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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

2014

Open to Public Inspection

For calendar year 2014 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. 140 BROADWAY (PB-TAX)	Room/suite	B Telephone number 212-493-8594
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10005		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 15,469,051. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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)
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		38,506.	38,506.		STATEMENT 1
4 Dividends and interest from securities		259,076.	258,227.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		462,345.			
b Gross sales price for all assets on line 6a	1,664,566.				
7 Capital gain net income (from Part IV, line 2)			462,345.		
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		1,204,786.	759,078.		
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	12,875.	0.		12,875.
c Other professional fees	STMT 4	82,476.	82,476.		0.
17 Interest					
18 Taxes	STMT 5	16,329.	6,329.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	3,025.	2,635.		390.
24 Total operating and administrative expenses. Add lines 13 through 23		114,705.	91,440.		13,265.
25 Contributions, gifts, grants paid		659,668.			659,668.
26 Total expenses and disbursements. Add lines 24 and 25		774,373.	91,440.		672,933.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		430,413.			
b Net investment income (if negative, enter -0-)			667,638.		
c Adjusted net income (if negative, enter -0-)				N/A	

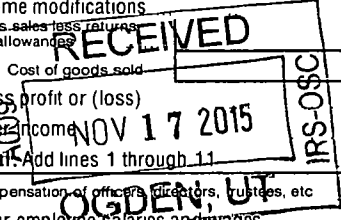
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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,766,005.	602,752.	602,752.
	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	7,313,807.	8,399,943.	11,906,340.
	c Investments - corporate bonds STMT 8	731,912.	731,821.	755,291.
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,245,395.	1,755,663.	2,204,668.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,057,119.	11,490,179.	15,469,051.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	
	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 ▶ ☒			
	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	11,057,119.	11,490,179.	
	30 Total net assets or fund balances	11,057,119.	11,490,179.	
	31 Total liabilities and net assets/fund balances	11,057,119.	11,490,179.	

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	11,057,119.
2 Enter amount from Part I, line 27a	2	430,413.
3 Other increases not included in line 2 (itemize) ▶ BASIS ADJUSTMENT	3	2,647.
4 Add lines 1, 2, and 3	4	11,490,179.
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	11,490,179.

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 1,664,566.		1,202,221.	462,345.

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			462,345.

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	462,345.
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))
2013	581,011.	13,646,862.	.042575
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

2 Total of line 1, column (d)	2	.230338
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	.046068
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	15,006,424.
5 Multiply line 4 by line 3	5	691,316.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,676.
7 Add lines 5 and 6	7	697,992.
8 Enter qualifying distributions from Part XII, line 4	8	672,933.

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	13,353.
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	13,353.
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	13,353.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	13,480.	
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	23,480.	
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	10,127.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 10,127. Refunded ☐ 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 10

Part VII-A Statements Regarding Activities (continued)

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? Website address ► N/A	13	X	
14	The books are in care of ► BROWN BROTHERS HARRIMAN & CO. Telephone no. ► (212) 493-8000 Located at ► 140 BROADWAY (PB-TAX), NEW YORK, NY ZIP+4 ► 10005			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.) 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 2014?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

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

6b

X

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

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

7b

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

N/A

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

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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	14,323,651.
b	Average of monthly cash balances	1b	911,297.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,234,948.
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	15,234,948.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	228,524.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,006,424.
6	Minimum investment return. Enter 5% of line 5	6	750,321.

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	750,321.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	13,353.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,353.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	736,968.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	736,968.
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	736,968.

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	672,933.
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	672,933.
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	672,933.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				736,968.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			659,668.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 672,933.				
a Applied to 2013, but not more than line 2a			659,668.	
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 2014 distributable amount				13,265.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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:	0.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				723,703.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
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				659,668.
b Approved for future payment				
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	150,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				1,035,000.

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

2014

Name of the organization

VIRGINIA CRETELLA MARS FOUNDATION

Employer identification number

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

Special Rules

☐

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐

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

☐

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

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 ☒ 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)
		\$	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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

VIRGINIA CRETELLA MARS FOUNDATION

13-3798973

Part III

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BBH #5708 - SEE STMT ATTACHED	P	VARIOUS	VARIOUS
b	BBH WS LLC - REMS GROUP	P	VARIOUS	VARIOUS
c	BBH WS LLC - REMS GROUP	P	VARIOUS	VARIOUS
d	CLASS ACTION PROCEEDS HEALTHSOUTH	P	VARIOUS	08/28/14
e	CLASS ACTION PROCEEDS DELL	P	VARIOUS	11/04/14
f	DISTRIBUTIONS IN EXCESS OF BASIS - BBH PRIVATE EQ	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
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 1,557,488.		1,202,221.	355,267.
b 1.			1.
c 27.			27.
d 134.			134.
e 224.			224.
f 45,850.			45,850.
g 60,842.			60,842.
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			355,267.
b			1.
c			27.
d			134.
e			224.
f			45,850.
g			60,842.
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	462,345.
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

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
CAPITAL PARTNERS FOR EDUCATION 1413 K STREET, N.W., 2ND FLOOR WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE ST, SUITE 111 PHILADELPHIA, PA 19103-1728	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
FRINGE ARTS 140 N COLUMBUS BLVD. PHILADELPHIA, PA 19106	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
GREENWAY MIDDLE SCHOOL 3002 E. NISBET ROAD PHOENIX, AZ 85032	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
JENKINS ARBORETUM 631 BERWYN BAPTIST ROAD DAVON, PA 19333	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
LAKE SUNAPEE PROTECTIVE ASSOCIATION 63 MAIN STREET, PO BOX 683 SUNAPEE, NH 03782	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
LITERACY FOR INCARCERATED TEENS 1461 FIRST AVE, #113 NEW YORK, NY 10075	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
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.
Total from continuation sheets				529,668.

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
PHILADELPHIA TECH TRAINING INSTITUTE 7446 D OGONTZ AVE PHILADELPHIA, PA 19138	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
ROSEMOUNT CENTER 2000 ROSEMOUNT AVE, NW WASHINGTON, DC 20010	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
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.
ST. JAMES SCHOOL 3217 W. CLEARFIELD ST PHILADELPHIA, PA 19132	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
ST. JOSEPH'S CHILDREN'S HOME PO BOX 1117, 1419 MAIN ST TORRINGTON, WY 82240	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
THE CHILDREN'S ART GUILD 550J GRAND STREET, 11F NEW YORK, NY 10002	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
THE FRIENDS OF GREEN CHIMNEYS 400 DOANSBURG RD BREWSTER, NY 10509	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
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	25,000.
Total from continuation sheets				

13-3798973

3 Grants and Contributions Paid During the Year (Continuation)

423631
05-01-14

VIRGINIA CRETELLA MARS FOUNDATION

13-3798973

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	60,000.
BOYS HOPE GIRLS HOPE 367 CLERMONT AVE BROOKLYN, NY 11238	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
GREENWAY MIDDLE SCHOOL 3002 E. NISBET ROAD PHOENIX, AZ 85032	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
JENKINS ARBORETUM 631 BERWYN BAPTIST ROAD DEVON, PA 19333	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
LAKE SUNAPEE PROTECTIVE ASSOCIATION 63 MAIN STREET, PO BOX 683 SUNAPEE, NH 03782	N/A	PUBLIC CHARITY	GENERAL SUPPORT	80,000.
NATIONAL AQUARIUM, INC 501 E. PRATT ST, PIER 3 BALTIMORE, MD 21202	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	150,000.
PENNSYLVANIA BALLET 1819 JFK BOULEVARD, SUITE 210 PHILADELPHIA, PA 19103-1728	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
SPARK PROGRAM (PHILADELPHIA) 1501 CHERRY STREET PHILADELPHIA, PA 19102	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
ST. JAMES SCHOOL 3217 W. CLEARFIELD ST PHILADELPHIA, PA 19132	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
Total from continuation sheets				855,000.

VIRGINIA CRETELLA MARS FOUNDATION

13-3798973

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 CHILDREN'S ART GUILD 550J GRAND STREET, 11F NEW YORK, NY 10002	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
THE YOUTH SERVICE LEAGUE, INC 2323 EAST 21ST STREET BROOKLYN, NY 11229	N/A	PUBLIC CHARITY	EDUCATIONAL	100,000.
THEATER BREAKING THROUGH BARRIERS 306 WEST 18TH STREET # 3A NEW YORK, NY 10011	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
TWW INC. 317 CLERMONT AVENUE BROOKLYN, NY 11205	N/A	PUBLIC CHARITY	EDUCATIONAL	60,000.
Total from continuation sheets				

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	38,506.	38,506.	
TOTAL TO PART I, LINE 3	38,506.	38,506.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BBH WS LLC - LBC CREDIT PARTNERS III	12,017.	0.	12,017.	12,017.	
BBH WS LLC - REMS GROUP	134.	0.	134.	134.	
BROWN BROTHERS HARRIMAN CO	307,767.	60,842.	246,925.	246,076.	
TO PART I, LINE 4	319,918.	60,842.	259,076.	258,227.	

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	12,875.	0.		12,875.
TO FORM 990-PF, PG 1, LN 16B	12,875.	0.		12,875.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	82,289.	82,289.		0.
AGENT FEE	187.	187.		0.
TO FORM 990-PF, PG 1, LN 16C	82,476.	82,476.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	6,329.	6,329.		0.
FEDERAL TAX PAYMENTS	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	16,329.	6,329.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CT CORPORATION SYSTEM	365.	0.		365.
INVESTMENT EXPENSE	12.	12.		0.
STATE FILING FEE	25.	0.		25.
PASSTHROUGH PORTFOLIO				
DEDUCTIONS	2,623.	2,623.		0.
TO FORM 990-PF, PG 1, LN 23	3,025.	2,635.		390.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MICROSOFT CORP	232,160.	391,341.
UNITED PARCEL SERVICE CL. B	40,520.	80,598.
WAL-MART STORES, INC	71,776.	139,555.
OCCIDENTAL PETROLEUM	104,827.	199,510.
WASTE MANAGEMENT INC.	107,227.	184,290.
BERKSHIRE HATHAWAY INC	273,680.	638,138.
NOVARTIS AG-ADR	239,964.	412,337.
PEPSICO INC.	0.	0.
COMCAST CORP	177,993.	617,748.
CHUBB CORP	172,901.	380,252.
DENTSPLY INTL INC	36,794.	78,786.
DIAGEO PLC- SPONSOORED ADR	124,045.	225,328.
EBAY INC	24,739.	116,449.
LIBERTY MEDIA HLDG CORP INTERACTIVE A	83,687.	235,007.
NESTLE S A SPONS ADR	250,102.	399,401.
PROGRESSIVE CORP OHIO	171,092.	267,876.
EOG RESOURCES INC	173,075.	317,642.
JOHNSON & JOHNSON	0.	0.
U S BANCORP	279,597.	525,915.
BAXTER INTL INC	213,437.	332,077.
SOUTHWSTN ENERGY CO	222,456.	169,198.
TARGET CORP	151,196.	233,423.
WELLS FARGO & CO	268,150.	468,711.
HENRY SCHEIN INC COM STK	51,999.	112,324.
BBH LIMITED DURATION FUND CL N	2,957,296.	2,946,313.
BED BATH & BEYOND INC	212,631.	281,753.
GOOGLE INC CL A	355,189.	432,174.
QUALCOMM INC	255,915.	317,761.
CELANESE CORP SERIES A	122,125.	169,567.
PRAXAIR INC	173,057.	210,535.
SCHLUMBERGER LTD	190,155.	217,796.
UNILEVER N V-NY SHARES	132,833.	135,664.
CALIFORNIA RESOURCES CORP	3,787.	5,455.
ZOETIS INC	226,981.	322,768.
ORACLE CORP	298,557.	340,648.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,399,943.	11,906,340.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERAL NATIONAL MTGE. ASSN.	296,305.	313,137.
GNMA POOL #518506	2,443.	2,718.
AMERICAN EXPRESS CREDIT 5.3% DUE 12/2/15	97,352.	104,022.
IBM 5.7% DUE 9/14/17	113,388.	111,444.
JPMORGAN CHASE & CO 6% DUE 1/15/18	110,183.	111,884.
BURLINGTON NORTHERN SANTA FE 5.75% DUE 3/15/18	112,150.	112,086.
TOTAL TO FORM 990-PF, PART II, LINE 10C	731,821.	755,291.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH INTERNATIONAL EQUITY FD. CLN	FMV	381,421.	623,135.
T ROWE PRICE INST HIGH YIELD	FMV	185,000.	193,183.
LONGLEAF PARTNERS SMALL CAP FD	FMV	200,000.	268,491.
PIMCO TOTAL RETURN FUND	FMV	0.	0.
BBH WS LLC - LBC CREDIT PARTNERS III	FMV	360,404.	372,883.
AIT GLOBAL EMERGING MARKETS OPPORTUNITY FUND	FMV	550,000.	581,109.
BBH PRIVATE EQUITY PARTNERS III	FMV	0.	86,836.
BBH WS LLC - REMS GROUP	FMV	78,838.	79,031.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,755,663.	2,204,668.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 10

NAME OF CONTRIBUTOR

ADDRESS

VIRGINIA C. MARS CHARITABLE LEAD
TRUSTC/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 11

NAME AND ADDRESS

TITLE AND
AVRG HRS/WKCOMPEN-
SATIONEMPLOYEE
BEN PLAN EXPENSE
CONTRIB ACCOUNTVALERIE 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

VICE PRESIDENT

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13-3798973

SECRETARY

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DIRECTOR

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DIRECTOR

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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

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.