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EXTENDED TO NOVEMBER 15, 2017

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

2016

Open to Public Inspection

For calendar year 2016 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) Room/suite C/O BBH & CO. 140 BROADWAY (PB-TAX)	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 ☐ 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) ▶$ 15,004,356. 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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	168.	168.		STATEMENT 1
	4 Dividends and interest from securities	289,164.	289,164.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	494,546.			
	b Gross sales price for all assets on line 6a 1,827,574.				
	7 Capital gain net income (from Part IV, line 2)		494,546.		
	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	17,247.	17,247.		STATEMENT 3
	12 Total Add lines 1 through 11	801,125.	801,125.		
Operating and Administrative Expenses	13 Compensation of officers directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	19,645.	0.		19,645.
	c Other professional fees STMT 5	77,551.	77,551.		0.
	17 Interest				
	18 Taxes STMT 6	21,263.	6,263.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	42,436.	42,031.		405.
	24 Total operating and administrative expenses Add lines 13 through 23	160,895.	125,845.		20,050.
	25 Contributions, gifts, grants paid	723,577.			723,577.
	26 Total expenses and disbursements Add lines 24 and 25	884,472.	125,845.		743,627.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<83,347.>			
	b Net investment income (if negative, enter -0-)		675,280.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	10.		
2 Savings and temporary cash investments	679,862.	970,400.	970,400.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations			
b Investments - corporate stock STMT 8	6,808,782.	6,494,072.	8,566,915.
c Investments - corporate bonds STMT 9	2,345.	2,239.	2,434.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 10	5,076,812.	5,061,453.	5,464,607.
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)	12,567,811.	12,528,164.	15,004,356.
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	12,567,811.	12,528,164.	
30 **Total net assets or fund balances**	12,567,811.	12,528,164.	
31 **Total liabilities and net assets/fund balances**	12,567,811.	12,528,164.	

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	12,567,811.
2 Enter amount from Part I, line 27a	2	<83,347.>
3 Other increases not included in line 2 (itemize) ▶ BASIS ADJUSTMENT	3	61,267.
4 Add lines 1, 2, and 3	4	12,545,731.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	17,567.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,528,164.

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	1,827,574.		1,333,028.	494,546.

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				494,546.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	494,546.
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))
2015	727,884.	15,123,515.	.048129
2014	672,933.	15,006,424.	.044843
2013	581,011.	13,646,862.	.042575
2012	498,622.	11,864,514.	.042026
2011	536,913.	11,071,434.	.048495

2 Total of line 1, column (d)	2	.226068
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	.045214
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	14,915,906.
5 Multiply line 4 by line 3	5	674,408.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,753.
7 Add lines 5 and 6	7	681,161.
8 Enter qualifying distributions from Part XII, line 4	8	743,627.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	6,753.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	6,753.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,753.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	15,918.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	15,918.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	9,165.
11 Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶		9,165. 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 2016 or the taxable year beginning in 2016 (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	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

Located at ▶ 140 BROADWAY (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

			Yes	No
16	At any time during calendar year 2016, 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 FinCEN Form 114 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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016)*	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 2016?		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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 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	13,788,970.
b	Average of monthly cash balances		1b	1,354,082.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	15,143,052.
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	15,143,052.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	227,146.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	14,915,906.
6	**Minimum investment return** Enter 5% of line 5		6	745,795.

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	745,795.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 6,753.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	6,753.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	739,042.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	739,042.
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	739,042.

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	743,627.
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	743,627.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,753.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	736,874.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				739,042.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			723,577.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶$ 743,627.				
a Applied to 2015, but not more than line 2a			723,577.	
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 2016 distributable amount				20,050.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				718,992.
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 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	(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				
ANSONIA MUSIC OUTREACH 330 WADSWORTH AVENUE, 2G NEW YORK, NY 10040	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	20,000.
CAPITAL PARTNERS FOR EDUCATION 1413 K STREET, NW THIRD FLOOR WASHINGTON, DC 20005	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	40,000.
EVERYBODY MATTERS 11444 N 28TH DRIVE #4 PHOENIX, AZ 85029	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	15,000.
BIG APPLE CIRCUS 1 METROTECH CENTER, 3RD FLOOR BROOKLYN, NY 11201-3949	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	30,000.
FREE LIBRARY OF PHILADELPHIA 1901 VINE ST. STE. 111 PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	723,577.
b Approved for future payment				
CHILDREN'S ART GUILD 550 J GRAND STREET, SUITE 11F NEW YORK, NY 10002	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	120,000.
FRINGE ARTS 140 N. COLUMBUS BLVD. (AT RACE ST.) PHILADELPHIA, PA 19106	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	15,000.
JENKINS ARBORETUM & GARDENS 631 BERWYN BAPTIST RD. DEVON, PA 19333	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	500,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	168.	
4 Dividends and interest from securities			14	289,164.	
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			14	17,247.	
8 Gain or (loss) from sales of assets other than inventory			18	494,546.	
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.		801,125.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 801,125.

(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

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

Stephanie J. Schwartz | 11/8/17 | Title

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TONY HUANG		11/6/17		P00308617

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

623622 11-23-16

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 STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b	EXCESS DISTRIBUTION BBH PEP III	P	VARIOUS	VARIOUS
c	BBH - ALTAROCK PARTNERS	P	VARIOUS	VARIOUS
d	BBH - BARES MID-LARGE CAP	P	VARIOUS	VARIOUS
e	BBH - BURGUNDY EMERGING MARKET	P	VARIOUS	VARIOUS
f	BBH - CLARKSTON CAPITAL PARTNERS	P	VARIOUS	VARIOUS
g	BBH - REMS GROUP	P	VARIOUS	VARIOUS
h	BBH - SELECT EQUITIES SERIES	P	VARIOUS	VARIOUS
i	BBH - ALTAROCK PARTNERS	P	VARIOUS	VARIOUS
j	BBH - BARES MID-LARGE CAP	P	VARIOUS	VARIOUS
k	BBH - BURGUNDY EMERGING MARKET	P	VARIOUS	VARIOUS
l	BBH - CLARKSTON CAPITAL PARTNERS	P	VARIOUS	VARIOUS
m	BBH - REMS GROUP	P	VARIOUS	VARIOUS
n	BBH - SELECT EQUITIES SERIES	P		
o	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,721,972.		1,276,511.	445,461.
b	22,335.			22,335.
c			12,996.	<12,996.>
d			9,068.	<9,068.>
e			361.	<361.>
f	682.			682.
g	6,344.			6,344.
h			7,094.	<7,094.>
i	2,761.			2,761.
j			26,392.	<26,392.>
k			606.	<606.>
l	1,953.			1,953.
m	8,294.			8,294.
n	21,291.			21,291.
o	41,942.			41,942.

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				445,461.
b				22,335.
c				<12,996.>
d				<9,068.>
e				<361.>
f				682.
g				6,344.
h				<7,094.>
i				2,761.
j				<26,392.>
k				<606.>
l				1,953.
m				8,294.
n				21,291.
o				41,942.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	494,546.
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
CHILDREN'S ART GUILD 550 J GRAND STREET, SUITE 11F NEW YORK, NY 10002	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	40,000.
YOUTH SERVICE LEAGUE, INC. 181A 29TH STREET BROOKLYN, NY 11232	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	25,000.
FRINGE ARTS 140 N. COLUMBUS BLVD. (AT RACE ST.) PHILADELPHIA, PA 19106	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	15,000.
URBAN DOVE 2600 NORTH HOWARD ST., SUITE 1300 BALTIMORE, MD 21218	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	15,000.
INSTITUTE FOR LOCAL SELF-RELIANCE 2720 EAST 22ND STREET MINNEAPOLIS, MN 55406	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	30,000.
JENKINS ARBORETUM & GARDENS 631 BERWYN BAPTIST RD. DEVON, PA 19333	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	25,000.
LAKE SUNAPEE PROTECTIVE ASSOCIATION 63 MAIN STREET, PO BOX 683 SUNAPEE, NH 03782	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	20,000.
LONDOWNTOWNE SYMPHONY ORCHESTRA P.O. BOX 926 EDGEWATER, MD 21037	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	15,000.
NATIONAL AQUARIUM 111 MARKET PLACE, SUITE 800 BALTIMORE, MD 21202	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
SOCIETY FOR THE PROTECTION OF NH FORESTS 54 PORTSMOUTH STREET CONCORD, NH 03301	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	25,000.
Total from continuation sheets				608,577.

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
NATURAL LANDS TRUST HILDACY FARM, 1031 PALMERS MILL ROAD MEDIA, PA 19063	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	50,000.
NEIGHBORHOOD GARDENS TRUST 100 N. 20TH STREET, 5TH FLOOR PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	25,000.
PENNSYLVANIA BALLET 1819 JFK BOULEVARD, SUITE 201 PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	20,000.
ROSEMOUNT CENTER 2000 ROSEMOUNT AVE, NW WASHINGTON, DC 20010	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	10,000.
SMITH MEMORIAL PLAYGROUND AND PLAYHOUSE 3500 RESERVOIR DR. PHILADELPHIA, PA 19121	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	25,000.
SPARK PHILADELPHIA 1501 CHERRY ST. PHILADELPHIA, PA 19102	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	25,000.
ST. JAMES SCHOOL 3217 WEST CLEARFIELD STREET PHILADELPHIA, PA 19132	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	50,000.
THE AUSBON SARGENT LAND PRESERVATION PO BOX 2040, 71 PLEASANT ST. NEW LONDON, NH 03257-2040	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	50,000.
THE FRIENDS OF GREEN CHIMNEYS 400 DOANSBURG ROAD, BOX 719 BREWSTER, NY 10509-0719	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	20,000.
THE LITERACY LAB 1003 K ST. NW, 5TH FLOOR WASHINGTON, DC 20001	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	30,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE READING TEAM 2090 ADAM CLAYTON POWELL, JR. BLVD., SUITE 100 NEW YORK, NY 10027	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	40,000.
THEATRE BREAKING THROUGH BARRIERS 400 W. 43RD ST., #43R NEW YORK, NY 10036	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	25,000.
TOURNIQUET PO BOX 333, WHITESTONE STATION FLUSHING, NY 11357	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	3,577.
TWW, INC. 317 CLERMONT AVENUE, #2M BROOKLYN, NY 11205	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	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
LAKE SUNAPEE PROTECTIVE ASSOCIATION 63 MAIN STREET, PO BOX 683 SUNAPEE 03782	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	40,000.
NATURAL LANDS TRUST HILDACY FARM, 1031 PALMERS MILL ROAD MEDIA 19063	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	50,000.
ROSEMOUNT CENTER 2000 ROSEMOUNT AVE, NW WASHINGTON 20010	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	20,000.
THE AUSBON SARGENT LAND PRESERVATION PO BOX 2040, 71 PLEASANT ST. NEW LONDON 03257-2040	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	50,000.
THE FRIENDS OF GREEN CHIMNEYS 400 DOANSBURG ROAD, BOX 719 BREWSTER 10509-0719	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	60,000.
THE READING TEAM 2090 ADAM CLAYTON POWELL, JR. BLVD., SUITE 100 NEW YORK 10027	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	40,000.
TWW, INC. 317 CLERMONT AVENUE, #2M BROOKLYN 11205	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	30,000.
YOUTH SERVICE LEAGUE, INC. 181A 29TH STREET BROOKLYN 11232	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL SUPPORT	50,000.
Total from continuation sheets				340,000.

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	168.	168.	
TOTAL TO PART I, LINE 3	168.	168.	

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 - ALTAROCK PARTNERS	10,727.	0.	10,727.	10,727.	
BBH - BARES MID-LARGE CAP	7,957.	0.	7,957.	7,957.	
BBH - BURGUNDY EMERGING MARKET	15,311.	0.	15,311.	15,311.	
BBH - CLARKSTON CAPITAL PARTNERS SMALL-MID CAP	5,831.	0.	5,831.	5,831.	
BBH - LBC CREDIT PARTNERS III	52,455.	0.	52,455.	52,455.	
BBH - REMS GROUP	6,448.	0.	6,448.	6,448.	
BBH - SELECT EQUITY	14,940.	0.	14,940.	14,940.	
BROWN BROTHERS HARRIMAN CO	217,437.	41,942.	175,495.	175,495.	
TO PART I, LINE 4	331,106.	41,942.	289,164.	289,164.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASS-THROUGH ENTITY	17,247.	17,247.	
TOTAL TO FORM 990-PF, PART I, LINE 11	17,247.	17,247.	

VIRGINIA CRETELLA MARS FOUNDATION 13-3798973

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,645.	0.		19,645.
TO FORM 990-PF, PG 1, LN 16B	19,645.	0.		19,645.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	77,551.	77,551.		0.
AGENT FEE	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	77,551.	77,551.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	6,263.	6,263.		0.
FEDERAL TAX	15,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	21,263.	6,263.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CT CORPORATION SYSTEM	380.	0.		380.
INVESTMENT EXPENSE	64.	64.		0.
STATE FILING FEE	25.	0.		25.
PASSTHROUGH PORTFOLIO DEDUCTIONS	41,967.	41,967.		0.
TO FORM 990-PF, PG 1, LN 23	42,436.	42,031.		405.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MICROSOFT CORP	97,058.	239,550.
UNITED PARCEL SERVICE CL. B	40,520.	83,114.
WAL-MART STORES, INC	65,990.	103,265.
OCCIDENTAL PETROLEUM	0.	0.
WASTE MANAGEMENT INC.	23,871.	61,408.
BERKSHIRE HATHAWAY INC	257,622.	664,143.
NOVARTIS AG-ADR	132,191.	169,353.
COMCAST CORP	54,043.	224,343.
CHUBB CORP	0.	0.
DENTSPLY INTL INC	13,782.	31,982.
DIAGEO PLC- SPONSOORED ADR	124,045.	205,282.
EBAY INC	0.	0.
LIBERTY INTERACTIVE CORP.	78,449.	149,610.
NESTLE S A SPONS ADR	66,960.	111,197.
PROGRESSIVE CORP OHIO	34,465.	88,395.
EOG RESOURCES INC	0.	0.
U S BANCORP	150,494.	347,261.
BAXALTA INC.	0.	0.
SOUTHWSTN ENERGY CO	0.	0.
WELLS FARGO & CO	239,417.	425,725.
HENRY SCHEIN INC	26,095.	53,099.
BBH LIMITED DURATION FUND CL N	2,957,296.	2,909,018.
BED BATH & BEYOND INC	212,631.	150,327.
ALPHABET INC CL C	325,016.	594,301.
QUALCOMM INC	232,910.	254,476.
CELANESE CORP SERIES A	122,125.	222,677.
PRAXAIR INC	156,375.	172,855.
SCHLUMBERGER LTD	0.	0.
UNILEVER N V-NY SHARES	64,990.	69,802.
ZOETIS INC	226,981.	401,528.
ORACLE CORP	316,557.	307,600.
PAYPAL HOLDINGS	60,033.	132,225.
DISCOVERY COMMUNICATIONS	128,329.	129,883.
LIBERTY GLOBAL PLC	90,248.	86,130.
PERRIGO CO PLC	113,418.	89,555.
NIELSEN HOLDING	35,516.	34,609.
FLEETCOR TECHNOLOGIES INC	46,645.	54,202.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,494,072.	8,566,915.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GNMA POOL #518506	2,239.	2,434.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,239.	2,434.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH INTERNATIONAL EQUITY FD. CLN	FMV	216,256.	396,586.
LONGLEAF PARTNERS SMALL CAP FD	FMV	200,000.	242,630.
BBH - LBC CREDIT PARTNERS III	FMV	377,628.	383,005.
AIT GLOBAL EMERGING MARKETS OPPORTUNITY FUND	FMV	0.	0.
BBH - REMS GROUP	FMV	325,090.	334,808.
BBH - ALTAROCK	FMV	621,176.	687,015.
BBH - BARES	FMV	960,720.	1,004,774.
BBH - CLARKSTON	FMV	386,312.	430,636.
BBH - SELECT EQUITY	FMV	1,292,524.	1,325,425.
BBH - BURGUNDY	FMV	681,747.	659,728.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,061,453.	5,464,607.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

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	VICE PRESIDENT 1.00	0.	0.	0.
KIMBERLY V. SPINA C/O BBH & CO, 140 BROADWAY (PB-TAX) NEW YORK, NY 10005	SECRETARY 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.