Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: 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.(PB-TAX) — Room/suite:

B Telephone number: 212-493-8594

City or town, state or province, country, and ZIP or foreign postal code: 140 BROADWAY-4TH FL, 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: ☒ 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) ▶$ 14,763,993.

J Accounting method: ☒ 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	444,859.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	38,513.	38,513.		STATEMENT 1
	4 Dividends and interest from securities	218,591.	218,591.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	419,412.			
	b Gross sales price for all assets on line 6a 1,358,138.				
	7 Capital gain net income (from Part IV, line 2)		419,412.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,121,375.	676,516.		
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 3	10,270.	0.		10,270.
	c Other professional fees STMT 4	73,002.	73,002.		0.
	17 Interest				
	18 Taxes STMT 5	24,558.	4,558.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	426.	0.		426.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	108,256.	77,560.		10,696.
	25 Contributions, gifts, grants paid	570,315.			570,315.
	26 **Total expenses and disbursements.** Add lines 24 and 25	678,571.	77,560.		581,011.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	442,804.			
	b **Net investment income** (if negative, enter -0-)		598,956.		
	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			
	2 Savings and temporary cash investments	764,709.	1,766,005.	1,766,005.
	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 7	7,799,367.	7,313,807.	10,506,679.
	c Investments - corporate bonds STMT 8	731,995.	731,912.	782,245.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,280,960.	1,245,395.	1,709,064.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM BROKER)	37,284.	0.	0.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,614,315.	11,057,119.	14,763,993.
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	10,614,315.	11,057,119.	
	30 **Total net assets or fund balances**	10,614,315.	11,057,119.	
	31 **Total liabilities and net assets/fund balances**	10,614,315.	11,057,119.	

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	10,614,315.
2	Enter amount from Part I, line 27a	2	442,804.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,057,119.
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	11,057,119.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,358,138.		938,726.	419,412.

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				
b				
c				
d				
e				419,412.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 419,412.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	498,622.	11,864,514.	.042026
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

2	**Total** of line 1, column (d)	2	.235171
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	.047034
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	13,646,862.
5	Multiply line 4 by line 3	5	641,867.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,990.
7	Add lines 5 and 6	7	647,857.
8	Enter qualifying distributions from Part XII, line 4	8	581,011.

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		1	11,979.
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	11,979.
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	11,979.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 15,459.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 10,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	25,459.
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	13,480.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	13,480. 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 the 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 2013 or the taxable year beginning in 2013 (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 10	10	X	

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10-10-13

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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	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 2013?		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 11		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	12,359,781.
b	Average of monthly cash balances	1b	1,494,901.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,854,682.
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	13,854,682.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	207,820.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,646,862.
6	**Minimum investment return.** Enter 5% of line 5	6	682,343.

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	682,343.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 11,979.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	11,979.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	670,364.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	670,364.
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	670,364.

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	581,011.
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	581,011.
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	581,011.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				670,364.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			570,315.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 581,011.				
a Applied to 2012, but not more than line 2a			570,315.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				10,696.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				659,668.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address of the person to whom applications should be addressed:

SEE STATEMENT 12

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 111 BROADWAY NEWBURGH, NY 12550	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
ANSONIA MUSIC OUTREACH 330 WADSWARTH AVENUE, 2G NEW YORK, NY 10040	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 1 METROTECH CENTER-NORTH, 3RD FL BROOKLYN, NY 11201	N/A	PUBLIC CHARITY	CLOWN CARE - DC/BALTIMORE AREA	30,000.
BOYS HOPE GIRLS HOPE OF NY 367 CLERMONT AVE BROOKLYN, NY 11238	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	570,315.
b Approved for future payment				
ANN STREET GALLERY 111 BROADWAY NEWBURGH, NY 12550	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
ANSONIA MUSIC OUTREACH 330 WADSWARTH AVENUE, 2G NEW YORK, NY 10040	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
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	200,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	1,030,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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	38,513.	
4 Dividends and interest from securities			14	218,591.	
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	419,412.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		676,516.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 676,516.

(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).

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: [signature] Date: 11/7/14 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
JONATHAN CURRY-EDWARDS	[signature]	11/6/14		P01631523
Firm's name ▶ BROWN BROTHERS HARRIMAN & CO			Firm's EIN ▶ 13-4973745	
Firm's address ▶ 140 BROADWAY, 4TH FL NEW YORK, NY 10005			Phone no. 212-493-8000	

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs.gov/form990 .

OMB No 1545-0047

2013

Name of the organization	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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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	$ 444,859.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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 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	RECEIVED FROM DELL	P	VARIOUS	02/07/13
d	EXCESS DISTRIBUTION BBH PRIVATE EQUITY PARTNERS I	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	74,944.		60,091.	14,853.
b	1,215,361.		878,635.	336,726.
c	59.			59.
d	14,470.			14,470.
e	53,304.			53,304.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				14,853.
b				336,726.
c				59.
d				14,470.
e				53,304.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	419,412.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BROWN BROTHERS HARRIMAN & CO	38,513.	38,513.	
TOTAL TO PART I, LINE 3	38,513.	38,513.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BROWN BROTHERS HARRIMAN CO	271,895.	53,304.	218,591.	218,591.	
TO PART I, LINE 4	271,895.	53,304.	218,591.	218,591.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,270.	0.		10,270.
TO FORM 990-PF, PG 1, LN 16B	10,270.	0.		10,270.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	72,846.	72,846.		0.
AGENT FEE	156.	156.		0.
TO FORM 990-PF, PG 1, LN 16C	73,002.	73,002.		0.

FORM 990-PF	TAXES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	4,558.	4,558.		0.
FEDERAL TAX PAYMENTS	20,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	24,558.	4,558.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 6

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 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WILLIAMS COMMUNICATIONS GP	0.	0.
MICROSOFT CORP	232,160.	315,179.
MCLEODUSA INC CL A	0.	0.
UNITED PARCEL SERVICE CL. B	40,520.	76,183.
WAL-MART STORES, INC	86,132.	153,446.
OCCIDENTAL PETROLEUM	108,614.	235,373.
DELL INC.	0.	0.
WASTE MANAGEMENT INC.	160,711.	233,100.
BETHLEHEM STEEL CORP	0.	0.
BERKSHIRE HATHAWAY INC	273,680.	503,880.
NOVARTIS AG-ADR	261,801.	389,843.
PEPSICO INC.	69,002.	103,675.
COMCAST CORP	177,993.	553,375.
AUTOMATIC DATA PROCESSING INC	0.	0.
CHUBB CORP	172,901.	355,115.
DENTSPLY INTL INC	62,557.	116,061.
DIAGEO PLC- SPONSOORED ADR	103,094.	238,356.
EBAY INC	24,739.	113,845.
LIBERTY MEDIA HLDG CORP INTERACTIVE A	106,984.	254,611.
NESTLE S A SPONS ADR	250,102.	402,905.

PROGRESSIVE CORP OHIO	171,092.	270,655.
EOG RESOURCES INC	142,506.	260,152.
JOHNSON & JOHNSON	113,835.	167,152.
U S BANCORP	279,597.	472,680.
BAXTER INTL INC	213,437.	315,131.
SOUTHWSTN ENERGY CO	203,084.	222,215.
TARGET CORP	247,416.	303,696.
ANHEUSER-BUSCH INBEV SPN ADR	0.	0.
WELLS FARGO & CO	268,150.	388,170.
HENRY SCHEIN INC COM STK	51,999.	94,265.
BBH LIMITED DURATION FUND CL N	2,317,296.	2,325,639.
BED BATH & BEYOND INC	192,816.	270,932.
GOOGLE INC CL A	240,337.	456,129.
QUALCOMM INC	255,915.	317,419.
CELANESE CORP SERIES A	122,125.	156,417.
PRAXAIR INC	173,057.	211,299.
SCHLUMBERGER LTD	190,155.	229,781.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,313,807.	10,506,679.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERAL NATIONAL MTGE. ASSN.	296,305.	326,951.
GNMA POOL #518506	2,534.	2,806.
AMERICAN EXPRESS CREDIT 5.3% DUE 12/2/15	97,352.	108,502.
IBM 5.7% DUE 9/14/17	113,388.	114,830.
JPMORGAN CHASE & CO 6% DUE 1/15/18	110,183.	115,148.
BURLINGTON NORTHERN SANTA FE 5.75% DUE 3/15/18	112,150.	114,008.
TOTAL TO FORM 990-PF, PART II, LINE 10C	731,912.	782,245.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH INTERNATIONAL EQUITY FD. CLN	FMV	381,421.	660,861.
T ROWE PRICE INST HIGH YIELD	FMV	263,974.	249,132.
BBH PRIVATE EQUITY PARTNERS III	FMV	0.	124,201.
LONGLEAF PARTNERS SMALL CAP FD	FMV	200,000.	286,496.
PIMCO TOTAL RETURN FUND	FMV	400,000.	388,374.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,245,395.	1,709,064.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 10
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 STATEMENT 11
TRUSTEES AND FOUNDATION MANAGERS

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 (PB-TAX) NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
PAMELA D. MARS-WRIGHT C/O BBH & CO, 140 BROADWAY (PB-TAX) NEW YORK, NY 10005	VICE PRESIDENT 1.00	0.	0.	0.
MARIJKE E. MARS C/O BBH & CO, 140 BROADWAY (PB-TAX) NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
VICTORIA B. MARS C/O BBH & CO, 140 BROADWAY (PB-TAX) NEW YORK, NY 10005	TREASURER 1.00	0.	0.	0.
STEPHANIE J. SCHUETZ C/O BBH & CO, 140 BROADWAY (PB-TAX) NEW YORK, NY 10005	PRESIDENT 1.00	0.	0.	0.
BERNADETTE RUSSELL C/O BBH & CO, 140 BROADWAY (PB-TAX) NEW YORK, NY 10005	SECRETARY 1.00	0.	0.	0.

KIMBERLY V. SPINA C/O BBH & CO, 140 BROADWAY (PB-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.
JUSTIN F. WHITE C/O BBH & CO, 140 BROADWAY (PB-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 STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KENNETH MOY, C/O BBH & CO. (VC MARS FOUNDATION)
140 BROADWAY (PB-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.

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.
GLOBIO.ORG 5544 NORTH BURRAGE AVENUE PORTLAND, OR 97217	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
GREENWAY MIDDLE SCHOOL 3002 E. NISBET ROAD PHOENIX, AZ 85032	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
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.
NATIONAL AQUARIUM, INC 501 E. PRATT ST, PIER 3 BALTIMORE, MD 21202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
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	20,000.
SOCIETY FOR THE PROTECTION OF NH FORESTS 54 PORTSMOUTH ST. CONCORD, NH 03301	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
SPARK PROGRAM (PHILADELPHIA) 1501 CHERRY STREET PHILADELPHIA, PA 19102	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
Total from continuation sheets				440,315.

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
ST. JAMES SCHOOL 3217 W. CLEARFIELD ST PHILADELPHIA, PA 19132	N/A	PUBLIC CHARITY	GENERAL SUPPORT	26,000.
ST. JOSEPH'S CHILDREN'S HOME PO BOX 1117, 1419 MAIN ST TORRINGTON, WY 82240	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
THE FRIENDS OF GREEN CHIMNEYS 400 DOANSBURG RD BREWSTER, NY 10509	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
THE PARTNERSHIP FOR INNER-CITY EDUCATION (FKA CREATIVE CLASSROOM) 1011 FIRST AVENUE, SUITE 1800 NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
THE READING TEAM 2090 SEVENTH AVENUE, SUITE 100 NEW YORK, NY 10027	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
THE YOUTH SERVICE LEAGUE, INC 181A 29TH STREET BROOKLYN, NY 11232	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	9,315.
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
BIG APPLE CIRCUS 1 METROTECH CENTER-NORTH, 3RD FL BROOKLYN, NY 11201	N/A	PUBLIC CHARITY	CLOWN CARE - DC/BALTIMORE AREA	90,000.
BOYS HOPE GIRLS HOPE 367 CLERMONT AVE BROOKLYN, NY 11238	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
CAPITAL PARTNERS FOR EDUCATION 1413 K STREET, N.W., 2ND FLOOR WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
FRIENDS OF GREEN CHIMNEYS 400 DOANSBURG RD BREWSTER, NY 10509	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
JENKINS ARBORETUM 631 BERWYN BAPTIST ROAD DEVON, PA 19333	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
NATURAL LANDS TRUST HILDACY FARM, 1031 PALMERS MILL ROAD MEDIA, PA 19063	N/A	PUBLIC CHARITY	GENERAL SUPPORT	200,000.
PENNSYLVANIA BALLET 1819 JFK BOULEVARD, SUITE 210 PHILADELPHIA, PA 19103-1728	N/A	PUBLIC CHARITY	GENERAL SUPPORT	60,000.
READING TEAM 2090 SEVENTH AVENUE, SUITE 100 NEW YORK, NY 10027	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
SOCIETY FOR THE PROTECTION OF NH FORESTS 54 PORTSMOUTH ST. CONCORD, NH 03301	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
ST. JOSEPH'S CHILDREN'S HOME PO BOX 1117, 1419 MAIN ST TORRINGTON, WY 82240	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
Total from continuation sheets				770,000.

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
THE PARTNERSHIP FOR INNER-CITY EDUCATION (FKA CREATIVE CLASSROOM) 1011 FIRST AVENUE, SUITE 1800 NEW YORK, NY 10001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	80,000.
THEATER BREAKING THROUGH BARRIERS 306 WEST 18TH STREET # 3A NEW YORK, NY 10011	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
Total from continuation sheets				

2013 Tax Information Statement

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number: 1091005708
Recipient's Tax ID Number: 13-3798973

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
VIRGINIA C MARS FOUNDATION
502 DUKE STREET
ALEXANDRIA, VA 22314

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
071813109	BAXTER INTL INC		BAX					
171.0000	01/15/2013	03/06/2012	11,533.50	9,825.64	0.00	1,707.86	0.00	0.00
20030N101	COMCAST CORP CL A		CMCSA					
75.0000	01/22/2013	03/06/2012	2,978.30	2,169.71	0.00	808.59	0.00	0.00
071813109	BAXTER INTL INC		BAX					
654.0000	01/24/2013	Various	44,160.88	36,717.40	0.00	7,443.48	0.00	0.00
071813109	BAXTER INTL INC		BAX					
141.0000	04/01/2013	06/08/2012	10,194.66	7,130.21	0.00	3,064.45	0.00	0.00
071813109	BAXTER INTL INC		BAX					
84.0000	04/02/2013	06/08/2012	6,076.88	4,247.79	0.00	1,829.09	0.00	0.00
Total Short Term Sales			**74,944.22**	**60,090.75**	**0.00**	**14,853.47**	**0.00**	**0.00**
Long Term Sales								
20030N101	COMCAST CORP CL A		CMCSA					
1400.0000	01/22/2013	01/22/2008	55,594.99	23,450.00	0.00	32,144.99	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
175.0000	01/28/2013	08/11/2011	16,029.11	8,775.90	0.00	7,253.21	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
150.0000	01/29/2013	Various	13,775.76	7,470.89	0.00	6,304.87	0.00	0.00

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502 DUKE STREET
ALEXANDRIA, VA 22314

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
6.5800	01/31/2013	01/08/2002	6.58	6.76	0.00	-0.18	0.00	0.00
278642103	EBAY INC		EBAY					
296.0000	02/08/2013	01/23/2009	16,864.63	3,528.97	0.00	13,335.66	0.00	0.00
278642103	EBAY INC		EBAY					
1029.0000	02/12/2013	01/23/2009	58,596.73	12,267.95	0.00	46,328.78	0.00	0.00
24702R101	DELL INC		DELL					
3582.0000	02/13/2013	*Various*	49,415.09	112,096.52	0.00	-62,681.43	0.00	0.00
24702R101	DELL INC		DELL					
893.0000	02/15/2013	Various	12,296.33	19,663.48	0.00	-7,367.15	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
171.0000	02/20/2013	09/13/2011	16,068.51	8,487.57	0.00	7,580.94	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
113.0000	02/25/2013	09/13/2011	10,623.88	5,608.74	0.00	5,015.14	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
141.0000	02/28/2013	09/13/2011	13,239.39	6,998.52	0.00	6,240.87	0.00	0.00
24702R101	DELL INC		DELL					
5775.0000	03/04/2013	Various	80,625.27	84,455.12	0.00	-3,829.85	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
6.6200	03/15/2013	01/08/2002	6.62	6.80	0.00	-0.18	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
256.0000	03/20/2013	10/29/2008	10,872.07	7,654.99	0.00	3,217.08	0.00	0.00
071813109	BAXTER INTL INC		BAX					
69.0000	04/02/2013	04/22/2010	4,991.72	3,467.71	0.00	1,524.01	0.00	0.00
713448108	PEPSICO INC		PEP					
90.0000	04/11/2013	02/21/2012	7,198.57	5,685.72	0.00	1,512.85	0.00	0.00
713448108	PEPSICO INC		PEP					
150.0000	04/12/2013	Various	11,995.64	9,470.26	0.00	2,525.38	0.00	0.00
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
6.6600	04/15/2013	01/08/2002	6.66	6.84	0.00	-0.18	0.00	0.00
713448108	PEPSICO INC		PEP					
95.0000	04/16/2013	03/05/2012	7,597.66	5,963.90	0.00	1,633.76	0.00	0.00
713448108	PEPSICO INC		PEP					
115.0000	04/18/2013	03/05/2012	9,235.77	7,219.46	0.00	2,016.31	0.00	0.00
582266706	MCLEODUSA INC CL A (DELISTED)		MCLD-Z					
105.0000	04/24/2013	04/02/2001	1.00	14,338.39	0.00	-14,337.39	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
969455104	WILLIAMS COMMUNICATIONS GRP (DELISTED)		WCGRQZ					
1069.0000	04/24/2013	12/18/1998	1.00	3,235.27	0.00	-3,234.27	0.00	0.00
713448108	PEPSICO INC		PEP					
375.0000	05/03/2013	Various	31,058.49	23,476.02	0.00	7,582.47	0.00	0.00
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
6.7100	05/15/2013	01/08/2002	6.71	6.89	0.00	-0.18	0.00	0.00
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
6.7600	06/17/2013	01/08/2002	6.76	6.94	0.00	-0.18	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
625.0000	07/11/2013	10/02/2008	44,951.47	26,137.50	0.00	18,813.97	0.00	0.00
713448108	PEPSICO INC		PEP					
300.0000	07/12/2013	03/06/2012	25,206.95	18,702.00	0.00	6,504.95	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
60.0000	07/15/2013	10/02/2008	4,351.91	2,509.20	0.00	1,842.71	0.00	0.00
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
6.7900	07/15/2013	01/08/2002	6.79	6.97	0.00	-0.18	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
46.0000	07/15/2013	11/09/2011	4,702.88	2,958.74	0.00	1,744.14	0.00	0.00

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Cusip / Quantity Sold	*Description* / Date of Sale or Exchange	Date of Acquisition	*Stock or Other Symbol* / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
806407102	HENRY SCHEIN INC COM STK		HSIC					
39.0000	07/16/2013	11/09/2011	3,989.74	2,508.50	0.00	1,481.24	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
240.0000	07/17/2013	10/02/2008	17,382.92	10,036.80	0.00	7,346.12	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
40.0000	07/17/2013	11/09/2011	4,088.92	2,572.82	0.00	1,516.10	0.00	0.00
713448108	PEPSICO INC		PEP					
275.0000	07/18/2013	04/19/2006	23,876.02	16,035.25	0.00	7,840.77	0.00	0.00
713448108	PEPSICO INC		PEP					
75.0000	07/18/2013	03/06/2012	6,511.64	4,675.50	0.00	1,836.14	0.00	0.00
713448108	PEPSICO INC		PEP					
100.0000	07/19/2013	04/19/2006	8,647.79	5,831.00	0.00	2,816.79	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
215.0000	07/23/2013	10/02/2008	15,624.15	8,991.30	0.00	6,632.85	0.00	0.00
084670702	BERKSHIRE HATHAWAY INC-CL B		BRK.B					
562.0000	07/23/2013	10/02/2008	66,581.62	51,566.87	0.00	15,014.75	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
146.0000	07/23/2013	Various	15,118.52	9,386.17	0.00	5,732.35	0.00	0.00

This is important tax information and is being furnished to you.

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502 DUKE STREET
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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
806407102	HENRY SCHEIN INC COM STK		HSIC					
54.0000	07/25/2013	11/01/2011	5,567.41	3,466.55	0.00	2,100.86	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
85.0000	07/31/2013	10/02/2008	6,164.55	3,554.70	0.00	2,609.85	0.00	0.00
084670702	BERKSHIRE HATHAWAY INC-CL B		BRK.B					
63.0000	08/05/2013	10/02/2008	7,463.00	5,780.63	0.00	1,682.37	0.00	0.00
478160104	JOHNSON & JOHNSON		JNJ					
275.0000	08/05/2013	11/18/2009	25,773.78	17,159.07	0.00	8,614.71	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
40.0000	08/05/2013	11/01/2011	4,194.93	2,567.82	0.00	1,627.11	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
69.0000	08/06/2013	Various	7,244.60	4,428.78	0.00	2,815.82	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
91.0000	08/08/2013	10/14/2011	9,602.34	5,839.91	0.00	3,762.43	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
275.0000	08/13/2013	10/02/2008	20,021.25	11,500.50	0.00	8,520.75	0.00	0.00
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
6.8500	08/15/2013	01/08/2002	6.85	7.03	0.00	-0.18	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
397.0000	09/10/2013	10/02/2008	29,344.42	16,602.54	0.00	12,741.88	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
203.0000	09/11/2013	10/02/2008	14,909.22	8,489.46	0.00	6,419.76	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
230.0000	09/16/2013	10/02/2008	17,083.09	9,618.60	0.00	7,464.49	0.00	0.00
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
6.8800	09/16/2013	01/08/2002	6.88	7.06	0.00	-0.18	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
345.0000	09/17/2013	Various	25,526.75	13,167.03	0.00	12,359.72	0.00	0.00
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
6.9400	10/15/2013	01/08/2002	6.94	7.13	0.00	-0.19	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
223.0000	10/16/2013	10/29/2008	9,919.65	6,668.22	0.00	3,251.43	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
377.0000	10/17/2013	Various	16,765.66	11,214.90	0.00	5,550.76	0.00	0.00
26875P101	EOG RESOURCES INC		EOG					
275.0000	10/18/2013	04/09/2012	50,477.81	29,571.52	0.00	20,906.29	0.00	0.00

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249030107	DENTSPLY INTL INC		XRAY					
500.0000	10/21/2013	10/30/2008	22,943.40	14,855.95	0.00	8,087.45	0.00	0.00
38259P508	GOOGLE INC CL A		GOOG					
69.0000	10/21/2013	04/16/2012	69,210.00	41,878.07	0.00	27,331.93	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
173.0000	10/24/2013	10/30/2008	7,815.80	5,140.16	0.00	2,675.64	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
58.0000	10/24/2013	10/14/2011	6,443.81	3,722.14	0.00	2,721.67	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
64.0000	10/25/2013	Various	7,102.75	4,107.00	0.00	2,995.75	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
118.0000	10/28/2013	10/30/2008	5,309.17	3,506.00	0.00	1,803.17	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
78.0000	10/28/2013	10/12/2011	8,665.58	5,002.14	0.00	3,663.44	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
209.0000	10/29/2013	10/30/2008	9,422.02	6,209.79	0.00	3,212.23	0.00	0.00
94106L109	WASTE MANAGEMENT INC		WM					
877.0000	11/06/2013	Various	38,345.72	30,356.82	0.00	7,988.90	0.00	0.00

2013 Tax Information Statement

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number: 1091005708
Recipient's Tax ID Number: 13-3798973

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
VIRGINIA C MARS FOUNDATION
502 DUKE STREET
ALEXANDRIA, VA 22314

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
94106L109	WASTE MANAGEMENT INC		WM					
148.0000	11/07/2013	03/15/2007	6,483.21	4,990.56	0.00	1,492.65	0.00	0.00
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
6.9800	11/15/2013	01/08/2002	6.98	7.17	0.00	-0.19	0.00	0.00
66987V109	NOVARTIS AG - ADR		NVS					
124.0000	11/18/2013	Various	9,739.26	6,853.48	0.00	2,885.78	0.00	0.00
66987V109	NOVARTIS AG - ADR		NVS					
451.0000	11/19/2013	Various	35,372.21	24,737.82	0.00	10,634.39	0.00	0.00
94106L109	WASTE MANAGEMENT INC		WM					
500.0000	11/19/2013	03/15/2007	22,598.65	16,860.00	0.00	5,738.65	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
260.0000	11/20/2013	01/22/2008	7,226.24	3,206.44	0.00	4,019.80	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
260.0000	11/21/2013	01/22/2008	7,190.29	3,206.44	0.00	3,983.85	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
338.0000	11/25/2013	01/22/2008	9,331.54	4,168.37	0.00	5,163.17	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
442.0000	11/26/2013	01/22/2008	12,208.36	5,450.95	0.00	6,757.41	0.00	0.00

This is important tax information and is being furnished to you.

2013 Tax Information Statement

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number: 1091005708
Recipient's Tax ID Number: 13-3798973

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
VIRGINIA C MARS FOUNDATION
502 DUKE STREET
ALEXANDRIA, VA 22314

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
94106L109	WASTE MANAGEMENT INC		WM					
130.0000	11/26/2013	03/15/2007	5,944.45	4,383.60	0.00	1,560.85	0.00	0.00
94106L109	WASTE MANAGEMENT INC		WM					
150.0000	12/02/2013	03/15/2007	6,751.75	5,058.00	0.00	1,693.75	0.00	0.00
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
7.0300	12/16/2013	01/08/2002	7.03	7.22	0.00	-0.19	0.00	0.00
36211PAF0	GOVERNMENT NATIONAL MTGE ASSN POOL #5185							
7.0800	12/31/2013	01/08/2002	7.08	7.27	0.00	-0.19	0.00	0.00
Total Long Term Sales			**1,215,360.69**	**878,635.07**	**0.00**	**336,725.62**	**0.00**	**0.00**
Unknown Term (or Cost) Sales								
087509105	BETHLEHEM STEEL CORP (DELISTED)		BHMSQZ					
28.0000	04/24/2013	01/01/1901	1.00	1.00	0.00	0.00	0.00	0.00
Total Unknown Term (or Cost) Sales			**1.00**	**1.00**	**0.00**	**0.00**	**0.00**	**0.00**

This is important tax information and is being furnished to you.

- 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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	VIRGINIA CRETELLA MARS FOUNDATION	13-3798973
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BBH & CO.(PB-TAX)	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions 140 BROADWAY-4TH FL, 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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 & CO. 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, 2014.

5 For calendar year 2013 , 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 NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 25,459.
b	If this application is for Forms 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	$ 25,459.
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 ▶ Title ▶ CPA Date ▶ 8/7/14

323842
12-31-13