer's signature	Date 11.1.10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code: BROWN BROTHERS HARRIMAN TRUST CO., N.A. 140 BROADWAY - 5TH FL NEW YORK, NY 10005		EIN	
		Phone no	

923622
02-02-10

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	# Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047 **2009**

Name of the organization	Employer identification number
VIRGINIA CRETELLA MARS FOUNDATION	13-3798973

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
VIRGINIA CRETELLA MARS FOUNDATION	13-3798973

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	VIRGINIA C. MARS CHARITABLE LEAD TRUST C/O THE NORTHERN TRUST CO. 50 SOUTH LASALLE ST. CHICAGO, IL 60680	$ 282,750.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

SOURCE	AMOUNT
BROWN BROTHERS HARRIMAN & CO	66,439.
BROWN BROTHERS HARRIMAN & CO - ACCRETION	4,898.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	71,337.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN CO	155,512.	0.	155,512.
TOTAL TO FM 990-PF, PART I, LN 4	155,512.	0.	155,512.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2008 OVERPAYMENT	6,334.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,334.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,710.	0.		9,710.
TO FORM 990-PF, PG 1, LN 16B	9,710.	0.		9,710.

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 ADVISORY FEES	35,941.	35,941.		0.
AGENT FEE	33.	33.		0.
TO FORM 990-PF, PG 1, LN 16C	35,974.	35,974.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	3,469.	3,469.		0.
DELAWARE FRANCHISE TAX	25.	0.		25.
2008 OVERPAYMENT APPLIED 2009	6,334.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,828.	3,469.		25.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CT CORPORATION SYSTEM	358.	0.		358.
OFFICE EXPENSES	146.	0.		146.
TO FORM 990-PF, PG 1, LN 23	504.	0.		504.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WILLIAMS COMMUNICATIONS GP	3,235.	0.
MICROSOFT CORP	149,242.	174,498.
COSTCO WHOLESALE CORP.	126,196.	176,031.
MCLEOD ,INC.	14,338.	1.
UNITED PARCEL SERVICE CL. B	40,520.	41,593.
WAL-MART STORES, INC	222,609.	251,215.
OCCIDENTAL PETROLEUM	61,756.	181,004.
BED BATH & BEYOND INC	81,569.	103,282.
DELL INC.	216,215.	147,190.
WASTE MANAGEMENT INC.	267,161.	278,087.
XTO ENERGY,INC.	89,640.	162,855.
BETHLEHEM STEEL CORP	1.	0.
BERKSHIRE HATHAWAY INC	309,467.	302,312.
CADBURY SCHWEPPES	65,367.	85,050.
NOVARTIS AG-ADR	190,363.	191,866.
LIBERTY GLOBAL INC COM SER	82,935.	90,296.
PEPSICO INC.	127,769.	135,280.
FEDERAL HOME LOAN MTGE CORP	152,352.	163,313.
COCA COLA CO	163,088.	193,800.
COMCAST CORP	201,443.	203,146.
AUTOMATIC DATA PROCESSING INC	110,608.	114,544.
CHUBB CORP	172,901.	180,737.
DENTSPLY INTL INC	105,534.	134,525.
DIAGEO PLC- SPONSOORED ADR	165,865.	196,083.
EBAY INC	92,512.	164,710.
GRAINGER, W W INC	79,003.	99,251.
INTUIT	168,653.	182,075.
LIBERTY MDEIA HLDG CORP INTERACTIVE A	148,686.	113,549.
NESTLE S A SPONS ADR	251,640.	282,877.
PROGRESSIVE CORP OHIO	171,092.	178,551.
VULCAN MATERIALS CO	172,521.	183,028.
WALGREEN CO	114,121.	125,766.
ECOLAB INC.	40,934.	49,038.
EOG RESOURCES INC	102,730.	109,463.
JOHNSON & JOHNSON	148,153.	152,974.
U S BANCORP	94,951.	96,230.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,705,170.	5,244,220.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GTE NORTHWEST INC	98,311.	101,940.
AMERICAN EXPENSES CREDIT	96,472.	103,197.
ABBOTT LABORATORIES	99,510.	110,299.
TOTAL TO FORM 990-PF, PART II, LINE 10C	294,293.	315,436.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH INTERNATIONAL EQUITY FD. CLN	FMV	900,362.	1,079,878.
FEDERAL NATIONAL MTGE. ASSN.	FMV	549,661.	599,533.
GNMA POOL #518506	FMV	3,713.	4,030.
BBH BROAD MARKET FIXED INCOME FD. CL. N	FMV	1,362,439.	1,338,701.
RIDGEWORTH SEIX HIGH YIELD BOND	FMV	153,641.	126,633.
T ROWE PRICE INST HIGH YIELD	FMV	163,974.	141,975.
BBH PRIVATE EQUITY PARTNERS III	FMV	201,009.	239,513.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,334,799.	3,530,263.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 11

NAME OF CONTRIBUTOR	ADDRESS
VIRGINIA C. MARS CHARITABLE LEAD TRUST	C/O THE NORTHERN TRUST CO. 50 SOUTH LASALLE ST. CHICAGO, IL 60680

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
VALERIE A. MARS AM HANG 14 85737 ISMANING GERMANY, GERMANY	DIRECTOR 1.00	0.	0.	0.
PAMELA M. WRIGHT 502 DUKE STREET ALEXANDRIA, VA 22314	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
MARIJKE E. MARS CHEMIN DES PINS 19 1180 UCCLE, BELGIUM BELGIUM	DIRECTOR 1.00	0.	0.	0.
VICTORIA B. MARS 645 GOLF CLUB ROAD NEWTOWN SQUARE, PA 19073	TREASURER/DIRECTOR 1.00	0.	0.	0.
STEPHANIE J. SCHUETZ 307 KATER STREET PHILADELPHIA, PA 19147	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
BERNADETTE SCHUETZ 510 S. ANN STREET BALTIMORE, MD 21231	SECRETARY/DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ANSONIA MUSIC OUTREACH 330 WADSWORTH AVENUE, 2G NEW YORK, NY 10040	N/A GENERAL SUPPORT	PUBLIC CHARITY	15,000.
AUSBON SARGENT LAND PRESERVATION TRUST - HERSEY FAMILY FARM 11 PLEASANT STREET, P.O. BOX 2040 NEW LONDON, NH 03257	N/A GENERAL SUPPORT	PUBLIC CHARITY	60,000.
BIG HORN ELEMENTARY SCHOOL PO BOX 490 BIG HORN, WY 82833	N/A EDUCATIONAL	PUBLIC CHARITY	30,000.
COMMUNITIES IN SCHOOLS 2345 CRYSTAL DRIVE, SUITE 801 ARLINGTON, VA 22202	N/A GENERAL SUPPORT	PUBLIC CHARITY	10,000.
CREATIVE CLASSROOMS 1011 FIRST AVENUE, SUITE 1400 NEW YORK, NY 10022	N/A GENERAL SUPPORT	PUBLIC CHARITY	40,000.
ELDER CRAFTSMEN INC 307 SEVENTH AVENUE, SUITE 1401 NEW YORK, NY 10001	N/A GENERAL SUPPORT	PUBLIC CHARITY	10,000.
GLOBIO.ORG 205 GRAND AVENUE, SUITE #206 PORTLAND, OR 97214	N/A GENERAL SUPPORT	PUBLIC CHARITY	10,000.
JENKINS ARBORETUM 631 BERWYN BAPTIST ROAD DAVON, PA 19333	N/A GENERAL SUPPORT	PUBLIC CHARITY	20,000.

LAKE SUNAPEE PROTECTIVE ASSOCIATION 63 MAIN STREET, PO BOX 683 SUNAPEE, NH 03782	N/A GENERAL SUPPORT	PUBLIC CHARITY	20,000.
MANHATTAN SCHOOL FOR CHILDREN 154 W 93RD ST NEW YORK, NY 10025-7530	N/A GENERAL SUPPORT	PUBLIC CHARITY	10,000.
NATURAL LANDS TRUST HILDACY FARM, 1031 PALMERS MILL ROAD MEDIA, PA 19063	N/A GENERAL SUPPORT	PUBLIC CHARITY	50,000.
READING EXCELLENCE AND DISCOVERY FOUNDATION (READ) 80 MAIDEN LANE, 11TH FL. NEW YORK, NY 10038	N/A GENERAL SUPPORT	PUBLIC CHARITY	10,000.
RFB&D 20 ROSZEL ROAD PRINCETON, NJ 08540	N/A GENERAL SUPPORT	PUBLIC CHARITY	10,000.
ROSEMOUNT CENTER 125 MICHIGAN AVE,NE WASHINGTON, DC 20017	N/A GENERAL SUPPORT	PUBLIC CHARITY	45,000.
SAFE HARBORS OF THE HUDSON 111 BROADWAY NEWBURGH, NY 12550	N/A GENERAL SUPPORT	PUBLIC CHARITY	10,000.
SOCIETY FOR THE PROTECTION OF NH FORESTS 54 PORTSMOUTH ST. CONCORD, NH 03301	N/A GENERAL SUPPORT	PUBLIC CHARITY	25,000.
THE SALVATION ARMY OF GREATER NEW YORK 120 WEST 14TH STREET NEW YORK, NY 10011	N/A QUEENS MUSIC PROGRAM	PUBLIC CHARITY	30,000.
THE YOUTH SERVICE LEAGUE, INC 2323 EAST 21ST STREET BROOKLYN, NY 11229	N/A EDUCATIONAL	PUBLIC CHARITY	20,000.

THEATER BREAKING THROUGH BARRIERS 306 WEST 18TH STREET # 3A NEW YORK, NY 10011	N/A EDUCATIONAL	PUBLIC CHARITY	15,000.
TOURNIQUET, INC 148-11 SECOND AVENUE WHITESTONE, NY 11357	N/A GENERAL SUPPORT	PUBLIC CHARITY	8,674.
TWW INC. 317 CLERMONT AVENUE BROOKLYN, NY 11205	N/A EDUCATIONAL	PUBLIC CHARITY	15,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			463,674.

FORM 990-PF GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AUSBON SARGENT LAND PRESERVATION TRUST P.O. BOX 2040 NEW LONDON, NH 03257	N/A GENERAL SUPPORT	PUBLIC CHARITY	60,000.
CREATIVE CLASSROOMS 1011 FIRST AVENUE, 14TH FL NEW YORK, NY 10022	N/A GENERAL SUPPORT	PUBLIC CHARITY	80,000.
ELDER CRAFTSMEN INC 307 SEVENTH AVENUE, SUITE 1401 NEW YORK, NY 10001	N/A GENERAL SUPPORT	PUBLIC CHARITY	30,000.
GLOBIO.ORG 205 GRAND AVENUE, SUITE #206 PORTLAND, OR 97214	N/A GENERAL SUPPORT	PUBLIC CHARITY	40,000.
JENKINS ARBORETUM 631 BERWYN BAPTIST ROAD DAVON, PA 19333	N/A GENERAL SUPPORT	PUBLIC CHARITY	20,000.
LAKE SUNAPEE PROTECTIVE ASSOCIATION 63 MAIN STREET, PO BOX 683 SUNAPEE, NH 03782	N/A GENERAL SUPPORT	PUBLIC CHARITY	80,000.
NATURAL LANDS TRUST HILDACY FARM, 1031 PALMERS MILL ROAD MEDIA, PA 19063	N/A GENERAL SUPPORT	PUBLIC CHARITY	100,000.
SOCIETY FOR THE PROTECTION OF NH FORESTS 54 PORTSMOUTH ST. CONCORD, NH 03301	N/A GENERAL SUPPORT	PUBLIC CHARITY	25,000.

THE SALVATION ARMY OF GREATER NEW YORK , 120 WEST 14TH STREET NEW YORK, NY 10011	N/A GENERAL SUPPORT	PUBLIC CHARITY	60,000.
THE YOUTH SERVICE LEAGUE, INC 2323 EAST 21ST STREET BROOKLYN, NY 11229	N/A GENERAL SUPPORT	PUBLIC CHARITY	80,000.
THEATER BREAKING THROUGH BARRIERS 306 WEST 18TH STREET # 3A NEW YORK, NY 10011	N/A GENERAL SUPPORT	PUBLIC CHARITY	30,000.
TWW INC. 317 CLERMONT AVENUE BROOKLYN, NY 11205	N/A GENERAL SUPPORT	PUBLIC CHARITY	60,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			665,000.

Schedule of Sales/Redemptions/Maturities

For Period: January 1, 2009 to December 31, 2009

Trade Date	Par/ Shares	Security Description	Purchase Date	Original Cost	Amortization/ Accretion *	Adjusted Cost	Price	Disposition Proceeds	Gain/ (Loss)
Short-Term Capital Gains/(Losses)									
03/19/09	1,600	INTUIT INC	10/02/08	48,432 00	0.00	48,432 00	26 55	42,487.27	(5,944 73)
04/21/09	1,300	AFLAC INC	10/08/08	62,165 35	0.00	62,165 35	26 69	34,698 83	(27,466 52)
05/18/09	25	AFLAC INC	10/08/08	1,195 49	0 00	1,195 49	34 96	873 95	(321 54)
06/05/09	1,125	AFLAC INC	02/06/09	24,145 31	0 00	24,145 31	33 62	37,817 70	13,672 39
06/08/09	475	AFLAC INC	02/06/09	10,194 69	0 00	10,194 69	33 46	15,895 46	5,700 77
08/07/09	2,925	EBAY INC	08/18/08	75,991 21	0.00	75,991 21	22 70	66,402 22	(9,588 99)
09/14/09	125	EBAY INC	10/23/08	1,872 27	0 00	1,872 27	23 57	2,946 20	1,073 93
		Total Short-Term Capital Gains/(Losses)		**223,996.32**	**0.00**	**223,996.32**		**201,121.63**	**(22,874.69)**
Long-Term Capital Gains/(Losses)									
01/15/09	100,000	MORGAN JP & CO INC 6 000% 01/15/09	05/14/99	95,102 00	4,898 00	100,000 00	100 00	100,000 00	
01/15/09	135,000	U S TREASURY NOTES INFLATION INDEXED 3 875% 01/15/09	01/08/02	150,371 04	0 00	150,371 04	130 91	176,733 90	26,362 86
01/29/09	3,500	WESTERN UNION CO	09/27/06	66,917 05	0 00	66,917 05	14 83	51,907 15	(15,009 90)
03/19/09	125	INTUIT INC	01/22/08	3,644 16	0 00	3,644 16	26 55	3,319 32	(324 84)
04/14/09	1,100	BED BATH & BEYOND INC	02/04/05	44,263 23	0 00	44,263 23	30 46	33,501 17	(10,762 06)
05/01/09	1,344	DR PEPPER SNAPPLE GROUP INC	03/06/06	33,099 92	0 00	33,099 92	20 17	27,105 76	(5,994 16)
05/01/09	516	DR PEPPER SNAPPLE GROUP INC	07/19/06	12,070 91	0 00	12,070 91	20 17	10,406 68	(1,664 23)
05/12/09	450	LIBERTY GLOBAL INC COM SER A	07/19/06	9,462 33	0 00	9,462 33	16 14	7,262 14	(2,200 19)
05/18/09	1,275	AFLAC INC	09/27/06	58,145 23	0 00	58,145 23	34 96	44,571 71	(13,573 52)
06/05/09	175	AFLAC INC	09/27/06	7,980 72	0 00	7,980 72	33 62	5,882 75	(2,097 97)
06/17/09	100,000	AMERICAN GENERAL FINANCE 5 850% 06/01/13	06/15/07	99,907 00	26 30	99,933.30	60 63	60,625 00	(39,308 30)
07/01/09	1,900	LIBERTY GLOBAL INC COM SER A	07/19/06	39,952 06	0 00	39,952 06	15 96	30,315 42	(9,636 64)
09/14/09	1,975	EBAY INC	08/18/08	51,310 30	0 00	51,310 30	23 57	46,549 94	(4,760 36)
10/12/09	500	GRAINGER, W W INC	10/02/08	39,498 70	0 00	39,498 70	93 47	46,736 84	7,238 14
10/12/09	875	WALGREEN CO	07/10/08	29,155 00	0 00	29,155 00	38 96	34,087 54	4,932 54
10/29/09	925	CADBURY PLC SPONS ADR	03/06/06	42,591 34	0 00	42,591 34	51 14	47,300 78	4,709 44
11/09/09	700	CADBURY PLC SPONS ADR	03/06/06	32,231 28	0 00	32,231 28	50 79	35,553 48	3,322 20

* Indicates an amortized or accreted cost. Please consult with your tax preparer as to the appropriate treatment.

All data above is based on information that we believe to be correct but cannot guarantee for tax reporting purposes. This information should be checked against your records and verified by your tax preparer

Schedule of Sales/Redemptions/Maturities

For Period: January 1, 2009 to December 31, 2009

Trade Date	Par/ Shares	Security Description	Purchase Date	Original Cost	Amortization/ Accretion *	Adjusted Cost	Price	Disposition Proceeds	Gain/ (Loss)
11/10/09	167	CADBURY PLC SPONS ADR	03/06/06	7,689 46	0 00	7,689 46	50 70	8,467 63	778 17
11/10/09	133	CADBURY PLC SPONS ADR	07/19/06	5,816 93	0 00	5,816.93	50 70	6,743.68	926 75
11/16/09	225	MICROSOFT CORP	09/07/00	7,842 95	0 00	7,842 95	29 66	6,673 24	(1,169 71)
11/16/09	1,500	MICROSOFT CORP	03/15/07	40,995 00	0 00	40,995 00	29 66	44,488 25	3,493 25
11/17/09	500	GRAINGER, W W INC	10/02/08	39,498 70	0 00	39,498 70	101 64	50,820 14	11,321 44
		Total Long-Term Capital Gains/(Losses)		**917,545.31**	**4,924.30**	**922,469.61**		**879,052.52**	**(43,417.09)**
		Total Sales/Redemptions/Maturities		**$1,141,541.63**	**4,924.30**	**1,146,465.93**		**$1,080,174.15**	**($66,291.78)**

* Indicates an amortized or accreted cost. Please consult with your tax preparer as to the appropriate treatment.

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