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

2012

Open to public Inspection

For calendar year 2012 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 BBH & CO.(WM-TAX) | 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 [X] 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) ▶ $ 12,625,216.

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).)

	Line		(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	442,514.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	49,102.	49,102.		STATEMENT 1
	4	Dividends and interest from securities	242,833.	242,833.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	487,544.			
	b	Gross sales price for all assets on line 6a 2,237,713.				
	7	Capital gain net income (from Part IV, line 2)		487,544.		
	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	2,614.	0.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	1,224,607.	779,479.		
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	8,330.	0.		8,330.
	c	Other professional fees STMT 5	65,849.	65,849.		0.
	17	Interest				
	18	Taxes STMT 6	15,505.	5,891.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	426.	0.		426.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	90,110.	71,740.		8,756.
	25	Contributions, gifts, grants paid	489,866.			489,866.
	26	**Total expenses and disbursements.** Add lines 24 and 25	579,976.	71,740.		498,622.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	644,631.			
	b	**Net investment income** (if negative, enter -0-)		707,739.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	<3.>		
	2 Savings and temporary cash investments	1,037,084.	764,709.	764,709.
	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	4,683,652.	7,799,367.	9,358,705.
	c Investments - corporate bonds STMT 9	3,012,146.	731,995.	818,546.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	1,236,805.	1,280,960.	1,645,972.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM BROKER)	0.	37,284.	37,284.
	16 **Total assets** (to be completed by all filers)	9,969,684.	10,614,315.	12,625,216.
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	9,969,684.	10,614,315.	
	30 **Total net assets or fund balances**	9,969,684.	10,614,315.	
	31 **Total liabilities and net assets/fund balances**	9,969,684.	10,614,315.	

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	9,969,684.
2 Enter amount from Part I, line 27a	2	644,631.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,614,315.
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	10,614,315.

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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	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	202,875.		151,686.	51,189.
b	2,012,333.		1,598,483.	413,850.
c	22,505.			22,505.
d				
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				51,189.
b				413,850.
c				22,505.
d				
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 } 2 487,544.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	536,913.	11,071,434.	.048495
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

2	**Total** of line 1, column (d)	2	.236381
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	.047276
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,864,514.
5	Multiply line 4 by line 3	5	560,907.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,077.
7	Add lines 5 and 6	7	567,984.
8	Enter qualifying distributions from Part XII, line 4	8	498,622.

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 ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	14,155.
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	14,155.
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	14,155.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,614.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	29,614.
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	15,459.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 15,459. **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)? *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.*	1b		X
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 2012 or the taxable year beginning in 2012 (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 & CO. 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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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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** No: 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	11,685,658.
b	Average of monthly cash balances	1b	359,534.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	12,045,192.
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	12,045,192.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	180,678.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,864,514.
6	**Minimum investment return.** Enter 5% of line 5	6	593,226.

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	593,226.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 14,155.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	14,155.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	579,071.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	579,071.
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	579,071.

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	498,622.
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	498,622.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	498,622.

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

Part XIII. Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				579,071.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			489,866.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 498,622.				
a Applied to 2011, but not more than line 2a			489,866.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				8,756.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below**				
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				570,315.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail of the person to whom applications should be addressed

SEE STATEMENT 13

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

c Any submission deadlines

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

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	25,000.
BIG APPLE CIRCUS 505 8TH AVENUE NEW YORK, NY 10018	N/A	PUBLIC CHARITY	CLOWN CARE - DC/BALTIMORE AREA	30,000.
BOYS HOPE GIRLS HOPE 367 CLERMONT AVE BROOKLYN, NY 11238	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	489,866.
b Approved for future payment				
ANN STREET GALLERY 104 ANN STREET NEWBURGH, NY 12550	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
ANSONIA MUSIC OUTREACH 631 BERWYN BAPTIST ROAD DAVON, PA 19333	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
BIG APPLE CIRCUS 505 8TH AVENUE NEW YORK, NY 10018	N/A	PUBLIC CHARITY	CLOWN CARE - DC/BALTIMORE AREA	120,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3b	705,000.

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	49,102.	
4 Dividends and interest from securities			14	242,833.	
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	487,544.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a 2011 OVERPAYMENT			14		2,614.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		779,479.	2,614.

13 Total. Add line 12, columns (b), (d), and (e) 13 782,093.

(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	2011 OVERPAYMENT APPLIED TO 2012

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

▶ X [signature] 11/11/13 ▶ Treasurer

Signature of officer or trustee Date Title

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
KENNETH MOY	[signature]	11/5/13		P01291332
Firm's name ▶ BROWN BROTHERS HARRIMAN & CO			Firm's EIN ▶ 13-4973745	
Firm's address ▶ 140 BROADWAY, 5TH FL NEW YORK, NY 10005			Phone no 212-493-8000	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**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	$ 442,514.	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: VIRGINIA CRETELLA MARS FOUNDATION

Employer identification number: 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

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
CAPITAL PARTNERS FOR EDUCATION 1413 K STREET, N.W., 2ND FLOOR WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
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.
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	25,000.
PENNSYLVANIA BALLET 1819 JFK BOULEVARD, SUITE 210 PHILADELPHIA, PA 19103-1728	N/A	PUBLIC CHARITY	GENERAL SUPPORT	45,000.
READ ALLIANCE 80 MAIDEN LANE NEW YORK, NY 10038	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				384,866.

VIRGINIA CRETELLA MARS FOUNDATION 13-3798973

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
SOCIETY FOR THE PROTECTION OF NH FORESTS 54 PORTSMOUTH ST. CONCORD, NH 03301	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
THE FRIENDS OF GREEN CHIMNEYS 400 DOANSBURG RD BREWSTER, NY 10509	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
THE READING TEAM 2090 ADAM CLAYTON POWELL NEW YORK, NY 10027	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
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	9,866.
TWW INC. 317 CLERMONT AVENUE BROOKLYN, NY 11205	N/A	PUBLIC CHARITY	EDUCATIONAL	15,000.
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
BOYS HOPE GIRLS HOPE 367 CLERMONT AVE BROOKLYN, NY 11238	N/A	PUBLIC CHARITY	GENERAL SUPPORT	60,000.
CAPITAL PARTNERS FOR EDUCATION 1413 K STREET, N.W., 2ND FLOOR WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	GENERAL SUPPORT	80,000.
FRIENDS OF GREEN CHIMNEYS 400 DOANSBURG RD BREWSTER, NY 10509	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
GLOBIO.ORG 205 GRAND AVENUE, SUITE #206 PORTLAND, OR 97214	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
LAKE SUNAPEE PROTECTIVE ASSOCIATION 63 MAIN STREET, PO BOX 683 SUNAPEE, NH 03782	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
PENNSYLVANIA BALLET 1819 JFK BOULEVARD, SUITE 210 PHILADELPHIA, PA 19103-1728	N/A	PUBLIC CHARITY	GENERAL SUPPORT	80,000.
READING TEAM 2090 ADAM CLAYTON POWELL NEW YORK, NY 10027	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
SOCIETY FOR THE PROTECTION OF NH FORESTS 54 PORTSMOUTH ST. CONCORD, NH 03301	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
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	GENERAL SUPPORT	100,000.
Total from continuation sheets				525,000.

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
TWW INC. 317 CLERMONT AVENUE BROOKLYN, NY 11205	N/A	PUBLIC CHARITY	EDUCATIONAL	15,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
BROWN BROTHERS HARRIMAN & CO	49,102.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	49,102.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN CO	265,338.	22,505.	242,833.
TOTAL TO FM 990-PF, PART I, LN 4	265,338.	22,505.	242,833.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
2011 OVERPAYMENT	2,614.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,614.	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	8,330.	0.		8,330.
TO FORM 990-PF, PG 1, LN 16B	8,330.	0.		8,330.

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	65,621.	65,621.		0.
AGENT FEE	228.	228.		0.
TO FORM 990-PF, PG 1, LN 16C	65,849.	65,849.		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	5,891.	5,891.		0.
2011 OVERPAYMENT APPLIED TO 2012	2,614.	0.		0.
FEDERAL TAX PAYMENTS	7,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,505.	5,891.		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	426.	0.		426.
TO FORM 990-PF, PG 1, LN 23	426.	0.		426.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WILLIAMS COMMUNICATIONS GP	3,235.	0.
MICROSOFT CORP	190,075.	184,965.
MCLEODUSA INC CL A	14,338.	0.
UNITED PARCEL SERVICE CL. B	40,520.	53,454.
WAL-MART STORES, INC	86,132.	133,049.
OCCIDENTAL PETROLEUM	108,614.	189,610.
DELL INC.	216,215.	103,935.
WASTE MANAGEMENT INC.	222,360.	236,180.
BETHLEHEM STEEL CORP	1.	0.
BERKSHIRE HATHAWAY INC	331,027.	437,288.
NOVARTIS AG-ADR	293,393.	343,403.
PEPSICO INC.	166,062.	193,315.
COMCAST CORP	203,612.	452,953.
AUTOMATIC DATA PROCESSING INC	110,608.	152,288.
CHUBB CORP	172,901.	276,801.
DENTSPLY INTL INC	117,807.	168,343.
DIAGEO PLC- SPONSOORED ADR	103,094.	209,844.
EBAY INC	40,535.	173,392.
LIBERTY MEDIA HLDG CORP INTERACTIVE A	123,016.	196,308.
NESTLE S A SPONS ADR	250,102.	356,806.
PROGRESSIVE CORP OHIO	171,092.	209,418.
EOG RESOURCES INC	172,077.	220,442.
JOHNSON & JOHNSON	130,994.	147,210.
U S BANCORP	279,597.	373,698.
BAXTER INTL INC	274,825.	376,629.
SOUTHWSTN ENERGY CO	203,084.	188,767.
TARGET CORP	247,416.	284,016.
ANHEUSER-BUSCH INBEV SPN ADR	37,342.	65,558.
WELLS FARGO & CO	243,490.	268,313.
HENRY SCHEIN INC COM STK	98,559.	124,651.
BBH LIMITED DURATION FUND CL N	2,317,296.	2,339,134.
BED BATH & BEYOND INC	105,970.	103,434.
GOOGLE INC CL A	282,215.	336,713.
QUALCOMM INC	225,005.	233,520.
CELANESE CORP SERIES A	107,125.	110,345.
PRAXAIR INC	109,633.	114,923.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,799,367.	9,358,705.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERAL NATIONAL MTGE. ASSN.	296,305.	341,348.
GNMA POOL #518506	2,617.	3,110.
AMERICAN EXPRESS CREDIT 5.3% DUE 12/2/15	97,352.	112,622.
IBM 5.7% DUE 9/14/17	113,388.	120,766.
JPMORGAN CHASE & CO 6% DUE 1/15/18	110,183.	119,719.
BURLINGTON NORTHERN SANTA FE 5.75% DUE 3/15/18	112,150.	120,981.
TOTAL TO FORM 990-PF, PART II, LINE 10C	731,995.	818,546.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH INTERNATIONAL EQUITY FD. CLN	FMV	381,421.	575,002.
T ROWE PRICE INST HIGH YIELD	FMV	263,974.	250,415.
BBH PRIVATE EQUITY PARTNERS III	FMV	35,565.	157,301.
LONGLEAF PARTNERS SMALL CAP FD	FMV	200,000.	254,898.
PIMCO TOTAL RETURN FUND	FMV	400,000.	408,356.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,280,960.	1,645,972.

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

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KENNETH MOY, C/O BBH & CO. (VC MARS FOUNDATION)
140 BROADWAY (WM-TAX)
NEW YORK, NY 10005

FORM AND CONTENT OF APPLICATIONS

WRITTEN SUMMARY IN LETTER FORM WITH BRIEF DESCRIPTION OF ORGANIZATION, FUNDING REQUIREMENTS AND DETAILS OF GRANT PURPOSES. MUST INCLUDE COPY OF 501(C)(3) STATUS LETTER FROM INTERNAL REVENUE SERVICE.

ANY SUBMISSION DEADLINES

REQUESTS MUST BE RECEIVED BY OCTOBER 31.

RESTRICTIONS AND LIMITATIONS ON AWARDS

INTEREST IN SUPPORTING PHILADELPHIA, BALTIMORE, WASHINGTON D.C. AND NEW HAMPSHIRE AREA ORGANIZATIONS. ONLY U.S. CHARITIES WITH 501(C)(3) APPROVED STATUS FROM INTERNAL REVENUE SERVICE.

BROWN BROTHERS HARRIMAN

BROWN BROTHERS HARRIMAN AND CO **Run on 1/22/2013 10:49:18 AM**
Realized Gain/Loss Report **Start Date: 01/01/2012**
End Date: 12/31/2012

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)						
75 SHARES OF VISA INC- CL.A SHARES	02/27/2012	03/23/2011	8,772.60	5,401 64	3,370.96	Covered
275 SHARES OF WAL-MART STORES INC	06/07/2012	03/06/2012	18,142.30	16,257.45	1,884.85	Covered
303 SHARES OF COMCAST CORP CL A	06/20/2012	03/06/2012	9,453 94	8,765.64	688 30	Covered
347 SHARES OF COMCAST CORP CL A	06/21/2012	03/06/2012	10,834.42	10,038.54	795.88	Covered
75 SHARES OF WAL-MART STORES INC	07/02/2012	03/06/2012	5,193.09	4,433.85	759.24	Covered
214 SHARES OF EBAY INC	08/27/2012	03/06/2012	10,063.55	7,502.73	2,560.82	Covered
736 SHARES OF EBAY INC	08/28/2012	03/06/2012	34,579.23	25,803.79	8,775.44	Covered
592 SHARES OF EBAY INC	09/06/2012	11/18/2011	28,996 16	17,788.18	11,207.98	Covered
158 SHARES OF EBAY INC	09/07/2012	11/18/2011	7,740.30	4,747.52	2,992 78	Covered
75 SHARES OF EBAY INC	09/21/2012	11/18/2011	3,747 67	2,253.57	1,494.10	Covered
26.25 SHARES OF LIBERTY VENTURES - RTS	09/18/2012	05/18/2012	308.77	277 16	31.61	Covered
5 SHARES OF LIBERTY VENTURES SER A	08/28/2012	05/18/2012	23 71	20.95	2 76	Covered
325 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/05/2012	03/06/2012	29,436.80	21,427.21	8,009.59	Covered
78.25 SHARES OF LIBERTY VENTURES SER A	12/11/2012	05/18/2012	4,617.24	3,278.41	1,338.83	Covered
1575 SHARES OF LIBERTY INTERACTIVE A	12/19/2012	05/18/2012	30,964.90	23,688.94	7,275.96	Covered
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			202,874.68	151,685.58	51,189.10	
** LONG TERM CAPITAL GAIN (LOSS)						
6.03 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	01/17/2012	01/08/2002	6.03	6.19	0.16-	
150000 UNITS OF FEDERAL HOME LOAN MTGE CORP 5.75% 01/15/2012	01/15/2012	06/07/2007	150,000.00	151,114 23	1,114 23-	
175 SHARES OF ECOLAB INC	01/19/2012	02/08/2010	10,540.78	7,680.26	2,860 52	
275 SHARES OF ECOLAB INC	01/19/2012	02/10/2010	16,564.09	12,056.99	4,507 10	
250 SHARES OF ECOLAB INC	01/19/2012	02/12/2010	15,058.26	10,382.20	4,676.06	
251 SHARES OF ECOLAB INC	02/01/2012	02/12/2010	15,212.39	10,423 73	4,788 66	
114 SHARES OF	02/02/2012	04/15/2009	6,918.16	4,260.97	2,657.19	

ECOLAB INC						
74 SHARES OF ECOLAB INC	02/02/2012	02/12/2010	4,490.74	3,073.13	1,417.61	
265 SHARES OF VISA INC- CL.A SHARES	02/03/2012	12/06/2010	28,327 14	20,552.16	7,774.98	
35 SHARES OF VISA INC- CL.A SHARES	02/06/2012	12/06/2010	3,746.31	2,714.44	1,031.87	
100 SHARES OF VISA INC- CL.A SHARES	02/06/2012	12/16/2010	10,703.73	7,594.70	3,109.03	
425 SHARES OF VISA INC- CL.A SHARES	02/09/2012	12/16/2010	48,081.92	32,277.48	15,804.44	
6 07 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	02/15/2012	01/08/2002	6.07	6.23	0.16-	
425 SHARES OF VISA INC- CL.A SHARES	02/27/2012	12/16/2010	49,711.39	32,277.47	17,433.92	
18010.149 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	03/18/2003	186,405.05	189,286.67	2,881 62-	
227.223 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	04/29/2003	2,351.76	2,413.11	61 35-	
147.111 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	05/29/2003	1,522.60	1,588 80	66 20-	
184.299 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	06/29/2003	1,907.49	1,984.90	77 41-	
145.806 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	09/29/2003	1,509.09	1,551 38	42 29-	
143 373 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	10/30/2003	1,483.91	1,514.02	30 11-	
137:783 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	11/27/2003	1,426.05	1,460.50	34 45-	
28248.588 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	01/22/2004	292,372.88	300,000 00	7,627 12-	
258 611 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	02/26/2004	2,676 62	2,725 76	49 14-	
360 474 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	03/30/2004	3,730 91	3,813.81	82.90-	
212 398 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	09/29/2004	2,198 32	2,236.55	38 23-	
233.364 SHARES OF BBH LIMITED DURATION FUND CL N	03/07/2012	10/28/2004	2,415.32	2,461.99	46 67-	
6.11 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	03/15/2012	01/08/2002	6.11	6 27	0 16-	
224 SHARES OF VISA INC- CL A SHARES	03/26/2012	03/23/2011	26,893 59	16,132.90	10,760 69	Covered
71 SHARES OF VISA INC- CL A SHARES	03/27/2012	03/23/2011	8,519.69	5,113.56	3,406.13	Covered
55 SHARES OF VISA INC- CL.A SHARES	04/03/2012	03/23/2011	6,598.20	3,961.20	2,637.00	Covered
6.15 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	04/16/2012	01/08/2002	6.15	6.31	0.16-	
414 SHARES OF VISA INC- CL.A SHARES	04/17/2012	12/17/2010	50,602.75	28,044 61	22,558.14	
25 SHARES OF VISA INC- CL.A SHARES	04/17/2012	03/23/2011	3,055.72	1,800.55	1,255.17	Covered
158 SHARES OF ECOLAB INC	04/17/2012	04/14/2009	9,898.32	5,869 95	4,028.37	
186 SHARES OF ECOLAB INC	04/17/2012	04/15/2009	11,652.46	6,952 10	4,700 36	
320 SHARES OF ECOLAB INC	04/18/2012	04/14/2009	20,009.37	11,888 51	8,120 86	
79 SHARES OF ECOLAB INC	04/20/2012	04/14/2009	4,918.88	2,934.98	1,983.90	
243 SHARES OF	04/25/2012	04/14/2009	15,156.28	9,027.84	6,128.44	

ECOLAB INC						
.286 SHARES OF VISA INC- CL.A SHARES	04/26/2012	12/17/2010	35,015.02	19,373.81	15,641.21	
6.2 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	05/15/2012	01/08/2002	6.20	6.37	0 17-	
6.24 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	06/15/2012	01/08/2002	6.24	6.41	0.17-	
600 SHARES OF WAL-MART STORES INC	07/02/2012	03/19/2003	41,544 68	31,668.00	9,876.68	
6.28 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	07/16/2012	01/08/2002	6.28	6 45	0.17-	
400 SHARES OF WAL-MART STORES INC	07/17/2012	03/19/2003	29,187.95	21,112.00	8,075.95	
275 SHARES OF WAL-MART STORES INC	07/17/2012	10/29/2009	20,066 72	13,804 40	6,262.32	
150 SHARES OF WAL-MART STORES INC	07/27/2012	01/29/2009	11,186.48	7,228 13	3,958.35	
325 SHARES OF WAL-MART STORES INC	07/27/2012	10/29/2009	24,237.37	16,314.28	7,923.09	
203 SHARES OF WAL-MART STORES INC	08/03/2012	01/29/2009	15,134.63	9,782 06	5,352.57	
352 SHARES OF WAL-MART STORES INC	08/06/2012	03/15/2007	26,244.39	16,139 20	10,105.19	
47 SHARES OF WAL-MART STORES INC	08/06/2012	01/29/2009	3,504.22	2,264 81	1,239.41	
50 SHARES OF WAL-MART STORES INC	08/08/2012	07/19/2006	3,723.42	2,208 50	1,514.92	
348 SHARES OF WAL-MART STORES INC	08/08/2012	03/15/2007	25,915.02	15,955.80	9,959.22	
6 31 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7 5% 10/15/2029	08/15/2012	01/08/2002	6.31	6 48	0 17-	
122 SHARES OF DIAGEO PLC- SPONSORED ADR	08/21/2012	02/26/2010	12,988 12	7,911 04	5,077.08	
53 SHARES OF DIAGEO PLC- SPONSORED ADR	08/22/2012	02/26/2010	5,645.59	3,436.76	2,208.83	
6 36 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	09/17/2012	01/08/2002	6.36	6.53	0 17-	
575 SHARES OF EBAY INC	09/21/2012	06/13/2011	28,732.16	17,176 40	11,555.76	Covered
173.75 SHARES OF LIBERTY VENTURES - RTS	09/18/2012	01/22/2008	2,043 73	1,504 27	539.46	
1 SHARES OF LIBERTY VENTURES - RTS	10/05/2012	01/22/2008	13.58	7.21	6 37	Covered
322 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/05/2012	08/18/2011	29,165.08	17,561.27	11,603.81	Covered
6.4 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	10/15/2012	01/08/2002	6 40	6 57	0 17-	
275 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/15/2012	08/18/2011	23,878.92	14,997 97	8,880.95	Covered
28 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/15/2012	09/06/2011	2,431 31	1,467 41	963.90	Covered
554 SHARES OF WASTE MANAGEMENT INC	11/06/2012	09/27/2006	17,851 64	20,261.05	2,409 41-	
295 SHARES OF WASTE MANAGEMENT INC	11/07/2012	09/27/2006	9,438 31	10,788 83	1,350.52-	
267 SHARES OF WASTE MANAGEMENT INC	11/08/2012	09/27/2006	8,536.52	9,764.81	1,228.29-	
6.44 UNITS OF GOVERNMENT NATIONAL MTGE ASSN POOL #518506 7.5% 10/15/2029	11/15/2012	01/08/2002	6 44	6.61	0 17-	

36330.609 BASIS SHARES OF PIMCO TOTAL RETURN FUND			4,129.08
25657.265 BASIS SHARES OF T ROWE PRICE INST HIGH YIELD			769.72
224916.756 BASIS SHARES OF BBH LIMITED DURATION FUND CL N			1,057.11
** TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	0.00	0.00	22,504.89

SUMMARY

Description	Amount
** SUMMARY OF CAPITAL GAINS AND LOSSES **	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)	51,189.10
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	12,659.30
NET SHORT TERM CAPITAL GAIN (LOSS)	63,848.40
TOTAL LONG TERM CAPITAL GAIN (LOSS)	413,850.04
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	22,504.89
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0 00
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00
NET LONG TERM CAPITAL GAIN (LOSS)	436,354.93
NET CAPITAL GAIN (LOSS)	500,203 33
TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	0 00

Back Save