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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: VIRGINIA CRETELLA MARS FOUNDATION

A Employer identification number: 13-3798973

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

Room/suite

B Telephone number: 212-493-8594

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

C If exemption application is pending, check here ▶ ☐

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

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) ▶$ 11,133,383.

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	361,399.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	49,870.	49,870.		STATEMENT 1
	4 Dividends and interest from securities	173,148.	173,148.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	494,905.			
	b Gross sales price for all assets on line 6a 2,095,703.				
	7 Capital gain net income (from Part IV, line 2)		494,905.		
	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	6,161.	0.		STATEMENT 3
	12 Total. Add lines 1 through 11	1,085,483.	717,923.		
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	7,570.	0.		7,570.
	c Other professional fees STMT 5	59,997.	59,997.		0.
	17 Interest				
	18 Taxes STMT 6	22,417.	3,256.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	390.	0.		390.
	24 Total operating and administrative expenses. Add lines 13 through 23	90,374.	63,253.		7,960.
	25 Contributions, gifts, grants paid	535,500.			535,500.
	26 Total expenses and disbursements. Add lines 24 and 25	625,874.	63,253.		543,460.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	459,609.			
	b Net investment income (if negative, enter -0-)		654,670.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

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		<3.>	<3.>
	2 Savings and temporary cash investments	590,756.	1,037,084.	1,037,084.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	4,676,682.	5,019,373.	5,880,384.
	c Investments - corporate bonds STMT 9	2,388,158.	2,676,425.	2,738,363.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	1,814,479.	1,236,805.	1,477,555.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	9,470,075.	9,969,684.	11,133,383.
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	9,470,075.	9,969,684.	
	30 **Total net assets or fund balances**	9,470,075.	9,969,684.	
	31 **Total liabilities and net assets/fund balances**	9,470,075.	9,969,684.	

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	9,470,075.
2 Enter amount from Part I, line 27a	2	459,609.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	40,000.
4 Add lines 1, 2, and 3	4	9,969,684.
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	9,969,684.

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		
b	SEE ATTACHED STATEMENT	P		
c	CLASS ACTION PROCEEDS - RENAISSANCERE	P		
d	CLASS ACTION PROCEEDS - SPRINT CORP	P		
e	CAPITAL GAINS DIVIDENDS			

	(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	111,158.		94,344.	16,814.
b	1,956,346.		1,506,454.	449,892.
c	1,104.			1,104.
d	25.			25.
e	27,070.			27,070.

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				16,814.
b				449,892.
c				1,104.
d				25.
e				27,070.

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	494,905.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	427,032.	10,060,243.	.042447
2009	472,039.	8,614,667.	.054795
2008	453,634.	9,568,715.	.047408
2007	407,139.	9,416,731.	.043236
2006	368,614.	8,360,014.	.044093

2 Total of line 1, column (d)	2	.231979
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	.046396
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,071,434.
5 Multiply line 4 by line 3	5	513,670.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,547.
7 Add lines 5 and 6	7	520,217.
8 Enter qualifying distributions from Part XII, line 4	8	543,460.

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	6,547.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	6,547.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,547.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,161.		
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	9,161.
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	2,614.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	2,614.	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 2011 or the taxable year beginning in 2011 (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)*

			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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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? ☐ 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 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 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 2011?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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	10,477,984.
b	Average of monthly cash balances	1b	762,051.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,240,035.
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	11,240,035.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	168,601.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,071,434.
6	**Minimum investment return.** Enter 5% of line 5	6	553,572.

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	553,572.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 6,547.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	6,547.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	547,025.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	547,025.
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	547,025.

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	543,460.
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	543,460.
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	6,547.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	536,913.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				547,025.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			486,301.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 543,460.				
a Applied to 2010, but not more than line 2a			486,301.	
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 2011 distributable amount				57,159.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				489,866.
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 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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				
ANN STREET GALLERY 104 ANN STREET NEWBURGH, NY 12550	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
ANSONIA MUSIC OUTREACH 631 BERWYN BAPTIST ROAD DAVON, PA 19333	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
AUSBON SARGENT LAND PRESERVATION TRUST - HERSEY FAMILY FARM 11 PLEASANT STREET, P.O. BOX 2040 NEW LONDON, NH 03257	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
BIG APPLE CIRCUS 505 8TH AVENUE NEW YORK, NY 10018	N/A	PUBLIC CHARITY	CLOWN CARE - DC/BALTIMORE AREA	30,000.
CAPITAL PARTNERS FOR EDUCATION 1413 K STREET, N.W., 2ND FLOOR WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	535,500.
b Approved for future payment				
ANN STREET GALLERY 104 ANN STREET NEWBURGH, NY 12550	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
ANSONIA MUSIC OUTREACH 631 BERWYN BAPTIST ROAD DAVON, PA 19333	N/A	PUBLIC CHARITY	GENERAL SUPPORT	80,000.
ECHO MOUNTAIN INTERMEDIATE SCHOOL 1811 E. MICHIGAN PHOENIX, AZ 85022	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	280,000.

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	49,870.	
4 Dividends and interest from securities			14	173,148.	
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	494,905.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a 2010 OVERPAYMENT			14		6,161.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		717,923.	6,161.

13 Total. Add line 12, columns (b), (d), and (e) 13 724,084.

(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	2010 OVERPAYMENT APPLIED TO 2011

Form 990-PF (2011) VIRGINIA CRETELLA MARS FOUNDATION 13-3798973 Page 13

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

Signature of officer or trustee — Date: 11/14/2012 — Title: Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANNA-LIESE ANDERSON		11/14/12		P00804632

Firm's name ▶ BROWN BROTHERS HARRIMAN TRUST CO., N.A. — Firm's EIN ▶ 20-4592596

Firm's address ▶ 140 BROADWAY - 5TH FL, NEW YORK, NY 10005 — Phone no

Form **990-PF** (2011)

123622 12-02-11

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**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, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

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

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

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

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	VIRGINIA C. MARS CHARITABLE LEAD TRUST C/O THE NORTHERN TRUST CO. 50 SOUTH LASALLE ST. CHICAGO, IL 60680	$ 361,399.	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.)

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

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

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

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

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

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

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

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

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

(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

(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

Brown Brothers Harriman

BROWN BROTHERS HARRIMAN AND CO **Run on 11/13/2012 3:21:05 PM**
Realized Gain/Loss Report **Start Date: 01/01/2011**
End Date: 12/31/2011
Account: 1091005708 **Administrator: NICHOL A. MACMANUS 212-493-8122**
VIRGINIA CRETELLA MARS FOUNDATION

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss	Covered
** SHORT TERM CAPITAL GAIN (LOSS)						
54 SHARES OF COSTCO WHOLESALE CORP	02/04/2011	07/23/2010	3,991.52	2,966.22	1,025.30	
121 SHARES OF COSTCO WHOLESALE CORP	02/04/2011	08/13/2010	8,943.97	6,711.65	2,232.32	
225 SHARES OF EOG RESOURCES INC	03/24/2011	05/06/2010	25,729.12	22,913.78	2,815.34	
500 SHARES OF NOVARTIS AG - ADR	05/31/2011	02/10/2011	31,995.03	27,869.65	4,125.38	Covered
375 SHARES OF VISA INC- CL.A SHARES	11/15/2011	12/07/2010	35,582.43	29,158.76	6,423.67	
50 SHARES OF EOG RESOURCES INC	12/22/2011	08/16/2011	4,915.96	4,723.71	192.25	Covered
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			111,158.03	94,343.77	16,814.26	
** LONG TERM CAPITAL GAIN (LOSS)						
1400 SHARES OF WALGREEN CO	01/03/2011	07/10/2008	55,032.23	46,648.00	8,384.23	
102 SHARES OF WW GRAINGER INC	01/05/2011	10/02/2008	14,143.18	8,057.73	6,085.45	
7.2 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	01/18/2011	01/08/2002	7.20	7.39	0.19-	
675 SHARES OF WALGREEN CO	02/04/2011	07/10/2008	28,546.21	22,491.00	6,055.21	
400 SHARES OF COSTCO WHOLESALE CORP	02/04/2011	07/19/2006	29,566.83	21,599.52	7,967.31	
7.25 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	02/15/2011	01/08/2002	7.25	7.44	0 19-	
650 SHARES OF WALGREEN CO	02/11/2011	07/10/2008	27,485.24	21,658.00	5,827.24	
250 SHARES OF COSTCO WHOLESALE CORP	02/15/2011	07/19/2006	18,581.92	13,499.70	5,082.22	
125 SHARES OF COSTCO WHOLESALE CORP	02/15/2011	05/12/2009	9,290.96	5,814.29	3,476.67	
163 SHARES OF OCCIDENTAL PETROLEUM CORP	02/22/2011	11/21/2008	16,679.51	7,508.12	9,171.39	
75 SHARES OF OCCIDENTAL PETROLEUM CORP	02/23/2011	01/22/2004	7,810.78	1,657.66	6,153.12	
362 SHARES OF OCCIDENTAL PETROLEUM CORP	02/23/2011	11/21/2008	37,700.05	16,674.48	21,025.57	
7.3 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	03/15/2011	01/08/2002	7.30	7.50	0.20-	
55 SHARES OF WW GRAINGER INC	03/30/2011	01/22/2008	7,582.81	4,213.57	3,369.24	
98 SHARES OF WW GRAINGER INC	03/30/2011	10/02/2008	13,511.20	7,741.75	5,769.45	

172 SHARES OF WW GRAINGER INC	03/31/2011	01/22/2008	23,635.20	13,176.99	10,458.21
263 SHARES OF COSTCO WHOLESALE CORP	04/08/2011	05/12/2009	20,248.98	12,233.26	8,015.72
792.84 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	04/15/2011	01/08/2002	792.84	814.05	21.21-
337 SHARES OF COSTCO WHOLESALE CORP	04/15/2011	05/12/2009	25,885.19	15,675.32	10,209.87
575 SHARES OF COCA-COLA CO	04/15/2011	03/15/2007	39,149.91	27,042.25	12,107.66
369 SHARES OF WW GRAINGER INC	04/18/2011	01/22/2008	53,984.70	28,269.24	25,715.46
229 SHARES OF WW GRAINGER INC	04/19/2011	01/22/2008	33,495.62	17,543.78	15,951.84
450 SHARES OF COSTCO WHOLESALE CORP	05/10/2011	04/02/2001	37,102.33	16,396.88	20,705.45
100 SHARES OF COSTCO WHOLESALE CORP	05/10/2011	05/12/2009	8,244.96	4,651.43	3,593.53
250000 UNITS OF FEDERAL NATIONAL MTGE ASSN 6% 05/15/2011	05/15/2011	01/08/2002	250,000.00	250,847.67	847.67-
5 72 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	05/16/2011	01/08/2002	5.72	5.87	0.15-
1150 SHARES OF NESTLE S A SPONS ADR	06/01/2011	07/10/2008	74,449.34	49,680.00	24,769.34
5 76 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	06/15/2011	01/08/2002	5.76	5.91	0.15-
5 79 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	07/15/2011	01/08/2002	5.79	5.94	0 15-
700 SHARES OF WALGREEN CO	07/20/2011	07/10/2008	29,355.96	23,324.00	6,031.96
75 SHARES OF WALGREEN CO	07/20/2011	06/23/2010	3,145.28	2,115.62	1,029.66
6.13 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7 5% 10/15/2029	08/15/2011	01/08/2002	6.13	6.29	0.16-
1725 SHARES OF WALGREEN CO	08/11/2011	06/23/2010	59,207.76	48,659.32	10,548.44
975 SHARES OF WALGREEN CO	08/11/2011	06/30/2010	33,465.26	26,160.61	7,304.65
5 87 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	09/15/2011	01/08/2002	5.87	6.03	0.16-
825 SHARES OF COCA-COLA CO	09/19/2011	03/15/2007	58,046.80	38,799.75	19,247.05
5.91 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	10/17/2011	01/08/2002	5.91	6.07	0.16-
425 SHARES OF COCA-COLA CO	10/17/2011	03/15/2007	28,513.25	19,987.75	8,525.50
65 SHARES OF COCA-COLA CO	10/17/2011	10/09/2008	4,360.85	2,892.63	1,468.22
360 SHARES OF COCA-COLA CO	10/18/2011	10/09/2008	24,091.35	16,020.72	8,070.63
300 SHARES OF COCA-COLA CO	10/18/2011	10/10/2008	20,076.12	12,610.92	7,465.20
493 SHARES OF COSTCO WHOLESALE CORP	10/27/2011	04/02/2001	42,085.92	17,963.68	24,122.24
5.95 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	11/15/2011	01/08/2002	5.95	6.11	0.16-
875 SHARES OF	11/28/2011	07/19/2006	34,312.21	18,398.98	15,913.23

RealzdGainLoss

LIBERTY GLOBAL INC COM SER A					
800 SHARES OF LIBERTY GLOBAL INC COM SER A	11/29/2011	07/19/2006	31,029.49	16,821.92	14,207.57
725 SHARES OF LIBERTY GLOBAL INC COM SER A	11/30/2011	07/19/2006	28,343.56	15,244.87	13,098.69
57 SHARES OF COSTCO WHOLESALE CORP	11/30/2011	04/02/2001	4,844.55	2,076.94	2,767.61
500 SHARES OF COSTCO WHOLESALE CORP	11/30/2011	08/12/2002	42,496.03	16,285.00	26,211.03
427 SHARES OF LIBERTY GLOBAL INC COM SER A	12/05/2011	07/19/2006	17,107.17	8,978.70	8,128.47
34279.655 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	12/05/2011	04/02/2001	426,096.12	377,076.21	49,019.91
605 049 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	12/05/2011	12/16/2004	7,520.76	6,945.96	574.80
1153.442 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	12/05/2011	12/21/2005	14,337.28	15,352.31	1,015.03-
.498 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	12/05/2011	12/20/2006	6.19	7.93	1.74-
2061.555 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	12/05/2011	12/20/2006	25,625.13	32,840.57	7,215.44-
5343.083 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	12/05/2011	12/20/2007	66,414.52	86,718.23	20,303.71-
598 SHARES OF LIBERTY GLOBAL INC COM SER A	12/06/2011	07/19/2006	23,756.47	12,574.38	11,182.09
700 SHARES OF LIBERTY GLOBAL INC COM SER A	12/06/2011	01/29/2009	27,808.57	10,916.50	16,892.07
5.99 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	12/15/2011	01/08/2002	5.99	6.15	0.16-
104 SHARES OF VISA INC- CL.A SHARES	12/19/2011	12/06/2010	10,233.97	8,065.75	2,168.22
246 SHARES OF VISA INC- CL.A SHARES	12/19/2011	12/07/2010	24,207.26	19,128.15	5,079.11
75 SHARES OF EOG RESOURCES INC	12/22/2011	05/06/2010	7,373.93	7,637.92	263 99-
300 SHARES OF EOG RESOURCES INC	12/22/2011	05/25/2010	29,495.73	28,882.89	612.84
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			1,956,346.35	1,506,453.60	449,892.75

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
CREATIVE CLASSROOM 1 MONROE STREET NEW YORK, NY 10002	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
ECHO MOUNTAIN INTERMEDIATE SCHOOL 1811 E. MICHIGAN PHOENIX, AZ 85022	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
ELDER CRAFTSMEN INC 307 SEVENTH AVENUE, SUITE 1401 NEW YORK, NY 10001	N/A	PUBLIC CHARITY	ARTIST IN RESIDENCE & GENERAL SUPPORT	10,000.
GLOBIO.ORG 205 GRAND AVENUE, SUITE #206 PORTLAND, OR 97214	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
HORIZONS NATIONAL ONE PARK STREET NORWALK, CT 06851	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
JENKINS ARBORETUM 631 BERWYN BAPTIST ROAD DAVON, PA 19333	N/A	PUBLIC CHARITY	LAND PURCHASE	25,000.
LAKE SUNAPEE PROTECTIVE ASSOCIATION 63 MAIN STREET, PO BOX 683 SUNAPEE, NH 03782	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
NATURAL LANDS TRUST HILDACY FARM, 1031 PALMERS MILL ROAD MEDIA, PA 19063	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
PENNSYLVANIA BALLET 1819 JFK BOULEVARD, SUITE 210 PHILADELPHIA, PA 19103-1728	N/A	PUBLIC CHARITY	GENERAL SUPPORT	17,500.
SOCIETY FOR THE PROTECTION OF NH FORESTS 54 PORTSMOUTH ST. CONCORD, NH 03301	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
Total from continuation sheets				395,500.

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 READING TEAM 2090 ADAM CLAYTON POWELL NEW YORK, NY 10027	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
THE SALVATION ARMY OF GREATER NEW YORK 120 WEST 14TH STREET NEW YORK, NY 10011	N/A	PUBLIC CHARITY	QUEENS MUSIC PROGRAM	30,000.
THE YOUTH SERVICE LEAGUE, INC 2323 EAST 21ST STREET BROOKLYN, NY 11229	N/A	PUBLIC CHARITY	EDUCATIONAL	20,000.
THEATER BREAKING THROUGH BARRIERS 306 WEST 18TH STREET # 3A NEW YORK, NY 10011	N/A	PUBLIC CHARITY	EDUCATIONAL	25,000.
TOURNIQUET, INC 148-11 SECOND AVENUE WHITESTONE, NY 11357	N/A	PUBLIC CHARITY	GENERAL SUPPORT	8,000.
TWW INC. 317 CLERMONT AVENUE BROOKLYN, NY 11205	N/A	PUBLIC CHARITY	EDUCATIONAL	15,000.
VICTORY JUNCTION 4500 ADAM'S WAY RANDLEMAN, NC 27317	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
ELDER CRAFTSMEN INC 307 SEVENTH AVENUE, SUITE 1401 NEW YORK, NY 10001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
GLOBIO.ORG 205 GRAND AVENUE, SUITE #206 PORTLAND, OR 97214	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
LAKE SUNAPEE PROTECTIVE ASSOCIATION 63 MAIN STREET, PO BOX 683 SUNAPEE, NH 03782	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
THE YOUTH SERVICE LEAGUE, INC 2323 EAST 21ST STREET BROOKLYN, NY 11229	N/A	PUBLIC CHARITY	EDUCATIONAL	40,000.
TWW INC. 317 CLERMONT AVENUE BROOKLYN, NY 11205	N/A	PUBLIC CHARITY	EDUCATIONAL	30,000.
Total from continuation sheets				140,000.

VIRGINIA CRETELLA MARS FOUNDATION 13-3798973

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

SOURCE	AMOUNT
BROWN BROTHERS HARRIMAN & CO	49,870.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	49,870.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN CO	200,218.	27,070.	173,148.
TOTAL TO FM 990-PF, PART I, LN 4	200,218.	27,070.	173,148.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
2010 OVERPAYMENT	6,161.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,161.	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	7,570.	0.		7,570.
TO FORM 990-PF, PG 1, LN 16B	7,570.	0.		7,570.

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	59,963.	59,963.		0.
AGENT FEE	34.	34.		0.
TO FORM 990-PF, PG 1, LN 16C	59,997.	59,997.		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	3,256.	3,256.		0.
2010 OVERPAYMENT APPLIED 2011	6,161.	0.		0.
FEDERAL TAX PAYMENTS	13,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22,417.	3,256.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CT CORPORATION SYSTEM	365.	0.		365.
DELAWARE FRANCHISE TAX	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	390.	0.		390.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WILLIAMS COMMUNICATIONS GP	3,235.	0.
MICROSOFT CORP	103,071.	105,787.
MCLEOD ,INC.	14,338.	0.
UNITED PARCEL SERVICE CL. B	40,520.	53,063.
WAL-MART STORES, INC	222,609.	280,872.
OCCIDENTAL PETROLEUM	53,247.	171,003.
DELL INC.	216,215.	149,958.
WASTE MANAGEMENT INC.	267,161.	269,040.
BETHLEHEM STEEL CORP	1.	0.
BERKSHIRE HATHAWAY INC	309,467.	350,980.
NOVARTIS AG-ADR	220,406.	232,968.
PEPSICO INC.	90,869.	107,819.
COMCAST CORP	201,444.	285,682.
AUTOMATIC DATA PROCESSING INC	110,608.	144,477.
CHUBB CORP	172,901.	254,384.
DENTSPLY INTL INC	117,807.	148,708.
DIAGEO PLC- SPONSOORED ADR	180,455.	266,631.
EBAY INC	102,620.	179,705.
LIBERTY MEDIA HLDG CORP INTERACTIVE A	148,686.	169,852.
NESTLE S A SPONS ADR	201,960.	269,794.
PROGRESSIVE CORP OHIO	171,092.	193,637.
ECOLAB INC.	84,551.	122,846.
EOG RESOURCES INC	137,129.	147,765.
JOHNSON & JOHNSON	148,153.	155,753.
U S BANCORP	230,660.	269,824.
BAXTER INTL INC	216,904.	227,608.
VISA INC-CL A SHARES	175,245.	243,672.
SOUTHWSTN ENERGY CO	148,968.	127,760.
INTL BUSINESS MACHINES CORP	113,388.	121,088.
JPMORGAN CHASE & CO	110,183.	111,568.
BURLINGTON NORTHERN SANTA FE	112,150.	116,839.
TARGET CORP	170,296.	176,709.
ANHEUSER-BUSCH INBEV SPN ADR	129,812.	152,475.
WELLS FARGO & CO	194,663.	172,250.
HENRY SCHEIN INC COM STK	98,559.	99,867.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,019,373.	5,880,384.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERAL NATIONAL MTGE. ASSN.	296,305.	349,151.
GNMA POOL #518506	2,694.	3,124.
BBH BROAD MARKET FIXED INCOME FD. CL. N	2,029,339.	2,009,441.
FEDERAL HOME LOAN MTGE CORP	151,114.	150,285.
AMERICAN EXPRESS CREDIT	97,352.	109,051.
ABBOTT LABORATORIES	99,621.	117,311.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,676,425.	2,738,363.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH INTERNATIONAL EQUITY FD. CLN	FMV	381,421.	509,089.
T ROWE PRICE INST HIGH YIELD	FMV	163,974.	138,951.
BBH PRIVATE EQUITY PARTNERS III	FMV	91,410.	211,918.
LONGLEAF PARTNERS SMALL CAP FD	FMV	200,000.	222,683.
PIMCO TOTAL RETURN FUND	FMV	400,000.	394,914.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,236,805.	1,477,555.

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

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 C/O BBH TRUST CO NA, 140 BROADWAY-5TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
PAMELA D. MARS C/O BBH TRUST CO NA, 140 BROADWAY-5TH FL. NEW YORK, NY 10005	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
MARIJKE E. MARS C/O BBH TRUST CO NA, 140 BROADWAY-5TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
VICTORIA B. MARS C/O BBH TRUST CO NA, 140 BROADWAY-5TH FL. NEW YORK, NY 10005	TREASURER/DIRECTOR 1.00	0.	0.	0.
STEPHANIE J. SCHUETZ C/O BBH TRUST CO NA, 140 BROADWAY-5TH FL. NEW YORK, NY 10005	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
BERNADETTE SCHUETZ C/O BBH TRUST CO NA, 140 BROADWAY-5TH FL. NEW YORK, NY 10005	SECRETARY/DIRECTOR 1.00	0.	0.	0.
KIMBERLY V. SPINA C/O BBH TRUST CO NA, 140 BROADWAY-5TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
CHRISTOPHER M. WHITE C/O BBH TRUST CO NA, 140 BROADWAY-5TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. VIRGINIA CRETELLA MARS FOUNDATION	Employer identification number (EIN) or [X] 13-3798973
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BROWN BROTHERS HARRIMAN TR CO NA	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. 140 BROADWAY, NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BROWN BROTHERS HARRIMAN TR CO, NA 140 BROADWAY, NEW YORK, NY - 10005

  Telephone No. ▶ (212) 493-8000 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning ______ , and ending ______ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 12,161.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 9,161.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 3,000.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions VIRGINIA CRETELLA MARS FOUNDATION	Employer identification number (EIN) or [X] 13-3798973
	Number, street, and room or suite no If a P O box, see instructions. C/O BROWN BROTHERS HARRIMAN TR CO NA	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions. 140 BROADWAY, NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BROWN BROTHERS HARRIMAN TR CO, NA 140 BROADWAY, NEW YORK, NY - 10005

Telephone No ▶ (212) 493-8000 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

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

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

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION FOR FILING A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 12,161.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 12,161.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ E. A Date ▶ 8/9/12

123842
01-06-12