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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
CHARLOTTE W NEWCOMBE FOUNDATION

% TOM WILFRID

Number and street (or P O box number if mail is not delivered to street address)
35 PARK PL

Room/suite

City or town, state, and ZIP code
PRINCETON, NJ 085426918

A Employer identification number
23-2120614

B Telephone number (see page 10 of the instructions)
(609) 924-7022

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 45,490,367

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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) (see page 11 of the instructions))*

	Line	Description	(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 (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	38	38		
	4	Dividends and interest from securities	466,811	777,871		
	5a	Gross rents	26,400	26,400		
	b	Net rental income or (loss) 13,328				
	6a	Net gain or (loss) from sale of assets not on line 10	1,168,637			
	b	Gross sales price for all assets on line 6a 3,945,227				
	7	Capital gain net income (from Part IV, line 2)		1,543,361		
	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) (attach schedule)				
	11	Other income (attach schedule)	328,679	530,220		
	12	**Total.** Add lines 1 through 11	1,990,565	2,877,890		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	169,506	57,852		111,654
	14	Other employee salaries and wages	87,819	11,235		76,584
	15	Pension plans, employee benefits	17,344	3,779		13,565
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	19,000	19,000		
	c	Other professional fees (attach schedule)	227,612	151,667		
	17	Interest		59,166		
	18	Taxes (attach schedule) (see page 14 of the instructions)	24,109			
	19	Depreciation (attach schedule) and depletion	19,735	151,199		
	20	Occupancy	26,889	13,072		13,817
	21	Travel, conferences, and meetings	12,039			12,039
	22	Printing and publications	2,171			2,171
	23	Other expenses (attach schedule)	13,514			13,514
	24	**Total operating and administrative expenses.** Add lines 13 through 23	619,738	466,970		243,344
	25	Contributions, gifts, grants paid	2,160,285			2,143,682
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,780,023	466,970		2,387,026
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-789,458			
	b	**Net investment income** (if negative, enter -0-)		2,410,920		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	339,459	69,756	69,756
2	Savings and temporary cash investments	89,161	41,457	41,457
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 (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	45,566,798	41,971,484	44,579,337
14	Land, buildings, and equipment basis ▶ 754,066			
	Less accumulated depreciation (attach schedule) ▶ 375,134	397,792	378,932	792,000
15	Other assets (describe ▶)	27,684	7,817	7,817
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	46,420,894	42,469,446	45,490,367
Liabilities 17	Accounts payable and accrued expenses	20,845	28,782	
18	Grants payable	1,210,717	1,227,310	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	1,231,562	1,256,092	
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	45,189,332	41,213,354	
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			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	45,189,332	41,213,354	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	46,420,894	42,469,446	

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	45,189,332
2	Enter amount from Part I, line 27a	2	-789,458
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	44,399,874
5	Decreases not included in line 2 (itemize) ▶	5	3,186,520
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	41,213,354

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 Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,543,361
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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))
2010	2,266,237	43,991,026	0 051516
2009	2,014,772	39,301,486	0 051265
2008	2,418,286	47,035,044	0 051415
2007	2,762,831	54,282,286	0 050897
2006	2,473,414	50,207,904	0 049263

2	**Total** of line 1, column (d).	2	0 254356
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	0 050871
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	46,315,420
5	Multiply line 4 by line 3.	5	2,356,112
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	24,109
7	Add lines 5 and 6.	7	2,380,221
8	Enter qualifying distributions from Part XII, line 4.	8	2,387,026

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	24,109
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	
3	Add lines 1 and 2	3	24,109
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	24,109
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 17,000		
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	17,000
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	7,109
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶	11	

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NJ, PA			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶http //www newcombefoundation org

14 The books are in care of ▶TOM WILFRID Telephone no ▶(609) 924-7022

Located at ▶35 PARK PL PRINCETON NJ ZIP+4 ▶08542

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 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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 page 20 of the instructions)	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 ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?	**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? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	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?	**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 (see page 22 of the instructions).

(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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
PRIME BUCHHOLZ & ASSOCIATES INC 25 CHESTNUT ST PORTSMOUTH, NH 03801	INVESTMENT CONSULT	65,205
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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 SCHOLARSHIPS AND FELLOWSHIPS GIVEN TO EDUCATIONAL INSTITUTIONS	2,387,026
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	46,051,490
b	Average of monthly cash balances	1b	177,241
c	Fair market value of all other assets (see page 24 of the instructions)	1c	792,000
d	**Total** (add lines 1a, b, and c)	1d	47,020,731
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	47,020,731
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	705,311
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	46,315,420
6	**Minimum investment return.** Enter 5% of line 5	6	2,315,771

Part XI **Distributable Amount** (see page 25 of the 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	2,315,771
2a	Tax on investment income for 2011 from Part VI, line 5	2a	24,109		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	24,109
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,291,662
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,291,662
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,291,662

Part XII **Qualifying Distributions** (see page 25 of the 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	2,387,026
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,387,026
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 (see page 26 of the instructions)	5	24,109
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,362,917

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,291,662
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009 , 2008 , 2007		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. 11,803				
b From 2007. 155,095				
c From 2008. 89,414				
d From 2009. 57,781				
e From 2010. 74,280				
f **Total** of lines 3a through e.	388,373			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,387,026				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				2,291,662
e Remaining amount distributed out of corpus	95,364			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	483,737			
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	11,803			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	471,934			
10 Analysis of line 9				
a Excess from 2007. . . . 155,095				
b Excess from 2008. . . . 89,414				
c Excess from 2009. . . . 57,781				
d Excess from 2010. . . . 74,280				
e Excess from 2011. . . . 95,364				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

THOMAS N WILFRID
35 PARK PL
PRINCETON,NJ 08542
(609) 924-7022

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

COLLEGES & UNIVERSITIES INTERESTED IN NEWCOMBE SCHOLARSHIPS MAY WRITE OR PHONE THE FOUNDATION'S OFFICE, APPLICATION PROCEDURES WILL BE EXPLAINED APPLICATION FOR NEWCOMBE SCHOLARSHIPS FOR MATURE SECOND-CAREER WOMEN STUDENTS OR FOR NEWCOMBE SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES REQUIRES COMPLETION OF INFORMATION FORMS AND SUBMISSION OF A REQUEST FOR FUNDING THAT EXPLAINS SERVICES PROVIDED TO SUCH STUDENTS, ADMINISTRATION ARRANGEMENTS FOR THE PROPOSED SCHOLARSHIP GRANT, AND ANY MATCHING FUNDING THE COLLEGE OR UNIVERSITY WOULD PROVIDE TO AUGMENT THE NEWCOMBE FUNDING OR TO BUILD AN ENDOWED SCHOLARSHIP FUND TO BENEFIT THESE STUDENTS NOTE GEOGRAPHICAL RESTRICTIONS IN PART XV, LINE 2(D) PARAGRAPH (1) BELOW IN EVERY CASE, A COPY OF THE INSTITUTION'S LETTER OF EXEMPT STATUS UNDER IRS CODE MUST ACCOMPANY THE APPLICATION AND THE INSTITUTION'S EMPLOYER IDENTIFICATION NUMBER (EIN) MUST BE FURNISHED APPLICATION FOR NEWCOMBE DOCTORAL DISSERTATION FELLOWSHIPS IN ETHICS AND RELIGION MUST BE MA

c Any submission deadlines

APPLICATION MATERIAL FOR SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES AND FOR MATURE WOMEN STUDENTS I

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

ALL GRANTS OF THE NEWCOMBE FOUNDATION ARE FOR SCHOLARSHIPS OR DOCTORAL FELLOWSHIPS IN THE PROGRAMS LISTED ABOVE GRANTS ARE ONLY MADE TO COLLEGES, UNIVERSITIES, OR FOUNDATIONS NO GRANTS ARE MADE TO INDIVIDUALS NO MONEY IS AVAILABLE FOR PROGRAM DEVELOPMENT, STAFFING OR GENERAL SUPPORT NO FUNDS ARE AWARDED FOR POST-DOCTORAL WORK NEWCOMBE FOUNDATION GRANTS ARE MADE IN THREE PROGRAMS WITH THE FOLLOWING RESTRICTIONS (1) NEWCOMBE DOCTORAL DISSERTATION FELLOWSHIPS UP TO 30 NEWCOMBE FELLOWS ARE SELECTED ANNUALLY IN A NATIONAL COMPETITION DOCTORAL DEGREE CANDIDATES IN THE HUMANITIES AND SOCIAL SCIENCES WHOSE WORK FOCUSES ON ETHICS AND RELIGION MAY APPLY TO THE WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATION (ADDRESS ABOVE) SUPPORT IS LIMITED TO ONE YEAR (2) NEWCOMBE SCHOLARSHIPS FOR MATURE SECOND-CAREER WOMEN STUDENTS ARE RESTRICED GEOGRAPHICALLY TO COLLEGES AND UNIVERSITIES IN PA, NJ, MD, DE, DC AND NY CITY NO GRANTS ARE MADE IN THIS PROGRAM TO TWO-YEAR COLLEGES, PUBLIC OR PRIVATE, OR

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* See Additional Data Table				
Total . . . . ▶ **3a**				2,143,682
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				1,232,310

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	38	
4 Dividends and interest from securities			14	466,811	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	13,328	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	328,679	
8 Gain or (loss) from sales of assets other than inventory			18	1,168,637	
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) . .				1,977,493	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,977,493

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

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

****** | 2012-09-25 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
HEIDI L DREYFUSS			
Firm's name ▶ WITHUM SMITH BROWN PC		Firm's EIN ▶	
Firm's address ▶ 5 VAUGHN DR PRINCETON, NJ 085406313		Phone no (609) 520-1188	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☑ Yes ☐ No

Additional Data

Software ID:	
Software Version:	
EIN:	23-2120614
Name:	CHARLOTTE W NEWCOMBE FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1 847 ACADIAN INTERNATIONAL			2011-02-05
101 665 ACADIAN INTERNATIONAL			2011-04-21
1 906 ACADIAN INTERNATIONAL			2011-04-27
1 845 ACADIAN INTERNATIONAL			2011-07-26
1 956 ACADIAN INTERNATIONAL			2011-10-24
ADAGE CAPITAL PARTNERS			2011-07-01
11640 353 DODGE & COX INTL			2011-04-21
27526 705 AMG SYSTEMATIC MIDCP			2011-04-25
3531 073 VANGUARD INFL PROT SC			2011-09-19
21238 938 VANGUARD INFL PROT S			2011-12-15
GENEVA MID CAP GRWTH SHORT TRM			2011-12-31
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,003		2,935	3,068
335,000		161,577	173,423
6,397		3,029	3,368
6,159		2,932	3,227
5,586		3,109	2,477
900,000		628,284	271,716
435,000		507,429	-72,429
335,000		306,999	28,001
50,000		43,526	6,474
600,000		514,604	85,396
221,563		227,442	-5,879
			125,858

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			3,068
			173,423
			3,368
			3,227
			2,477
			271,716
			-72,429
			28,001
			6,474
			85,396
			-5,879

Form 990PF Part VIII Line 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
JANET A FEARON 35 PARK PL PRINCETON, NJ 085426918	TRUSTEE 2 0	7,000	0	0
ROBERT M ADAMS 35 PARK PL PRINCETON, NJ 085426918	TRUSTEE 2 0	7,000	0	0
J BARTON LEUDEKE 35 PARK PL PRINCETON, NJ 085426918	TRUSTEE 2 0	7,000	0	0
ELIZABETH T FRANK 35 PARK PL PRINCETON, NJ 085426918	TRUSTEE 2 0	7,000	0	0
AARON E GAST 35 PARK PL PRINCETON, NJ 085426918	TRUSTEE 2 0	7,000	0	0
THOMAS WILFRID 35 PARK PL PRINCETON, NJ 085426918	EXECUTIVE DIRECTOR 40 0	134,506	0	0

Form 990PF Part XV Line 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*				
AMERICAN UNIVERSITY440 MASSACHUSETTS AVE WASHINGTON, DC 20016		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	32,000
ARCADIA UNIVERSITY450 S EASTON RD GLENSIDE, PA 19038		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	35,000
BLOOMFIELD COLLEGE467 FRANKLIN ST BLOOMFIELD, NJ 07003		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	47,000
CEDAR CREST COLLEGE100 COLLEGE DR ALLENTOWN, PA 18104		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	58,000
MISERICORDIA UNIVERSITY301 LAKE ST DALLAS, PA 18612		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	41,000
COLUMBIA UNIVERSITY SCHOOL OF GENERAL STUDIES408 LEWISOHN HALL NEW YORK, NY 10027		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	35,000
FORDHAM UNIVERSITY441 E FORDHAM RD BRONX, NY 10458		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	40,000
GANNON UNIVERSITY109 UNIVERSITY SQUARE ERIE, PA 16541		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	13,500
GWYNEDD-MERCY COLLEGE SUMNEYTOWN PIKE GWYNEDD VALLEY, PA 19437		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	58,000
HUNTER COLLEGE695 PARK AVE NEW YORK, NY 10021		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	46,000
KEAN UNIVERSITY FOUNDATION 1000 MORRIS AVE UNION, NJ 07083		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	37,000
LA SALLE UNIVERSITY1900 W OLNEY AVE PHILADELPHIA, PA 19141		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	47,000
MARYWOOD UNIVERSITY2300 ADAMS AVE SCRANTON, PA 18509		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	30,000
MORAVIAN COLLEGE1200 MAIN ST BETHLEHEM, PA 18018		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	25,000
NEUMANN UNIVERSITY1 NEUMANN DR ASTON, PA 19014		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	18,000
RIDER UNIVERSITY2083 LAWRENCEVILLE RD LAWRENCEVILLE, NJ 08648		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	41,000
RUTGERS UNIVERSITY FOUNDATION7 COLLEGE AVE NEW BRUNSWICK, NJ 08901		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	45,500
TOWSON UNIVERSITY FOUNDATION8000 YORK RD TOWSON, MD 21252		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	42,000
UNIVERSITY OF MARYLAND3300 METZEROTT RD ADELPHI, MD 20783		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	59,500
UNIVERSITY OF SCRANTON800 LINDEN ST SCRANTON, PA 18510		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	13,000
ST JOSEPHS UNIVERSITY5600 CITY LINE AVE PHILADELPHIA, PA 19131		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	30,000
WEST CHESTER UNIVERSITY100 W ROSEDALE AVE WEST CHESTER, PA 19383		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	38,000
WIDENER UNIVERSITY1 UNIVERSITY PL CHESTER, PA 19013		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	38,000
NEW SCHOOL UNIVERSITY66 W 12TH ST NEW YORK, NY 10011		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	32,500
WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATIONCN 5281 PRINCETON, NJ 08543		PUBLIC CHARITY	NEWCOMBE DOCTORAL DISSERTATION FELLOWSHIPS	750,217
BROOKLYN COLLEGE2900 BEDFORD AVE BROOKLYN, NY 11210		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	33,500
EDINBORO UNIVERSITY OF PA 210 MEADVILLE ST EDINBORO, PA 16444		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	32,500
GALLAUDET UNIVERSITY800 FLORIDA AVE NE WASHINGTON, DC 20002		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	38,000
LONG ISLAND UNIVERSITY-BROOKLYN CAMPUSUNIVERSITY CENTER BROOKVILLE, NY 11548		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	14,000
MCDANIEL COLLEGE2 COLLEGE HILL WESTMINSTER, MD 21157		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	12,500

Form 990PF Part XV Line 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*				
NEW YORK UNIVERSITY70 WASHINGTON SQUARE S NEW YORK,NY 10012		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	11,250
PENNSYLVANIA STATE UNIVERSITY17 OLD MAIN UNIVERSITY PARK,PA 16802		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	80,500
TEMPLE UNIVERSITYBROAD MONTGOMERY STREETS PHILADELPHIA,PA 19122		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	73,000
GEORGIAN COURT UNIVERSITY 900 LAKEWOOD AVE LAKEWOOD,NJ 087012697		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	27,000
THE FOUNDATION CENTER79 FIFTH AVE NEW YORK,NY 10003		PUBLIC CHARITY	SUPPORT OF SERVICES TO GRANT SEEKERS	4,000
ELIZABETHTOWN COLLEGE1 ALPHA DR ELIZABETHTOWN,PA 170222298		PUBLIC CHARITY	MATURE SECOND CAREER-WOMEN SCHOLARSHIPS	25,000
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT ST PENNSYLVANIA,PA 191046243		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	25,000
COUNCIL ON FOUNDATIONS2121 CRYSTAL DR STE 700 ARLINGTON,VA 222027306		PUBLIC CHARITY	GENERAL SUPPORT	4,780
COUNCIL OF NEW JERSEY GRANTMAKERS101 W STATE ST TRENTON,NJ 08608		PUBLIC CHARITY	GENERAL SUPPORT	250
WILSON COLLEGE1025 PHILADELPHIA AVE CHAMBERSBURG,PA 17201		PUBLIC CHARITY	MATURE SECOND CAREER-WOMEN SCHOLARSHIPS	25,000
MERCY COLLEGE555 BROADWAY DOBBS FERRY,NY 10522		PUBLIC CHARITY	MATURE SECOND CAREER-WOMEN SCHOLARSHIPS	25,000
ASSOCIATION OF SMALL FOUNDATIONS1720 N ST NW WASHINGTON,DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	185
MARYVILLE COLLEGE502 E LAMAR ALEXANDER PKWY MARYVILLE,TN 37804		PUBLIC CHARITY	SPECIAL SCHOLARSHIP ENDOWMENT	25,000
TUSCULUM COLLEGE1305 CENTERPOINT BLVD KNOXVILLE,TN 37932		PUBLIC CHARITY	SPECIAL SCHOLARSHIP ENDOWMENT	35,000
Total . . . . ▶ **3a**				2,143,682

Form 990PF Part XV Line 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
b *Approved for future payment*				
WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATIONCN 5281 PRINCETON,NJ 08543		PUBLIC CHARITY	NEWCOMBE DOCTORAL DISSERTATION FELLOWSHIPS	843,060
GANNON UNIVERSITY109 UNIVERSITY SQ ERIE,PA 16541		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	16,500
ELIZABETHTOWN COLLEGEONE ALPHA DR ELIZABETHTOWN,PA 17022		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	24,000
GEORGIAN COURT UNIVERSITY900 LAKEWOOD AVE LAKEWOOD,NJ 087011697		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	22,500
KEAN UNIVERSITY1000 MORRIS AVE UNION,NJ 07083		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	5,000
HUNTER COLLEGE695 PARK AVE E1313 NEW YORK,NY 100655024		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	5,000
ASSOCIATE ALUMNAE OF DOUGLASS COLLEGE181 RYDERS LN NEW BRUNSWICK,NJ 089018557		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	2,000
ST JOSEPHS UNIVERSITY5600 CITY LINE AVE PHILADELPHIA,PA 191311395		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	22,500
UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION8400 BALTIMORE AVE STE 200 COLLEGE PARK,MD 207402496		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	46,000
WIDENER UNIVERSITYONE UNIVERSITY PL CHESTER,PA 190135792		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	21,500
EDINBORO UNIVERSITY OF PA MEADVILLE NORMAL STREETS EDINBORO,PA 16444		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	20,000
PENNSYLVANIA STATE UNIVERSITY 17 OLD MAIN UNIVERSITY PARK,PA 168021502		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	20,000
TEMPLE UNIVERSITYBROAD MONTGOMERY STREETS PHILADELPHIA,PA 19122		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	10,000
PENNSYLVANIA STATE UNIVERSITY 17 OLD MAIN UNIVERSITY PARK,PA 168021502		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES-ENDOWED SCHOLARSHIPS	10,000
TEMPLE UNIVERSITYBROAD MONTGOMERY STREETS PHILADELPHIA,PA 19122		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	80,000
NEUMANN UNIVERSITY1 NEUMANN DR ASTOR,PA 19014		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	8,000
UNIVERISTY OF SCRANTON800 LINDEN ST SCRANTON,PA 18510		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	21,000
LONG ISLAND UNIVERSITY-BROOKLYN CAMPUSUNIVERSITY CENTER BROOKVILLE,NY 10548		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	19,000
MCDANIEL COLLEGE2 COLLEGE HILL WESTMINSTER,PA 21157		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	17,500
NEW YORK UNIVERISTY70 WASHINGTON SQUARE S NEW YORK,NY 10012		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	18,750
Total . . . . ▶ **3b**				1,232,310

TY 2011 Contractor Compensation Explanation

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Contractor	Explanation

TY 2011 Depreciation Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

TY 2011 Investments - Other Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ACADIAN INTL SMALL CAP FUND	FMV	2,682,375	2,682,375
ARCHSTONE ABSOLUTE	FMV	2,709,595	2,709,595
ADAGE CAPITAL PARTNERS	FMV	4,718,226	4,718,226
COLCHESTER GLOBAL BOND FUND	FMV	2,984,829	2,984,829
BARLOW OFFSHORE PARTNERS	FMV	2,825,455	2,825,455
GENEVA MIDCAP GROWTH EQUITIES	FMV	2,303,010	2,303,010
CITY OF LONDON EMERGING MARKET	FMV	2,143,126	2,143,126
TIFF ABSOLUTE RETURN POOL II	FMV	3,126,625	3,126,625
VANGUARD INFLATION PROTECTED	FMV	2,915,090	2,915,090
GUGGENHEIM PLUS RE II	FMV	425,936	425,936
GUGGENHEIM REIT	FMV	560	560
MAP 2003 LP	FMV	582,743	2,883,055
MAP 2004 LP	FMV	304,868	559,453
DODGE & COX INTERNATIONAL FUND	FMV	3,045,027	3,045,027
AG CORE PLUS REALTY III	FMV	308,972	308,972
SYSTEMATIC MID CAP VALUE FUND	FMV	1,996,695	1,996,695
MAP 2009 LP	FMV	320,248	373,204
VANGUARD 500 INDEX FUND	FMV	1,345,078	1,345,078
VANGUARD SHORT TERM TREASURY	FMV	847,999	847,999
VANGUARD ENERGY FUND	FMV	1,551,096	1,551,096
WILLIAM BLAIR INTERNATL	FMV	3,316,512	3,316,512
GRESHAM TAP	FMV	1,517,419	1,517,419

TY 2011 Land, Etc. Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

TY 2011 Other Assets Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID INSURANCE	5,304	5,617	5,617
SECURITY DEPOSIT	2,200	2,200	2,200
PREPAID EXCISE TAX	11,430	0	0
PREPAID FEES	8,750	0	0

TY 2011 Other Decreases Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	3,186,520

TY 2011 Other Expenses Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	274			274
DONATIONS	100			100
OFFICE SUPPLIES PHONE POSTAGE	8,092			8,092
INSURANCE	2,242			2,242
PAYROLL PROCESSING	833			833
PROFESSIONAL DEVELOPMENT	1,943			1,943
OTHER	30			30

TY 2011 Other Income Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ACADIAN INTL SMALL CAP		-87	
ADAGE CAPITAL		-4,129	
CITY OF LONDON EMERGING MARKETS		280	
COLCHESTER GLOBAL BOND FUND		227,597	
GUGGENHEIM PLUS	133,437	306	
MAP 2003 LP	193,012	259,298	
MAP 2004 LP	15,989	38,541	
MAP 2009 LP	-7,731	8,385	
ANGELO GORDON CORE PLUS II	-6,028	29	

TY 2011 Other Professional Fees Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	227,612	151,667		