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

2012

Department of the Treasury
Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation VICTORIA FOUNDATION, INC.		A Employer identification number 22-1554541
Number and street (or P.O. box number if mail is not delivered to street address) 31 MULBERRY STREET	Room/suite 5TH FL	B Telephone number (973) 792-9200
City or town, state, and ZIP code NEWARK, NJ 07102		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 207,686,920.	J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		348,739.	348,739.		STATEMENT 1
4 Dividends and interest from securities		3,108,956.	3,108,956.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,522,130.			
b Gross sales price for all assets on line 6a 8,803,320.					
7 Capital gain net income (from Part IV, line 2)			3,522,130.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		65,055.	4,985.		STATEMENT 3
12 Total. Add lines 1 through 11		7,044,880.	6,984,810.		
13 Compensation of officers, directors, trustees, etc		190,690.	0.		190,690.
14 Other employee salaries and wages		559,943.	0.		559,943.
15 Pension plans, employee benefits		222,531.	0.		222,531.
16a Legal fees					
b Accounting fees STMT 4		30,345.	0.		30,345.
c Other professional fees STMT 5		208,596.	172,596.		36,000.
17 Interest					
18 Taxes STMT 6		10,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy		37,849.	0.		37,849.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		390,778.	0.		390,778.
24 Total operating and administrative expenses. Add lines 13 through 23		1,650,732.	172,596.		1,468,136.
25 Contributions, gifts, grants paid		9,532,000.			9,532,000.
26 Total expenses and disbursements. Add lines 24 and 25		11,182,732.	172,596.		11,000,136.
27 Subtract line 26 from line 12		-4,137,852.			
a Excess of revenue over expenses and disbursements			6,812,214.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

6/14/14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		100.	100.	100.
	2	Savings and temporary cash investments		2,803,947.	2,409,655.	2,409,655.
	3	Accounts receivable	593,569.			
		Less: allowance for doubtful accounts		660,357.	593,569.	593,569.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations	STMT 8	18,738,825.	15,300,926.	15,300,926.
	b	Investments - corporate stock	STMT 9	37,762,003.	41,089,773.	41,089,773.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	136,837,520.	148,288,247.	148,288,247.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation					
15	Other assets (describe: DEPOSITS)		8,625.	4,650.	4,650.	
16	Total assets (to be completed by all filers)		196,811,377.	207,686,920.	207,686,920.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe:)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		196,811,377.	207,686,920.	
	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		196,811,377.	207,686,920.	
31	Total liabilities and net assets/fund balances		196,811,377.	207,686,920.		

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	196,811,377.
2	Enter amount from Part I, line 27a	2	-4,137,852.
3	Other increases not included in line 2 (itemize): UNREALIZED GAIN ON INVESTMENTS	3	15,013,395.
4	Add lines 1, 2, and 3	4	207,686,920.
5	Decreases not included in line 2 (itemize):	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	207,686,920.

Form 990-PF (2012)

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 SALE OF PUBLIC SECURITIES		P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS				
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 8,803,320.		8,944,614.	-141,294.
b 3,663,424.			3,663,424.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-141,294.
b			3,663,424.
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	3,522,130.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	10,764,675.	203,363,433.	.052933
2010	10,507,714.	193,571,786.	.054283
2009	10,381,237.	174,220,804.	.059587
2008	11,209,427.	208,240,078.	.053829
2007	11,891,188.	237,335,513.	.050103

2 Total of line 1, column (d)	2	.270735
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	.054147
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	201,589,028.
5 Multiply line 4 by line 3	5	10,915,441.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	68,122.
7 Add lines 5 and 6	7	10,983,563.
8 Enter qualifying distributions from Part XII, line 4	8	11,000,136.

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	68,122.
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	68,122.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	68,122.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	54,638.
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	54,638.
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	13,484.
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 2013 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.VICTORIAFOUNDATION.ORG	13	X	
14	The books are in care of ► VICTORIA FOUNDATION Telephone no ► 973-792-9200 Located at ► 31 MULBERRY STREET, NEWARK, NJ ZIP+4 ► 07102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
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 2012 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 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		X

Form 990-PF (2012)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		190,690.	56,765.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CRAIG L. DRINKARD	PROGRAM OFFICER			
31 MULBERRY STREET, NEWARK, NJ 07102	40.00	107,951.	16,111.	0.
DALE R. ANGLIN	PROGRAM OFFICER			
31 MULBERRY STREET, NEWARK, NJ 07102	40.00	107,951.	15,727.	0.
SUSANNE WALSH	BUSINESS MANAGER			
31 MULBERRY STREET, NEWARK, NJ 07102	35.00	83,580.	24,789.	0.
ANNE H. JACOBSON	PROGRAM OFFICER			
31 MULBERRY STREET, NEWARK, NJ 07102	40.00	78,382.	14,791.	0.
LINDA WHITE	GRANTS MANAGER			
31 MULBERRY STREET, NEWARK, NJ 07102	35.00	68,385.	22,381.	0.
Total number of other employees paid over \$50,000				0

Form 990-PF (2012)

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
F.A.S.T. CONSTRUCTION 575 NORTH 5TH STREET, NEWARK, NJ 07107	CONTRACTOR	168,950.
LIPPER ADVISORY SERVICES 85 HOBART AVENUE, SUMMIT, NJ 07901	INVESTMENT ADVISORS	122,854.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SEE STATEMENT 13	181,575.
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	204,370,066.
b	Average of monthly cash balances	1b	288,846.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	204,658,912.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	204,658,912.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,069,884.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	201,589,028.
6	Minimum investment return. Enter 5% of line 5	6	10,079,451.

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	10,079,451.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	68,122.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	68,122.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,011,329.
4	Recoveries of amounts treated as qualifying distributions	4	60,070.
5	Add lines 3 and 4	5	10,071,399.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,071,399.

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	11,000,136.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,000,136.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	68,122.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,932,014.

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				10,071,399.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	393,214.			
b From 2008	950,554.			
c From 2009	1,706,558.			
d From 2010	903,840.			
e From 2011	640,298.			
f Total of lines 3a through e	4,594,464.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 11,000,136.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				10,071,399.
e Remaining amount distributed out of corpus	928,737.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	5,523,201.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	393,214.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,129,987.			
10 Analysis of line 9:				
a Excess from 2008	950,554.			
b Excess from 2009	1,706,558.			
c Excess from 2010	903,840.			
d Excess from 2011	640,298.			
e Excess from 2012	928,737.			

N/A

- (4) Gross investment income**

[illegible]

622820 1

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 ATTACHMENT A	N/A	PUBLIC CHARITY		9,532,000.
Total			3a	9,532,000.
b Approved for future payment				
SEE ATTACHMENT B	N/A	PUBLIC CHARITY		3,233,500.
Total			3b	3,233,500.

Form 990-PF (2012)

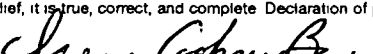
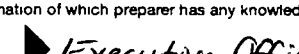
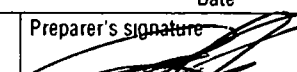
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b. If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	 Signature of officer or trustee		5/8/13 Date		 Executive Officer Title	
Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER PETERMANN		Preparer's signature 		Date 5/8/13	
	Check ☐ if self-employed				PTIN P00097440	
	Firm's name ▶ O'CONNOR DAVIES, LLP.				Firm's EIN ▶ 27-1728945	
	Firm's address ▶ 665 5TH AVENUE NEW YORK, NY 10022				Phone no 212-286-2600	

Victoria Foundation, Inc.
Grants Paid In Alpha Order
January 1, 2012 through December 31, 2012

<u>Payee Legal Name</u>	<u>Payee Address</u>	<u>Amount</u>	<u>Program Area</u>	<u>Payment Date</u>	<u>Check Number</u>	<u>Fund</u>	<u>Purpose</u>	<u>Status</u>
AIDS Resource Foundation for Children, Inc (ARFC)	77 Academy Street Newark, NJ 07102	\$20,000	Youth Development	6/15/2012	3839	YOF	to support the afterschool program for youth at Academy Street Firehouse	public charity
All Stars Project, Inc	744 Broad Street, Suite 524 Newark, NJ 07102	\$15,000	Youth Development	6/15/2012	3840	YOF	to support afterschool and summer employment programs for Newark youth and provide capital support for a new student center in Newark	public charity
Aspira, Inc. of New Jersey	390 Broad Street Third Floor Newark, NJ 07104	\$25,000	Youth Development	6/15/2012	3784	YOF	to support drop-out prevention and leadership development activities for at-risk middle and high school students in Newark	public charity
Association of New Jersey Environmental Commissions	300 Mendham Road P O. Box 157 Mendham, NJ 07945	\$44,000	Open Space Preservation	6/15/2012	3781	ENV	to support ANJEC's work related to the Highlands Regional Master Plan and work with Environmental Commissions	public charity
Big Brothers Big Sisters New Jersey	500 Broad St., Second Floor Newark, NJ 07102	\$40,000	Youth Development	6/15/2012	3841	YOF	to increase and improve mentoring services provided by Big Brothers Big Sisters in Newark This award includes a one-time \$10,000 award to meet the Robert Wood Johnson Foundation \$200,000 challenge.	public charity
Big Picture Company	325 Public Street Providence, RI 02905	\$40,000	Schools	6/15/2012	3786	EDU	to provide support to hire a College and Career Transition Counselor	public charity
Boys & Girls Clubs of Newark, Inc.	500 Broad Street 4th Floor Newark, NJ 07102	\$25,000	Youth Development	6/15/2012	3842	YOF	to provide general operating support	public charity
Brick City Development Corporation	744 Broad Street Suite 1110 Newark, NJ 07102	\$80,000	Prisoner Re-Entry	6/15/2012	3827	NDUA	to provide general operating support to the Clean and Green Workforce Development program, a partnership with the Greater Newark Conservancy	public charity
Brick City Development Corporation	744 Broad Street Suite 1110 Newark, NJ 07102	\$50,000	Job Training	6/15/2012	3828	NDUA	to support a customized job training and placement program for Newark residents in partnership with the Newark Workforce Investment Board, NewarkWorks, and hotel and restaurant operators	public charity

Victoria Foundation, Inc.
Grants Paid in Alpha Order
January 1, 2012 through December 31, 2012

Center for Collaborative Change Inc	P O. Box 32711 Newark, NJ 07102	\$1,500	Urban Planning	6/19/2012	1204	CFU	CFU-In partnership with the Newark Youth One-Stop Career Center, the CCC will work with 30 Newark high school students to undertake a community youth mapping effort. Over six weeks in summer 2012, participating youth will visit each of Newark's wards to collect data on neighborhood needs and assets. This grant helps to support this project.	public charity
Children's Literacy Initiative	2314 Market Street, 3rd Floor Philadelphia, PA 19103	\$300,000	Professional Development	6/14/2012	3765	EDU	to support the Newark Literacy Project, which provides intensive professional development to pre-kindergarten through third grade teachers in the Newark Public Schools	public charity
Christ the King Preparatory School	239 Woodside Avenue Newark, NJ 07104	\$60,000	Schools	6/15/2012	3787	EDU	general operating expenses	public charity
Clean Water Fund	1002 Ocean Avenue Belmar, NJ 07719	\$55,000	Research & Advocacy	6/15/2012	3829	NDUA	to partner with the Ironbound Community Corporation to address environmental and public health issues in Newark	public charity
Community FoodBank of New Jersey, Inc	31 Evans Terminal Road Hillside, NJ 07205	\$200,000	Emergency Services	6/14/2012	3768	YOF	to support to the Community Food Bank of New Jersey \$15 million capital campaign to increase their capacity to distribute food.	public charity
Community Foundation of New Jersey	540 Orange Street Newark, NJ 07107	\$35,000	Schools	6/15/2012	3788	EDU	to fund the purchase of additional materials (guided reading kits, shared reading packs, and classroom libraries) for a rigorous literacy program in every grade as the school expands.	public charity
Community Loan Fund of New Jersey	16-18 West Lafayette Street Trenton, NJ 08608	\$20,000	CDC's/Multi Service Agencies	6/15/2012	3830	NDUA	to provide general operating support for the Community Asset Preservation Corporaotion (CAPC) program	public charity
Council of New Jersey Grantmakers	101 West State Street Trenton, NJ 08608	\$7,500	Urban Planning	6/26/2012	1205	CFU	CFU--Fiscal sponsor for W.E. Upjohn Institute for Employment Research to prepare a cost estimate for a Newark Promise program	public charity

**Victoria Foundation, Inc.
Grants Paid In Alpha Order
January 1, 2012 through December 31, 2012**

Covenant House	330 Washington Street Newark, NJ 07102	\$20,000	Emergency Services	6/15/2012	3843	YOF	to support a part-time literacy specialist	public charity
Discovery Charter School	303-9 Washington Street Newark, NJ 07102	\$30,000	Schools	6/15/2012	3789	EDU	to support the development of Discovery's 'Little History Train' project and expansion of the music program	public charity
Family Intervention Services, Inc	106 Valley Street South Orange, NJ 07079	\$50,000	Parenting Skills/Strengthening Families	6/15/2012	3844	YOF	help Mayor Booker and his Executive Leadership Group develop and implement a Child and Family Well-Being agenda	public charity
Foundation of the University of Medicine & Dentistry of NJ	65 Bergen Street, Ste 1551 University Heights Newark, NJ 07103001	\$6,500	Academic Enrichment	6/15/2012	3778	EDU	to support a minimum of 25 students from Newark to participate in the summer 2012 SMART program	public charity
GlassRoots Inc	10 Bleeker Street Newark, NJ 07102	\$20,000	Youth Development	6/15/2012	3845	YOF	to provide general operating support	public charity
Gray Charter School	55 Liberty Street Newark, NJ 07012	\$40,000	Schools	6/15/2012	3790	EDU	to provide funds to purchase books and other educational equipment, including computers	public charity
Great Oaks Foundation	239 Greene Street, 4th Floor New York, NY 10003	\$35,000	Schools	6/15/2012	3791	EDU	to provide support to launch Teacher Residency for at least 15 teachers to attend NYU	public charity
Greater Life	272 Chancellor Avenue P O Box 8447 Newark, NJ 07108	\$35,000	Youth Development	6/15/2012	3846	YOF	to provide support for youth and family programs at the Community Outreach Center in the South Ward of Newark	public charity
Greater Newark Conservancy	32 Prince Street Newark, NJ 07103	\$70,000	Academic Enrichment	6/15/2012	3792	EDU	to support education programs serving Newark's schoolchildren	public charity
Hackensack Riverkeeper, Inc	231 Main Street Hackensack, NJ 07601	\$40,000	Stewardship/Environmental Restoration	6/15/2012	3820	ENV	to provide general operating support	public charity
Helen Keller International	352 Park Avenue South Suite 1200 New York, NY 10010	\$45,000	Healthcare	6/15/2012	3847	YOF	to support the ChildSight New Jersey program in Newark	public charity
Hunterdon Land Trust	111 Mine Street Flemington, NJ 08822-1474	\$15,000	Open Space Preservation	6/15/2012	3821	ENV	to support operating expenses related to land acquisition and stewardship	public charity

Victoria Foundation, Inc.
Grants Paid in Alpha Order
January 1, 2012 through December 31, 2012

Johns Hopkins University/Center for Talented Youth	Center for Talented Youth McAuley Hall 5801 Smith Ave Ste 400 Baltimore, MD 21209 6 Atlantic Street 2nd Floor Newark, NJ 07102	\$40,000	Academic Enrichment	6/15/2012	3779	EDU	To support the participation of 80 Newark youth in the 2012 Center for Talented Youth three-week summer residency program taking place at college campuses across the country.	public charity
Kids Corporation II	Newark, NJ 07102	\$80,000	Youth Development	6/15/2012	3848	YOF	general operating support	public charity
Land Conservancy of New Jersey	19 Boonton Avenue Boonton, NJ 07005	\$20,000	Open Space Preservation	6/15/2012	3822	ENV	to provide general operating support	public charity
Land Trust Alliance, Inc	1660 L Street, NW #1100 Washington, D C 20036	\$30,000	Open Space Preservation	6/15/2012	3823	ENV	to support the 'Advancing Land Trust Excellence in New Jersey' program, in collaboration with the New Jersey Conservation Foundation	public charity
Leadership Newark, Inc	Rutgers-Newark 1 Washington Place Newark, NJ 07102	\$50,000	Leadership Development	6/15/2012	3831	NDUA	to support general operations	public charity
Link Community School	23 Pennsylvania Avenue Newark, NJ 07114	\$125,000	Schools	6/15/2012	3793	EDU	to provide general operating support (\$50,000) and a capital grant (\$75,000) to help with the construction of the Library/Media Center	public charity
Mayor's Fund to Advance New York City	253 Broadway 8th Floor New York, NY 10007	\$50,000	Job Training	6/14/2012	3770	NDUA	to support the replication of the Young Adult Internship and education program in Newark in partnership with the Rutgers-Newark Yeas Center	public charity
Morristown Neighborhood House Association	12 Flagler Street Morristown, NJ 07960	\$65,000	Youth Development	6/15/2012	3785	YOF	to provide general operating support	public charity
Nature Conservancy	200 Pottersville Road Chester, NJ 07930	\$37,500	Open Space Preservation	6/15/2012	3824	ENV	to provide general operating support related to protection and stewardship efforts in New Jersey	public charity
New Jersey Audubon Society	9 Hardscrabble Road, P O Box 126 Bernardsville, NJ 07924	\$37,500	Research & Advocacy	6/15/2012	3825	ENV	to continue coordination and leadership of statewide efforts to ensure adequate funding for open spaces and urban parks, and to promote improved deer management in New Jersey	public charity
New Jersey Charter Public Schools Association	349 West State Street, 4th Floor Trenton, NJ 08618	\$15,000	Schools	6/15/2012	3794	EDU	to support a capacity building initiative for boards of charter schools	public charity
New Jersey Highlands Coalition	508 Main Street Boonton, NJ 07005	\$40,000	Open Space Preservation	6/15/2012	3782	ENV	to support general operations	public charity

Victoria Foundation, Inc.
Grants Paid In Alpha Order
January 1, 2012 through December 31, 2012

New Jersey Highlands Coalition	508 Main Street Boonton, NJ 07005	\$1,000	Open Space Preservation	6/28/2012	1206	CFU	CFU-This grant helps to underwrite an online daily news service - New Jersey Highlands News - that is read by hundreds of subscribers (including Victoria Foundation staff) Given the State's interest in rolling back many of the provisions of the Highlands Act, getting up to the minute information out to key stakeholders and concerned citizens is important. The New Jersey Highlands Coalition serves as the fiscal sponsor for this online news program	public charity
New Jersey Performing Arts Center	One Center Street Newark, NJ 07102	\$315,000	Academic Enrichment	6/15/2012	3795	EDU	support arts programs for Newark students	public charity
New Jersey Symphony Orchestra	60 Park Place 9th Floor Newark, NJ 07102	\$75,000	Academic Enrichment	6/15/2012	3797	EDU	to provide support for the Newark Early Strings Program	public charity
Newark Alliance, Inc	744 Broad St , Suite 1705 Newark, NJ 07102	\$80,000	Job TrainingRequest for Proposals	6/15/2012	3832	NDUA	to provide support for the Greater Newark Workforce Funders Collaborative - Emergency Medical Technician job training and placement program	public charity
Newark Arts Council	17 Academy Street Newark, NJ 07102	\$35,000	Academic Enrichment	6/14/2012	3769	EDU	to provide salary and related support for a part-time Project Director for the Newark Arts Education Roundtable	public charity
Newark Boys Chorus School	1016 Broad Street Newark, NJ 07102	\$20,000	Schools	6/15/2012	3798	EDU	general operating support to offset the cost of staff salaries, support academic programming and administrative costs	public charity
Newark Educators' Community Charter School	17-19 Crawford Street Newark, NJ 07102-2442	\$40,000	Schools	6/15/2012	3799	EDU	to support NECCS' efforts to strengthen its two leadership bodies, namely, its internal Leadership Team and its board of trustees.	public charity
Newark Public Library	5 Washington Street P O Box 630 Newark, NJ 0710630	\$25,000	Academic Enrichment	6/15/2012	3800	EDU	to support teen collections and programming at the Newark Public Library	public charity
Newark Public Schools Foundation	744 Broad Street, 26th Floor Newark, NJ 07102	\$73,000	Research & Advocacy	6/15/2012	3801	EDU	To provide general operating support	public charity
Newark Public Schools Foundation	744 Broad Street, 26th Floor Newark, NJ 07102	\$163,000	Schools	6/15/2012	3802	EDU	to provide support to the Newark Public Schools Model Schools Investment Fund	public charity

Victoria Foundation, Inc.
Grants Paid in Alpha Order
January 1, 2012 through December 31, 2012

Newark School of the Arts	89 Lincoln Park Newark, NJ 07102	\$7,500	Academic Enrichment Job	6/12/2012	3774	EDU	to provide scholarship support for Newark students and to hire a part-time Community Outreach Manager	public charity
Newark Workforce Investment Board	920 Broad Street, Second Floor Newark, NJ 07102	\$31,000	Training Request for Proposals	6/15/2012	3833	NDUA	to provide support for the Fund to Removing Barriers to Employment Initiative	public charity
NJ LEEP, Inc	Seton Hall University School of Law One Newark Center Newark, NJ 07102	\$30,000	Academic Enrichment	6/15/2012	3803	EDU	to provide general operating support and one-time support to hire a fundraising consultant	public charity
Paper Mill Playhouse	22 Brookside Drive Milburn, NJ 07041	\$15,000	Academic Enrichment	6/15/2012	3804	EDU	to support the new 'Middle Stage' program for all seventh graders at Newark's Lafayette Street School	public charity
Pinelands Preservation Alliance	17 Pemberton Road Southampton, NJ 08088	\$35,000	Open Space Preservation	6/15/2012	3826	ENV	to provide general operating support	public charity
Playworks Education Energized	60 Park Place, Suite 1001 Newark, NJ 07102	\$20,000	Youth Development	6/15/2012	3849	YOF	to support the salaries and related expenses of school- based coaches in traditional Newark public schools.	public charity
Playwrights Theatre of New Jersey	33 Green Village Road PO Box 1295 Madison, NJ 07940	\$27,000	Academic Enrichment	6/15/2012	3780	EDU	to support the Newark Young Writers Program, providing creative writing, playwriting, poetry, and prose residencies to Newark's schoolchildren	public charity
Rutgers University Foundation/Abbott Leadership Institute	Bradley Hall, Room 163 110 Warren Street Newark, NJ 07102	\$30,000	Parent Engagement	6/15/2012	3805	EDU	to provide support for the Youth Media Symposium program	public charity
Rutgers University Foundation/Center for Nonprofit and Philanthropic Leadership or Institute for Ethical Leadership	Rutgers Business School One Washington Park, 10th Floor Newark, NJ 07102	\$65,000	Technical Assistance Providers	6/15/2012	3834	NDUA	to provide program support for Emerging Leaders Program and Capacity Building conference	public charity
Rutgers University Foundation/Newark Community Law Clinic	123 Washington Street Newark, NJ 07102	\$10,000	Research & Advocacy	6/15/2012	3835	NDUA	to support the Community Law Clinic at the Rutgers School of Law-Newark	public charity
Rutgers, The State University/Newark Schools Research Collaborative	111 Washington Street 1st Floor Newark, NJ 07102	\$75,000	Research & Advocacy	6/19/2012	3854	EDU	to support a signature applied research project, namely, the first biannual survey of Newark Public Schools administrators, teachers, students and parents concerning their perceptions of school quality and effectiveness	public charity

Victoria Foundation, Inc.
Grants Paid in Alpha Order
January 1, 2012 through December 31, 2012

Sadie Nash Leadership Project, Inc	157 Montague Street, 4th Floor Brooklyn, NY 11201	\$20,000	Youth Development	6/15/2012	3850	YOF	to support a leadership development program for young women of color in Newark, including intensive afterschool and summer social, mentoring and academic support	public charity
Saint Mary School	520 Martin Luther King Blvd Newark, NJ 07102	\$25,000	Schools	6/15/2012	3806	EDU	to support technology staff and equipment, and other general operating costs.	public charity
Saint Vincent Academy	228 West Market Street Newark, NJ 07103	\$150,000	Schools	6/14/2012	3766	EDU	This grant supported SVA's operating endowment campaign to ensure the long-term sustainability of the school	public charity
Saint Vincent Academy	228 West Market Street Newark, NJ 07103	\$120,000	Schools	6/15/2012	3807	EDU	to fund a technology-based pilot program to strengthen Algebra 1 for incoming freshmen	public charity
School of the Garden State Ballet	58 Park Place - 2nd floor Rutherford, NJ 0102	\$35,000	Academic Enrichment	6/15/2012	3808	EDU	to provide scholarship support for Newark students	public charity
SEACHANGE CAPITAL PARTNERS	1385 Broadway, 23rd Floor New York, NY 10018	\$100,000	Schools	6/14/2012	3767	EDU	to expand an existing campus in order to house a new high school	public charity
Sharron Miller's Academy for the Performing Arts	14 South Park Street Montclair, NJ 07042	\$30,000	Academic Enrichment	6/15/2012	3809	EDU	to support SMAPA's artist-in-residence partnership at Quitman Street School	public charity
St Benedict's Preparatory School	520 Dr Martin L King, Jr. Blvd Newark, NJ 07102-1314	\$95,000	Schools	6/15/2012	3810	EDU	to provide general operating support	public charity
St Philip's Academy	342 Central Avenue Newark, NJ 07103	\$75,000	Schools	6/15/2012	3811	EDU	to provide financial aid for students who are Newark residents (\$65,000) and to support the Horizons National summer program (\$10,000)	public charity
Stop Shootin Inc	303 Washington Street, 4th Floor Newark, NJ 07102	\$7,000	Youth Development	6/15/2012	3851	YOF	to provide operating support for the anti-violence and mentoring program.	public charity
Student Partner Alliance	P O Box 566 Millburn, NJ 07041	\$20,000	Academic Enrichment	6/15/2012	3812	EDU	to provide general operating support.	public charity
Teach For America	60 Park Place, 18th Floor Newark, NJ 07102	\$75,000	Professional Development	6/15/2012	3813	EDU	to support the recruitment, selection, pre-service training, and ongoing professional development of at least 60 Teach for America corps members in Newark	public charity

Victoria Foundation, Inc.
Grants Paid in Alpha Order
January 1, 2012 through December 31, 2012

Teachers College, Columbia University	525 W 120th Street New York, NY 10027	\$15,000	Professional Development	6/15/2012	3814	EDU	to support the participation of a Newark principal and his 'ally' (aspiring principal) in the Cahn Fellows Program of leadership development	public charity
The Friends of TEAM Academy Charter School	60 Park Place, Suite 802 Newark, NJ 07112	\$40,000	Schools	6/15/2012	3815	EDU	to provide capital funds to purchase furniture and equipment for the new THRIVE elementary school	public charity
The Latino Institute	50 Park Place, Suite 1539 Newark, NJ 07102	\$10,000	Parent Engagement	6/15/2012	3816	EDU	to support the Latino Parents Intervention Program in Newark	public charity
Trust for Public Land	666 Broadway, 9th floor New York, NY 10012	\$175,000	Urban Parks	6/15/2012	3836	NDUA	to support the Parks for People-Newark initiative	public charity
Trust for Public Land--New Jersey Field Office	20 Community Place, Suite 7 Morristown, NJ 07960	\$32,000	Open Space Preservation	6/15/2012	3783	ENV	to support general operations of the New Jersey Field office	public charity
University Heights Charter School of Excellence, Inc	74 Hartford Street Newark, NJ 07103	\$40,000	Schools	6/15/2012	3817	EDU	to support the one-time costs for summer professional development, curriculum development, enhancing school culture, and improved teacher evaluation	public charity
Urban League of Essex County	508 Central Avenue Newark, NJ 07106	\$85,000	Job Training Request for Proposals	6/15/2012	3837	NDUA	to provide support for additional staffing at Urban League's Community Employment Center	public charity
Visions Academy Charter High School	88-108 Shipman Street Newark, NJ 07102	\$45,000	Schools	6/15/2012	3818	EDU	to provide support to purchase technology equipment and furniture for off-campus school site	public charity
Westfield Symphony	224 East Broad Street, Suite 6 Westfield, NJ 07090	\$12,000	Academic Enrichment	6/15/2012	3819	EDU	to support the program that pairs the Symphony's professional musicians with instrumental students from Newark's Arts High School.	public charity
Youth Development Clinic of Newark	500 Broad Street, 3rd Flr, Suite #1 Third Floor Newark, NJ 07102	\$25,000	Healthcare	6/15/2012	3852	YOF	to provide community-based mental health services to Newark children and their families	public charity
YouthBuild Newark	60 Park Place, Suite 323 Newark, NJ 07102	\$110,000	Job Training	6/15/2012	3838	NDUA	to provide general operating support	public charity
		\$9,532,000						

Victoria Foundation, Inc.
Approved/Unpaid Grants
as of 12/31/2012

Grantee	Address	Amount	Year to Be Paid	Fund	Purpose	Status	Contingent or Not
AIDS Resource Foundation for Children, Inc. (ARFC)	77 Academy Street Newark, NJ 07102	\$5,000.00	2013	YOF	to support the afterschool program for youth at Academy Street Firehouse	Public Charity	contingent
Alvin Alley Dance Foundation, Inc	405 W. 55th Street New York, NY 10019	\$35,000.00	2013	EDU	to deliver its 6-week summer camp program titled 'AileyCamp' in Newark.	Public Charity	10K contingent 25K not contingent
American Conference on Diversity	109 Church Street New Brunswick, NJ 08901	\$10,000.00	2013	EDU	to support the participation of a team of students from St Benedict's Prep, Saint Vincent Academy, and traditional Newark public high schools to attend the summer 2013 Lead for Diversity program	Public Charity	not contingent
Appel Farm Arts and Music Center	457 Shirley Road Post Office Box 888 Elmer, NJ 08318-0888	\$25,000.00	2013	EDU	to support camperships for Newark children in the 2013 summer residential arts immersion camp	Public Charity	not contingent
B E L L Foundation, Inc	60 Clayton Street Dorchester, MA 02122	\$40,000.00	2013	EDU	to support an academic summer camp students at Avon Avenue School in Newark in 2013.	Public Charity	not contingent
Bethany Cares, Inc	275 W Market Street Newark, NJ 07103	\$38,000.00	2013	EDU	to support the Bethany Cares 2013 Freedom School summer program	Public Charity	not contingent
Boys & Girls Clubs of Newark, Inc	500 Broad Street 4th Floor Newark, NJ 07102	\$30,000.00	2013	YOF	to support camperships for 250 low-income Newark children, with at least half of those children remaining with the program for six weeks at LifeCamp, a day camp program located in Pottersville, NJ	Public Charity	not contingent
Branch Brook Park Alliance	115 Clifton Avenue, Third Floor Newark, NJ 07101	\$95,000.00	2013	NDUA	to support a capital restoration project, namely, installation of a supplemental well to restore sufficient water flow to the Branch Brook Park waterway	Public Charity	contingent
Camp Speers-Ejajabar YMCA	143 Nichecronk Road Dingmans Ferry, PA 18328	\$20,000.00	2013	YOF	to support residential camperships for Newark students and participation by Newark students in the three day outdoor education program.	Public Charity	10K contingent 10K not contingent
Children's Literacy Initiative	2314 Market Street, 3rd Floor Philadelphia, PA 19103	\$300,000.00	2013	EDU	to support the Newark Literacy Project, which provides intensive professional development to pre-kindergarten through third grade teachers in the Newark Public Schools	Public Charity	not contingent
Children's Literacy Initiative	2314 Market Street, 3rd Floor Philadelphia, PA 19103	\$300,000.00	2014	EDU	to support the Newark Literacy Project, which provides intensive professional development to pre-kindergarten through third grade teachers in the Newark Public Schools	Public Charity	not contingent

Victoria Foundation, Inc.
Approved/Unpaid Grants
as of 12/31/2012

Clean Water Fund	1002 Ocean Avenue Belmar, NJ 07719	\$20,000.00	2013	NDUA	to partner with the Ironbound Community Corporation to address environmental and public health issues in Newark	Public Charity	contingent
Community FoodBank of New Jersey, Inc.	31 Evans Terminal Road Hillside, NJ 07205	\$200,000.00	2013	YOF	to support to the Community Food Bank of New Jersey \$15 million capital campaign to increase their capacity to distribute food.	Public Charity	not contingent
Community FoodBank of New Jersey, Inc.	31 Evans Terminal Road Hillside, NJ 07205	\$200,000.00	2014	YOF	to support to the Community Food Bank of New Jersey \$15 million capital campaign to increase their capacity to distribute food	Public Charity	not contingent
Community FoodBank of New Jersey, Inc.	31 Evans Terminal Road Hillside, NJ 07205	\$200,000.00	2015	YOF	to support to the Community Food Bank of New Jersey \$15 million capital campaign to increase their capacity to distribute food	Public Charity	not contingent
Drew University	36 Madison Avenue Madison, NJ 07940	\$15,000.00	2013	EDU	to support the ArtsPower Collaborative with the Newark Public Schools' Marion A Bolden Center	Public Charity	contingent
Emmanuel Church of Christ, Inc.	54 Irvine Turner Boulevard PO Box 3234 Newark, NJ 07103	\$22,500.00	2013	YOF	to serve Newark children with a 7-week summer camp	Public Charity	not contingent
Episcopal Community Development, Inc.	620 Clinton Avenue Newark, NJ 07108	\$30,000.00	2013	NDUA	to provide general operating support	Public Charity	contingent
Family Intervention Services, Inc.	106 Valley Street South Orange, NJ 07079	\$50,000.00	2013	YOF	help Mayor Booker and his Executive Leadership Group develop and implement a Child and Family Well-Being agenda	Public Charity	not contingent
FOCUS Hispanic Center for Community Development, Inc.	441-443 Broad Street Newark, NJ 07102	\$13,000.00	2013	YOF	to support the 2013 Summer Shadow Program, a six-week summer day camp for 30 at-risk Newark youth	Public Charity	not contingent
Foundation for Healthcare Advancement, Inc.	120 Albany Street, Tower II, Ste 850 New Brunswick, NJ 08901	\$14,000.00	2013	EDU	to support the 2013 PHRI Summer High School Research Internship Program	Public Charity	not contingent
Foundation for Healthcare Advancement, Inc.	120 Albany Street, Tower II, Ste 850 New Brunswick, NJ 08901	\$10,000.00	2013	EDU	to support a minimum of 30 students from Newark to participate in the summer 2013 SMART program	Public Charity	not contingent
Frost Valley YMCA	2000 Frost Valley Road Claryville, NY 12725	\$65,000.00	2013	YOF	to provide scholarships for Newark youth and to support the efforts of a part-time Newark coordinator to assist with recruitment and family engagement	Public Charity	not contingent
Girl Scouts Heart of New Jersey Inc	120 Valley Road Montclair, NJ 07042	\$10,000.00	2013	YOF	to support programs and services in Newark	Public Charity	contingent

Victoria Foundation, Inc.
Approved/Unpaid Grants
as of 12/31/2012

Greater Life	272 Chancellor Avenue P O Box 8447 Newark, NJ 07108	\$20,000.00	2013	YOF	to provide support for youth and family programs at the Community Outreach Center in the South Ward of Newark	Public Charity	not contingent
Greater Life	272 Chancellor Avenue P.O. Box 8447 Newark, NJ 07108	\$15,000.00	2013	YOF	to provide a week-long camping experience for up to 70 Newark Boy Scouts	Public Charity	not contingent
Independence: A Family of Services, Inc	179 Van Buren Street Newark, NJ 07105	\$10,000.00	2013	YOF	to provide general operating support	Public Charity	contingent
Ironbound Community Corporation, Greater Newark Housing Preservation Project (HUD)	179 Van Buren Street Newark, NJ 07105	\$10,000.00	2013	NDUA	to support the 'Friends of Riverfront Park' initiative	Public Charity	contingent
Ironbound Community Corporation	179 Van Buren Street Newark, NJ 07105	\$15,000.00	2013	NDUA	to provide salary support for your tenant organizer	Public Charity	contingent
Mayor's Fund to Advance New York City	253 Broadway 8th Floor New York, NY 10007	\$50,000.00	2013	NDUA	to support the replication of the Young Adult Internship and education program in Newark in partnership with the Rutgers-Newark Yes Center.	Public Charity	contingent
Mayor's Fund to Advance New York City	253 Broadway 8th Floor New York, NY 10007	\$50,000.00	2014	NDUA	to support the replication of the Young Adult Internship and education program in Newark in partnership with the Rutgers-Newark Yes Center.	Public Charity	contingent
Metropolitan YMCAs of the Oranges	139 E. McClellan Avenue Livingston, NJ 07039	\$16,000.00	2013	YOF	to provide sleep-away camp at the Fairview Lake Camp for at least 32 Newark youth.	Public Charity	not contingent
Montclair State University	1 Normal Avenue Montclair, NJ 07043	\$12,500.00	2013	EDU	to provide support for 60 Newark students to participate in the Passaic River Institute 2013 summer program	Public Charity	not contingent
National Summer Learning Association, Inc	575 South Charles Street, Suite 310 Baltimore, MD 21201	\$25,000.00	2013	EDU	to support a two year capacity building initiative aimed at summer programs on college campuses	Public Charity	contingent
New Community Corporation	233 West Market Street Newark, NJ 07103	\$200,000.00	2013	NDUA	to provide general operating support	Public Charity	contingent
Newark Museum Association	49 Washington St Newark, NJ 07102	\$100,000.00	2013	EDU	to help underwrite art, science, and education programs that meet the academic, cultural, and social needs of those that make their home in Newark	Public Charity	not contingent
Newark Public Schools	2 Cedar Street Newark, NJ 07102	\$25,000.00	2013	YOF	to support programming at the Marlon A Bolden Student Center for Newark high school students.	Public Charity	not contingent
Rutgers, The State University/Newark Schools Research Collaborative	111 Washington Street 1st Floor Newark, NJ 07102	\$75,000.00	2013	EDU	to support a signature applied research project, namely, the first biannual survey of Newark Public Schools administrators, teachers, students and parents concerning their perceptions of school quality and effectiveness	Public Charity	contingent

Victoria Foundation, Inc.
Approved/Unpaid Grants
as of 12/31/2012

SEACHANGE CAPITAL PARTNERS	1385 Broadway, 23rd Floor New York, NY 10018	\$100,000.00	2013	EDU	to expand an existing campus in order to house a new high school	Public Charity	not contingent
St. James Social Services Corporation	588 Martin Luther King Boulevard Newark, NJ 07102	\$10,000.00	2013	YOF	to support camperships for Newark children attending St James' summer day-camp program	Public Charity	not contingent
Trail Blazers Camps	153 West 27th St Suite 1102 New York, NY 10001	\$12,500.00	2013	YOF	to cover a portion of the expenses of 20 Newark youth to participate in your summer outdoor educational program in 2013	Public Charity	not contingent
United Way of Essex & West Hudson	303-9 Washington Street Newark, NJ 07102	\$40,000.00	2013	EDU	to support a two year capacity building project with summer programs on college campuses, and to work with the National Summer Learning Association to come the local summer intermediary for Newark.	Public Charity	contingent
United Way of Essex & West Hudson	303-9 Washington Street Newark, NJ 07102	\$135,000.00	2013	EDU	to provide support to the Victoria Summer College Expansion initiative by managing the base grants and expansion grants for the following six programs: Johns Hopkins University (40K), NJIT (15K), Rutgers/Future Scholars (15K), Rutgers, RU Ready for Work (25K) and WEB DuBois Academy (40K)	Public Charity	contingent
United Way of Essex & West Hudson	303-9 Washington Street Newark, NJ 07102	\$100,000.00	2013	EDU	to provide support to the Victoria Summer College Expansion initiative by managing the base grants and expansion grants for the following six programs: Johns Hopkins University, NJIT, Rutgers/Future Scholars, Rutgers, RU Ready for Work and WEB DuBois Academy Amounts TBD	Public Charity	contingent
Vacamas Programs for Youth	256 Macopin Road West Milford, NJ 07480	\$25,000.00	2013	YOF	to support 60 Newark youth in three-week residential summer camp experience in the New Jersey Highlands.	Public Charity	not contingent
Write On Sports, Inc	P O Box 833 S. Orange, NJ 07079	\$12,500.00	2013	EDU	for 50 Newark students to attend the 2013 summer 'Write on Sports' camps	Public Charity	not contingent
YMWCA of Newark & Vicinity	600 Broad Street Newark, NJ 07102	\$35,000.00	2013	YOF	to support camperships for Newark youth to attend summer day camp at the Broad St YMWCA, as well as summer resident camp at Camp Linwood-McDonald	Public Charity	15K contingent 20K not contingent
YWCA of Essex & West Hudson	395 Main Street Orange, NJ 07050	\$17,500.00	2013	YOF	camperships at Camp Lenoloc in 2013	Public Charity	not contingent

[illegible]

\$3,233.500

[illegible]

Commitments + Newark Museum

VICTORIA FOUNDATION

HOW TO APPLY: GUIDELINES

The staff and trustees of Victoria welcome proposals from non-profit organizations in good standing that forward the mission and goals of the Foundation. Victoria Foundation grants are restricted to programs in Newark, New Jersey, except for environment and land acquisition grants that impact the state of New Jersey. **Organizations may submit proposals only once each calendar year.** Proposals that fit the current priorities within the Foundation's guidelines, and for which the Foundation has resources available, will be carefully reviewed by staff. The review process may include site visits and requests for further information. Twice a year, staff makes recommendations to board committees in each area of grantmaking interest, and board committees then make final recommendations to the full board.

Generally, grants are for one year and organizations are eligible for renewal grants based upon careful staff and trustee review of subsequent proposal submissions. Although some Victoria grantees have enjoyed annual general operating support for more than twenty years, this is unusual for new grantees, and organizations are encouraged to apply for start-up funds, expansion efforts, or one-time needs.

The Foundation funds only organizations that have been determined to be exempt from federal tax by the Internal Revenue Service. Organizations must have a letter from the IRS indicating that they are exempt under Section 501(c)(3) and specifying whether they are a 509(a)(1), 509(a)(2), or 509(a)(3) organization. No grants are made to individuals, either as individuals or through a sponsoring organization.

Please follow Victoria Foundation's preferred proposal preparation procedure described in the Proposal Outline section. The Foundation also accepts the New York/New Jersey Area Common Application Form. However, if you choose to use the Common Application Form, you must substitute the appropriate one-page Victoria Foundation Cover Sheet. Letters of inquiry are discouraged.

Please note that the Foundation cannot fund all projects that meet our program goals and objectives. Therefore, we encourage you to apply to other foundations in addition to the Victoria Foundation.

DEADLINES, COPIES, AND MAILING: Victoria Foundation makes award decisions twice each year.

- For a decision in June, the submission deadline for General proposals are: for current grantees (except schools) is JANUARY 15TH and for new applicants (except schools) is FEBRUARY 1ST.
- For a decision in December, the submission deadlines for General proposals are JULY 15TH for current grantees and AUGUST 1ST for new applicants.
- Schools must submit by FEBRUARY 1ST for funding beginning in September.
- All Summer Programs must submit by September 8th for the following June.

All proposals must be in the Victoria Office by 5:00 p.m. on the deadline day. If the deadline dates do not fall on normal business day, the proposals should reach Victoria Foundation on the first business day following the deadline.

Proposals that are not complete, or which are received after the deadline, will not be considered. Please mail or deliver one copy of your proposal. Please do not transmit proposals by fax or email. Both mail and deliveries should be addressed to:

Irene Cooper-Basch, Executive Officer
Victoria Foundation
31 Mulberry Street, 5th Floor
Newark, New Jersey 07102

VIC^{IA} | ORIA FOUNDATION

PLEASE DO NOT USE BINDERS OR STAPLES. TO OBTAIN CONFIRMATION OF PROPOSAL RECEIPT BY VICTORIA FOUNDATION, PLEASE ENCLOSE A SELF-ADDRESSED POSTCARD. *For clarification of any of the application instructions please call the Victoria Foundation office at (973) 792-9200.*

Payments

Paid Date was in last year AND Payee Organization's Name begins with 'community foundation of new'

25 March 2013

Payee Legal Name	Payee Address	Amount	Fiscal Year	Payment Date	Check Numb	Fund	Program Area	Request Evaluation Text
Community Foundation of New Jersey	540 Orange Street Newark, NJ 07107	\$35,000.00	2012	6/15/2012	3788	EDUCATION COMMITTEE	Education Grants\Schools\Charter	to fund the purchase of additional materials (guided reading kits, shared reading packs, and classroom libraries) for a rigorous literacy program in every grade as the school expands
Grand Totals (1 item)		<u>\$35,000.00</u>						

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

SOURCE	AMOUNT
INTEREST ON CASH & CASH EQUIVALENTS	348,739.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	348,739.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DIVIDENDS	3,663,424.	3,663,424.	0.
DIVIDEND INCOME	3,098,703.	0.	3,098,703.
INTEREST FROM NOTE RECEIVABLE	10,253.	0.	10,253.
TOTAL TO FM 990-PF, PART I, LN 4	6,772,380.	3,663,424.	3,108,956.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GRANT REFUNDS	60,070.	0.	
SECURITY LITIGATION PROCEEDS	4,985.	4,985.	
TOTAL TO FORM 990-PF, PART I, LINE 11	65,055.	4,985.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	30,345.	0.		30,345.
TO FORM 990-PF, PG 1, LN 16B	30,345.	0.		30,345.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	172,596.	172,596.		0.	
CONSULTANT C.M. MCFARLAND	36,000.	0.		36,000.	
TO FORM 990-PF, PG 1, LN 16C	208,596.	172,596.		36,000.	

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

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE SUPPLIES	9,171.	0.		9,171.	
INSURANCE	10,228.	0.		10,228.	
TELEPHONE	5,963.	0.		5,963.	
EQUIPMENT LEASE	3,248.	0.		3,248.	
ANNUAL REPORT	664.	0.		664.	
OTHER PENSION AND BANK FEES	1,848.	0.		1,848.	
STAFF EXPENSES	73,429.	0.		73,429.	
COMPUTER EQUIPMENT EXPENSE	7,398.	0.		7,398.	
TRAINING & EDUCATION	8,761.	0.		8,761.	
UTILITIES	750.	0.		750.	
POSTAGE AND DELIVERY	2,581.	0.		2,581.	
COMPUTER LABOR EXPENSE	30,595.	0.		30,595.	
MISCELLANEOUS	3,306.	0.		3,306.	
RELOCATION EXPENSES	232,836.	0.		232,836.	
TO FORM 990-PF, PG 1, LN 23	390,778.	0.		390,778.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT SECURITIES	X		15,300,926.	15,300,926.
TOTAL U.S. GOVERNMENT OBLIGATIONS			15,300,926.	15,300,926.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			15,300,926.	15,300,926.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
545,536 SHS OF THE CHUBB CORPORATION	41,089,773.	41,089,773.
TOTAL TO FORM 990-PF, PART II, LINE 10B	41,089,773.	41,089,773.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	148,288,247.	148,288,247.
TOTAL TO FORM 990-PF, PART II, LINE 13		148,288,247.	148,288,247.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT	11
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EXPLANATION

SEE ATTACHMENT D

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
IRENE COOPER-BASCH 31 MULBERRY STREET NEWARK, NJ 07102	EXECUTIVE OFFICER AND SECR 50.00	190,690.	56,765.	0.
CHARLES M. CHAPIN III 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
PERCY CHUBB III 31 MULBERRY STREET NEWARK, NJ 07102	PRESIDENT 1.00	0.	0.	0.
SALLY CHUBB 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
ROBERT HOLMES, ESQ. 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
ROBERT L. JOHNSON, M.D. 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
GORDON A. MILLSPAUGH, JR. 31 MULBERRY STREET NEWARK, NJ 07102	ASSISTANT TREASURER 1.00	0.	0.	0.
FRANKLIN E. PARKER IV 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
JOHN F. PARKER 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
MARGARET H. PARKER 31 MULBERRY STREET NEWARK, NJ 07102	VICE PRESIDENT 1.00	0.	0.	0.
GARY M. WINGENS 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.

SARAH CHUBB SAUVAYRE 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
KEVIN SHANLEY 31 MULBERRY STREET NEWARK, NJ 07102	TREASURER 1.00	0.	0.	0.
DR. A. ZACHARY YAMBA 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
FRANK ALVAREZ 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
HELEN FRYE PARR 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	190,690.	56,765.	0.
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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	13
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ACTIVITY ONE

PROGRAM STAFF AT VICTORIA FOUNDATION ROUTINELY SPEND TIME PROVIDING TECHNICAL ASSISTANCE TO GRANTEEES AND OTHER CHARITABLE ORGANIZATIONS ON A WIDE RANGE OF MATTERS, SUCH AS FUNDRAISING, BOARD DEVELOPMENT, PROGRAM EVALUATION, AND FINANCIAL MANAGEMENT. IN ADDITION, PROGRAM STAFF SERVE ON MYRIAD TASK FORCES AND REGULARLY ENGAGE IN CONVENING NONPROFIT AND GOVERNMENT AGENCIES TO WORK TOGETHER TO SOLVE COMMUNITY PROBLEMS AND/OR SHARE BEST PRACTICES. HIGHLIGHTS OF DIRECT CHARITABLE ACTIVITIES IN 2012 INCLUDED: CO-CHAIRING THE NEWARK FUNDERS GROUP; PARTICIPATING IN MEETINGS WITH BOARD AND STAFF LEADERSHIP FROM SIX COMMUNITY DEVELOPMENT CORPORATIONS TO EXAMINE THE FINDINGS OF THE VICTORIA-SPONSORED AGENCY ASSESSMENTS; LEADING THE YOUTH POLICY BOARD EFFORTS IN PARTNERSHIP WITH NEWARK CITY HALL; AND WORKING WITH THE BRANCH BROOK PARK ALLIANCE TO ENABLE IT TO SUCCESSFULLY MEET VICTORIA'S \$95,000 CHALLENGE GRANT.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

181,575.