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 , 2011, and ending , 20

Name of foundation
The NewMarket Foundation

A Employer identification number
27-1586209

Number and street (or P O box number if mail is not delivered to street address)
330 South Fourth Street

Room/suite

B Telephone number (see instructions)
804-788-5394

City or town, state, and ZIP code
Richmond, VA 23219

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 ▶ ☐

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

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)* ▶ $ 2,101,062

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 instructions))*

			(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)	2,226,805			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,226,805			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2,865			2,865
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,865			2,865
	25	Contributions, gifts, grants paid	576,467			576,467
	26	**Total expenses and disbursements.** Add lines 24 and 25	579,332			579,332
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,647,473			
	b	**Net investment income** (if negative, enter -0-)				
	c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions.

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	453,589	2,101,062	2,101,062
	2	Savings and temporary cash investments			
	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 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			
	10 a	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)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	453,589	2,101,062	2,101,062
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
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	453,589	2,101,062	
	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 instructions)	453,589	2,101,062	
	31	**Total liabilities and net assets/fund balances** (see instructions)	453,589	2,101,062	

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	453,589
2	Enter amount from Part I, line 27a	2	1,647,473
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,101,062
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,101,062

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				
c	N/A			
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				

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				

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

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 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 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	0	0	0
2009	0	0	0
2008	0	0	0
2007	0	0	0
2006	0	0	0

2	**Total** of line 1, column (d)	2	0
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
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	0
5	Multiply line 4 by line 3	5	0
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
8	Enter qualifying distributions from Part XII, line 4	8	579,332

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b . . .			1	0
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	
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	
6	Credits/Payments·				
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . .	6a			
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	
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	0
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 ▶** **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		x
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		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 ▶ $ __________ **(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		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? . . .	4b		N/A
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) ▶ Virginia			
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 2011 or the taxable year beginning in 2011 (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)*

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 ▶ Diane Hazelwood Telephone no ▶ 804-788-5522

Located at ▶ 330 South Fourth Street Richmond, VA ZIP + 4 ▶ 23219

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	**1b**		x
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**		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 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 ▶ , , ,			
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)	**2b**		N/A
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 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**		N/A
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 2011?	**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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? . . . . **5b** N/A

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? . . . . **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 Attached Schedule				

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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
None				

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 instructions). 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 ▶		

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 The Foundation makes grants to qualifying public charities and does not carry on any direct charitable activities.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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 ▶	

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	0
b	Average of monthly cash balances	1b	766,627
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	766,627
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	
3	Subtract line 2 from line 1d	3	766,627
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,499
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	755,128
6	**Minimum investment return.** Enter 5% of line 5	6	37,756

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	37,756
2a	Tax on investment income for 2011 from Part VI, line 5	2a			
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	
3	Distributable amount before adjustments Subtract line 2c from line 1			3	37,756
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	37,756
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	37,756

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	579,332
b	Program-related investments - total from Part IX-B	1b	
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	579,332
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 instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	579,332

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					37,756
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				0	
b	Total for prior years 20____,20____,20____			0		
3	Excess distributions carryover, if any, to 2011					
a	From 2006					
b	From 2007					
c	From 2008					
d	From 2009					
e	From 2010	757,161				
f	**Total** of lines 3a through e		757,161			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 579,332					
a	Applied to 2010, but not more than line 2a				0	
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2011 distributable amount					37,756
e	Remaining amount distributed out of corpus		541,576			
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		1,298,737			
b	Prior years' undistributed income Subtract line 4b from line 2b					
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 instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		1,298,737			
10	Analysis of line 9					
a	Excess from 2007					
b	Excess from 2008					
c	Excess from 2009					
d	Excess from 2010	757,161				
e	Excess from 2011	541,576				

Part XIV Private Operating Foundations (see 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 . . . . ▶ N/A

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) 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 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))

N/A

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

N/A

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 of the person to whom applications should be addressed

Bruce Hazelgrove P.O. Box 2189 Richmond, VA 23218 804-788-5000

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

For Matching Gifts: 3-part form completed by eligible individual and institution

c Any submission deadlines

September 2011

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

For Matching Gifts: Non-Profit educational institutions : secondary schools in the U.S.

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*				
Please see the attached list				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
N/A				
Total . . . . ▶ **3b**				

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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b		0			
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)					

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

(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) (See instructions)
	N/A

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

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

▶ 8/7/12 ▶ Secretary

Signature of officer or trustee | Date | Title

M. Rudolph West

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
The NewMarket Foundation	27-1586209

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

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

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization	Employer identification number
The NewMarket Foundation	27-1586209

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NewMarket Corporation 330 South Fourth Street Richmond, VA 23219	$ 2,226,805.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
The NewMarket Foundation	27-1586209

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

Name of organization	Employer identification number
The NewMarket Foundation	27-1586209

Part III ***Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ __________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

NewMarket Foundation
Attachment to Form 990-PF
Part I, Line 16a
2011

Legal Fees:

McGuireWoods LLP - Legal Fees for Foundation	2,865

The NewMarket Foundation
FEIN: 27-1586209
Form 990-PF
Part VIII Question # 1
2011
Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors

(a) Name and Address	(b) Total and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas E. Gottwald 330 South Fourth Street Richmond, VA 23219	President and Director Hours . 5	0	0	0
M. Rudolph West 330 South Fourth Street Richmond, VA 23219	Secretary Hours · 5	0	0	0
Bruce Hazelgrove III 330 South Fourth Street Richmond, VA 23219	Vice President and Director Hours · 5	0	0	0
Bruce C. Gottwald, Sr. 330 South Fourth Street Richmond, VA 23219	Director Hours 5	0	0	0

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2011

	Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
1	King William County Volunteer Fire and Rescue Squad, Inc 7936 Richmond-Tappahannock Hwy P O Box 139 Aylett VA 23009	Public	General Use Funds for King William Fire dept	500
2	Sheltering Arms Hospital P O Box 8762 Richmond, VA 23226	Public	Support patient physical rehabilitation	1,500
3	Mechanicsville Catholic Men's Association 6318 Lakeway Drive Mechanicsville VA 23111	Public	Casino night charity event	1,000
4	Maggie Walker Governor School 1000 N Lombardy Street Richmond VA 23220	Public	General Use Funds for High School activities	1,000
5	Varina Lions Club Foundation, Inc P O Box38292 Richmond, VA 23231	Public	Scholarship Program	1,000
6	TASK - Team Activities for Special Kids 11139 South Towne Square Suite D St Louis MO 63123	Public	Support for Programs for Children with special needs	1,000
7	Comfort Zone Camp, Inc 4906 Cutshaw Avenue 2nd Floor Richmond VA 23230	Public	Grief Relief Gala	3,000
8	Virginia Museum of Fine Arts 200 N Boulevard Richmond VA 23220	Public	General Use Funds	2,500
9	Children's Hospital 2924 Brook Road Richmond VA 23220-1298	Public	Ball event to support children services	10,000
10	Virginia Military Institute College Orientation Workshop Program Department of Physical Education Room 320 Lexington VA 24450	Public	College Orientation Workshop Program	25,000
11	Virginia Foundation for Independent Colleges 8010 Ridge Road Suite B Richmond VA 23229-7288	Public	Research Fellowships - Summer Science Program	5,000
12	Junior League of Richmond 205 W Franklin Street Richmond VA 23220	Public	Book and Author Donation	1,750
13	HERA Women's Cancer Foundation P O Box 6147 Denver CO 80206	Public	Sisterhood of W I N E Team	500
14	St Andrews School 227 S Cherry Street Richmond VA 23220-6101	Public	Donation for school event	10,290
15	Venture Richmond 200 South Third Street Richmond VA 23219	Public	Support for Richmond Downtown events	5,000
16	National Multiple Sclerosis Society 2112 West Laburnum Avenue, Suite 204 Richmond VA 23227	Public	Walk for Multiple Sclerosis	1,000

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2011

	Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
17	Daughters of American Revolution Treasurer, District II 1801 Old Woods Court Williamsburg VA 23185	Public	Flag Day Celebration 2011 - Funds to purchase flags for hospital events	500
18	Junior Achievement of Central Richmond, Inc 4600 Cox Road Suite 107 Glen Allen VA 23060	Public	Greater Richmond Business Hall of Fame - support for Junior Achievement programs	2,500
19	Utah Skeleton & Bobsled Association P O Box 581131 Salt lake City UT 84158	Public	Support for Athletes in International Competition	1,000
20	National Multiple Sclerosis Society 2112 West Laburnum Avenue Suite 204 Richmond VA 23227	Public	Donation for general use funds	275
21	The Leukemia & Lymphoma Society Virginia Chapter□ 5540 Falmouth Street, Suite 101 Richmond VA 23230	Public	Support for Leukemia and Lymphoma research and treatments	1,000
22	MSIC Math Science Innovation Center 2401 Hartman Street Richmond VA 23223	Public	Support for Metro Richmond Science Fair	3,000
23	Mattaponi & Pamunkey Rivers Association P O Box 157 Walkerton VA 23177	Public	River Stewardship Day	1,000
24	National Multiple Sclerosis Society 2112 West Laburnum Avenue Suite 204 Richmond VA 23227	Public	VA DAR Bike Ride	4,400
25	KOVAR Corporation 10806 Moore Drive Menessas VA 20111-2926	Public	Knights of Columbus event	1,000
26	Virginia Council on Economic Education 301 W Main Street Richmond VA 23284-4000	Public	High School Economics and Personal Finance Initiative	5,000
27	VCU Foundation P O Box 843042 Richmond VA 23284	Public	Support for the Department of Physics	5,000
28	Collegiate School Powell Center for Economic Literacy 103 North Mooreland Road Richmond VA 23229	Public	Internship for Summer Economic Institute	2,000
29	Metropolitan Richmond Sports Backers Suite 300□ 100 Avenue of the Champions Richmond VA 23230-4329	Public	Support of Pledge and athletes award event	11,500
30	Hanover Humane Society P O Box 1011 Ashland VA 23005	Public	Putts for Mutts Golf - hole sponsorship	60
31	MCV Foundation P o Box 980234 Richmond VA 23298-0234	Public	Support for Cancer Research	100,000
32	J Sargeant Reynolds Community College 1701 E Parham Road□ P O Box 26924 Richmond VA 23261-6924	Public	Support for Science Laboratory	25,000

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2011

	Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
33	MCV Foundation P o Box 980234 Richmond VA 23298-0234	Public	Special Events Fund	1,000
34	MCV Foundation P o Box 980234 Richmond VA 23298-0234	Public	Massey Cancer Center Women and Wellness	2,500
35	American Red Cross Virginia Capital Region P O Box 655 Richmond VA 23218	Public	Support for U S Tornado Victims	1,075
36	Junior League of Richmond 205 W Franklin Street Richmond VA 23220	Public	Touch a Truck event - hand on opportunity for children to explore heavy machinery	1,000
37	State Fair of Virginia Clerk's Office P O Box 1197 Richmond VA 23218-1197	Public	Support for State Fair event	25,000
38	Greater Richmond Chamber Foundation P O Box 1598 Richmond VA 23218-1598	Public	GRPO9-14 Globally focused regionally competitive initiative	25,000
39	Virginia War Memorial 621 S Belvidere Street Richmond VA 23220	Public	VMU Hall of Honor & Grand Opening Galanti	25,000
40	Boy Scouts of America P O Box 6809 Richmond VA 23230	Public	Friends of Scouting campaign	5,000
41	VCU School of Engineering P O Box 842026 Richmond VA 23284-2026	Public	Engineering Scholarship Fund	75,000
42	National Merit Scholarship Corporation P O Box 99389 Chicago IL 60693-9389	Public	Annual Scholarship Commitments	10,570
43	Freedom House 1201 Hull Street Richmond, VA 23224	Public	Contribution for General Use	1,000
44	Gateway Homes 11901 Reedy Branch Road Chesterfield VA 23838-4235	Public	Donation for general use funds	1,000
45	WPMA Scholarship Foundation 4393 S Riverboat Rd Ste 380 Taylorsville UT 84123	Public	Contribution for General Use	1,000
46	VCU School of Engineering Office of University Advancement P O Box 842026 Richmond VA 23284-2026	Public	Senior Design Project	2,500
47	Arthitis Foundation 2201 West Broad St., Ste 100 Richmond, VA 23220	Public	Jingle Bell Run event	2,000
48	Richmond's Future P O Box 842533 16 North Laurel Street Richmond, VA 23284	Public	Contribution for General Use	15,000

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2011

	Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
49	Muscular Dystrophy Association 8001 Franklin Farms Drive Richmond, VA 23229	Public	"Lock Up" support event	1,000
50	United Way 2001 Maywill Street P O Box 11807 Richmond VA 23230-8007	Public	Annual Contribution for general use purposes	50,000
51	American Red Cross Virginia Capital Region P O Box 655 Richmond VA 23218	Public	Pledge for emergency relief - Japan	15,000
52	Freedom house 1201 Hull Street Richmond, VA 23224	Public	Women on Wheels	2,500
53	James River Association 9 South 12th Street 4th Floor Richmond VA 23219	Public	Fundraiser for general use funds	10,000
54	ASK Childhood Cancer Foundation P O Box 17184 Richmond, VA 23226	Public	Fun Walk and 5K	1,000
55	World Pediatric Project 7201 Glen Forest Drive Ste 304 Richmond VA 23226	Public	Fundraiser for general use funds	20,000
56	Children's Home Society of Virginia 4200 Fitzhugh Avenue Richmond VA 23230	Public	Annual contribution for general use	15,000
57	Joyal Capital Management Foundation, Inc P O Box 1575 Richmond VA 23218	Public	Support Children in need and outstanding citizens	2,500
			Total Contributions	**543,920**

Matching Gift Donations

1	Carnegie Mellon University Matching Gifts 6 PPG Place 11th Floor Pittsburgh PA 15222-5409	Public	Matching Gift Donations	300
2	Virginia Commonwealth University Office of University Advancement P O Box 842026 Richmond VA 23284-2026	Public	Matching Gift Donations	1,050
3	Quinnipiac University 275 Mount Carmel Avenue Hamden, CT 06518-1908	Public	Matching Gift Donations	25
4	University of North Carolina - Chapel Hill Office of University Development 208 West Franklin Street, Campus Box 6100 Chapel Hill NC 27599-6100	Public	Matching Gift Donations	100
5	University of Illinois Foundation Harker Hall 1305 West Green Street Urbana IL 61801-2962	Public	Matching Gift Donations	250
6	Oswego State University of New York 219 Sheldon Hall 7060 State Route 104 Oswego NY 13126	Public	Matching Gift Donations	50

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2011

	Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
7	William and Mary School of Law Office of Gift Accounting□ P O Box 1693 Williamsburg VA 23187	Public	Matching Gift Donations	1,250
8	James Madison University 220 University Blvd , MSC 3603 Harrisonburg VA 22807	Public	Matching Gift Donations	1,600
9	Althoff Catholic High School 5401 W Main Street Belleville IL 62226-4796	Public	Matching Gift Donations	3,341
10	The Ohio State University Gift Processing□ 1480 W Lane Avenue Rm 125 Columbus OH 43221-3938	Public	Matching Gift Donations	100
11	Georgia Tech Foundation Matching Gifts Program□ 190 North Avenue NW Atlanta GA 30313-9806	Public	Matching Gift Donations	50
12	Pennsylvania State University Office of Donor Services□ One Old Main University Park PA 16802-1506	Public	Matching Gift Donations	200
13	West Virginia University One Waterfront Place, 7th Fl□ P O Box 1650 Morgantown WV 26507	Public	Matching Gift Donations	50
14	United States Naval Academy 247 King George Street Annapolis MD 21402	Public	Matching Gift Donations	1,150
15	Bethany College Center for Institutional Advancement□ P O Box 419 Bethany WV 26032	Public	Matching Gift Donations	150
16	Scholarship Fund of Alexandria 3330 King Street Alexandria VA 22302-3001	Public	Matching Gift Donations	250
17	University of Richmond 28 Westhampton Way Richmond VA 23173	Public	Matching Gift Donations	2,970
18	Maggie Walker Governor School 1000 N Lombardy Street Richmond VA 23220	Public	Matching Gift Donations	5,585
19	Mt Carmel High School Office of Inst. Advancement 6410 S Dante Avenue Chicago, IL 60637-3896	Public	Matching Gift Donations	100
20	Massachusetts Institute of Technology 49-3131□ 77 Massachusetts Ave NE Cambridge MA 02139-4307	Public	Matching Gift Donations	100
21	Virginia Institute of Marine Science Office of Univ Development w/ College of William and Mary□ P o box 1693 Williamsburg VA 23187	Public	Matching Gift Donations	1,000

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2011

	Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
22	The University of Chicago 5801 South Ellis Ave Chicago IL 60637	Public	Matching Gift Donations	200
23	Lafayette College Development and College Relations□ 307 Markel Hall Easton PA 18042-1774	Public	Matching Gift Donations	50
24	Mary Baldwin College P O Box 1500 Staunton VA 24402	Public	Matching Gift Donations	250
25	Clemson University P O Box 1529 Clemson, SC 29633	Public	Matching Gift Donations	1,400
26	Virginia Union University 1500 N lombardy Street Richmond VA 23220	Public	Matching Gift Donations	100
27	Duchesne High School Office of Advancement□ 2550 Elm Street St Charles MO 63301	Public	Matching Gift Donations	3,800
28	University of Missouri - St Louis University Boulevard St louis MO 63121-4400	Public	Matching Gift Donations	50
29	College of William and Mary P O Box 1693 Williamsburg VA 23187	Public	Matching Gift Donations	325
30	Depaul University Office of Development 1 East Jackson Blvd Chicago IL 60604-2201	Public	Matching Gift Donations	100
31	Carleton College Gift Accounting□ One North College Street Northfield MN 55057	Public	Matching Gift Donations	100
32	Washington University in St Louis Campus Box 1082 One Brookings Drive St Louis, MO 63130-7899	Public	Matching Gift Donations	1,000
33	Duke University Alumni and Development records P O Box 90581 Durham, NC 27708-0581	Public	Matching Gift Donations	100
34	St Catherine's School Foundation 6001 Grove Avenue Richmond VA 23226	Public	Matching Gift Donations	1,550
35	ECU Education Foundation The Ward Sports Medicine Bldg Suite 304 Greenville NC 27858	Public	Matching Gift Donations	301
36	Augsburg College 2211 Riverside Avenue South Minneapolis MN 55454	Public	Matching Gift Donations	100

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2011

	Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
37	Emory University Plaza 1000 Suite 1400□ 1762 Clifton Road NE Atlanta GA 30322-4001	Public	Matching Gift Donations	100
38	Darden School Foundation P O Box 400807 Charlottesville VA 22904-4807	Public	Matching Gift Donations	750
39	Suny College at Oneonta Office of College Advancement□ 308 Netzer Administration Bldg Oneonta NY 13820-4015	Public	Matching Gift Donations	50
40	Georgia Tech Foundation Matching Gifts Program□ 190 North Avenue NW Atlanta GA 30313-9806	Public	Matching Gift Donations	500
41	University of Illinois Foundation Harker Hall□ 1305 West Green Street Urbana IL 61801-2962	Public	Matching Gift Donations	150
42	Sam Houston State University Office of University Advancement□ Box 2537 Huntsville TX 77341-2537	Public	Matching Gift Donations	300
43	Haverford College 370 Lancaster Avenue Haverford, PA 19041-1392	Public	Matching Gift Donations	1,600
			Total Matching Gift Contributions	32,547
			Grand Total Contributions	576,467