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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
CHARLOTTE W NEWCOMBE FOUNDATION

% TOM WILFRID

A Employer identification number
23-2120614

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

Room/suite

B Telephone number (see instructions)
(609) 924-7022

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 47,794,700

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	25	25		
	4	Dividends and interest from securities	465,875	772,006		
	5a	Gross rents	26,650	26,650		
	b	Net rental income or (loss) 11,076				
	6a	Net gain or (loss) from sale of assets not on line 10	1,204,629			
	b	Gross sales price for all assets on line 6a 5,143,994				
	7	Capital gain net income (from Part IV, line 2)		1,106,063		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	213,328	257,143		
	12	**Total.** Add lines 1 through 11	1,910,507	2,161,887		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	172,200	58,660		113,540
	14	Other employee salaries and wages	78,149	11,384		66,764
	15	Pension plans, employee benefits	16,570	3,851		12,719
	16a	Legal fees (attach schedule)	8,000			8,000
	b	Accounting fees (attach schedule)	20,000	20,000		
	c	Other professional fees (attach schedule)	203,935	147,858		
	17	Interest		67,922		
	18	Taxes (attach schedule) (see instructions)	17,230			
	19	Depreciation (attach schedule) and depletion	20,371	149,600		
	20	Occupancy	32,241	15,574		16,667
	21	Travel, conferences, and meetings	11,264			11,264
	22	Printing and publications	2,398			2,398
	23	Other expenses (attach schedule)	10,449			10,449
	24	**Total operating and administrative expenses.** Add lines 13 through 23	592,807	474,849		241,801
	25	Contributions, gifts, grants paid	2,445,979			2,119,725
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,038,786	474,849		2,361,526
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,128,279			
	b	**Net investment income** (if negative, enter -0-)		1,687,038		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	69,756	134,217	134,217
2	Savings and temporary cash investments	41,457	30,904	30,904
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	41,971,484	44,289,096	46,296,465
14	Land, buildings, and equipment basis ▶ 763,560 Less accumulated depreciation (attach schedule) ▶ 395,505	378,932	368,055	792,000
15	Other assets (describe ▶)	7,817	541,114	541,114
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	42,469,446	45,363,386	47,794,700
Liabilities				
17	Accounts payable and accrued expenses	28,782	23,329	
18	Grants payable	1,227,310	1,553,564	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	1,256,092	1,576,893	
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	41,213,354	43,786,493	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	41,213,354	43,786,493	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	42,469,446	45,363,386	

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	41,213,354
2	Enter amount from Part I, line 27a	2	-1,128,279
3	Other increases not included in line 2 (itemize) ▶	3	3,701,418
4	Add lines 1, 2, and 3	4	43,786,493
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	43,786,493

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,106,063
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,362,917	46,315,420	0 051018
2010	2,266,237	43,991,026	0 051516
2009	2,014,772	39,301,486	0 051265
2008	2,418,286	47,035,044	0 051415
2007	2,762,831	54,282,286	0 050897

2	**Total** of line 1, column (d).	2	0 256111
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 051222
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	45,462,581
5	Multiply line 4 by line 3.	5	2,328,684
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	16,870
7	Add lines 5 and 6.	7	2,345,554
8	Enter qualifying distributions from Part XII, line 4.	8	2,361,526

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	16,870
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	16,870
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	16,870
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	25,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,130
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	6,000	**Refunded** ▶	11	2,130

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NJ, PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶http //www newcombefoundation org

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

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?	16		No

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Total number of other employees paid over $50,000 ▶				

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
PRIME BUCHHOLZ & ASSOCIATES INC 25 CHESTNUT ST PORTSMOUTH,NH 03801	INVESTMENT CONSULT	62,722
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SCHOLARSHIPS AND FELLOWSHIPS GIVEN TO EDUCATIONAL INSTITUTIONS	2,361,526
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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	45,223,294
b	Average of monthly cash balances	1b	139,611
c	Fair market value of all other assets (see instructions)	1c	792,000
d	**Total** (add lines 1a, b, and c)	1d	46,154,905
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	46,154,905
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	692,324
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	45,462,581
6	**Minimum investment return.** Enter 5% of line 5	6	2,273,129

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	2,273,129
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,870		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,870
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,256,259
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,256,259
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	2,256,259

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	2,361,526
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,361,526
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	16,870
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,344,656

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,256,259
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 155,095				
b From 2008. 89,414				
c From 2009. 57,781				
d From 2010. 74,280				
e From 2011. 95,364				
f Total of lines 3a through e.	471,934			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,361,526				
a Applied to 2011, 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 2012 distributable amount.				2,256,259
e Remaining amount distributed out of corpus	105,267			
5 Excess distributions carryover applied to 2012 *(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	577,201			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	155,095			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	422,106			
10 Analysis of line 9				
a Excess from 2008. . . . 89,414				
b Excess from 2009. . . . 57,781				
c Excess from 2010. . . . 74,280				
d Excess from 2011. . . . 95,364				
e Excess from 2012. . . . 105,267				

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 2012, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

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

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

c Any submission deadlines

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

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

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				2,119,725
b *Approved for future payment*				
See Additional Data Table				
Total . . . . ▶ **3b**				1,553,564

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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	25	
4 Dividends and interest from securities. . . .			14	465,875	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	11,076	
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	213,328	
8 Gain or (loss) from sales of assets other than inventory			18	1,204,629	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				1,894,933	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,894,933

(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)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-11-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

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

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1 709 ACADIAN INTERNATIONAL			2012-01-30
1 759 ACADIAN INTERNATIONAL			2012-05-01
1 83 ACADIAN INTERNATIONAL			2012-07-31
168 306 ACADIAN INTERNATIONAL			2012-08-10
1 546 ACADIAN INTERNATIONAL			2012-10-24
82 096 ACADIAN INTERNATIONAL			2012-12-31
ADAGE CAPITAL PARTNERS			2012-07-02
23299 161 WM BLAIR INTL GROWTH			2012-08-14
6499 133 WM BLAIR INTL GROWTH			2012-12-06
10897 995 AMG SYSTEMATIC MDCAP			2012-09-06
8583 691 AMG SYSTEMATIC MDCAP			2012-10-17
17211 704 AMG SYSTEMATIC MDCAP			2012-12-06
280 53 VANGUARD 500 INDEX			2012-11-28
4424 779 DODGE & COX INTL STK			2012-12-06
17768 301 VANGUARD INFL PROT			2012-02-21
3467 406 VANGUARD INFL PROT			2012-06-14
9551 928 VANGUARD INFL PROT			2012-07-03
GENEVA MID CAP GROWTH SHRT TRM			2012-12-31

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
5,124		2,716	2,408
5,521		2,796	2,725
5,323		2,908	2,415
500,000		267,490	232,510
4,918		2,457	2,461
275,000		130,476	144,524
500,000		317,421	182,579
500,000		472,081	27,919
150,000		131,683	18,317
125,000		121,055	3,945
100,000		95,348	4,652
200,000		191,188	8,812
30,000		24,736	5,264
150,000		191,228	-41,228
500,000		431,489	68,511
100,000		84,203	15,797
275,000		232,059	42,941
147,752		179,916	-32,164

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,408
			2,725
			2,415
			232,510
			2,461
			144,524
			182,579
			27,919
			18,317
			3,945
			4,652
			8,812
			5,264
			-41,228
			68,511
			15,797
			42,941
			-32,164

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JANET A FEARON 35 PARK PL PRINCETON,NJ 085426918	TRUSTEE 0	7,000	0	0
ROBERT M ADAMS 35 PARK PL PRINCETON,NJ 085426918	TRUSTEE 0	7,000	0	0
J BARTON LEUDEKE 35 PARK PL PRINCETON,NJ 085426918	TRUSTEE 0	7,000	0	0
ELIZABETH T FRANK 35 PARK PL PRINCETON,NJ 085426918	TRUSTEE 0	7,000	0	0
LOUISE JOHNSON 35 PARK PL PRINCETON,NJ 085426918	TRUSTEE 0	7,000	0	0
THOMAS WILFRID 35 PARK PL PRINCETON,NJ 085426918	EXECUTIVE DIRECTOR 40 0	137,200	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN UNIVERSITY 440 MASSACHUSETTS AVE WASHINGTON,DC 20016		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	32,000
ARCADIA UNIVERSITY 450 S EASTON RD GLENSIDE,PA 19038		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	35,000
BLOOMFIELD COLLEGE 467 FRANKLIN ST BLOOMFIELD,NJ 07003		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	40,000
CEDAR CREST COLLEGE 100 COLLEGE DR ALLENTOWN,PA 18104		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	16,000
MISERICORDIA UNIVERSITY 301 LAKE ST DALLAS,PA 18612		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	41,000
COLUMBIA UNIVERSITY SCHOOL OF GENERAL STUDIES 408 LEWISOHN HALL NEW YORK,NY 10027		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	7,500
FORDHAM UNIVERSITY 441 E FORDHAM RD BRONX,NY 10458		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	40,000
GANNON UNIVERSITY 109 UNIVERSITY SQUARE ERIE,PA 16541		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	30,000
GWYNEDD-MERCY COLLEGE SUMNEYTOWN PIKE GWYNEDD VALLEY,PA 19437		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	42,000
HUNTER COLLEGE 695 PARK AVE NEW YORK,NY 10021		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	23,000
KEAN UNIVERSITY FOUNDATION 1000 MORRIS AVE UNION,NJ 07083		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	47,000
LA SALLE UNIVERSITY 1900 W OLNEY AVE PHILADELPHIA,PA 19141		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	47,000
MARYWOOD UNIVERSITY 2300 ADAMS AVE SCRANTON,PA 18509		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	35,000
MORAVIAN COLLEGE 1200 MAIN ST BETHLEHEM,PA 18018		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	10,000
NEUMANN UNIVERSITY 1 NEUMANN DR ASTON,PA 19014		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	17,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RIDER UNIVERSITY 2083 LAWRENCEVILLE RD LAWRENCEVILLE,NJ 08648		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	41,000
RUTGERS UNIVERSITY FOUNDATION 7 COLLEGE AVE NEW BRUNSWICK,NJ 08901		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	34,500
TOWSON UNIVERSITY FOUNDATION 8000 YORK RD TOWSON,MD 21252		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	42,000
UNIVERSITY OF MARYLAND 3300 METZEROTT RD ADELPHI,MD 20783		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	74,000
UNIVERSITY OF SCRANTON 800 LINDEN ST SCRANTON,PA 18510		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	34,000
ST JOSEPHS UNIVERSITY 5600 CITY LINE AVE PHILADELPHIA,PA 19131		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	30,000
WEST CHESTER UNIVERSITY 100 W ROSEDALE AVE WEST CHESTER,PA 19383		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	38,000
WIDENER UNIVERSITY 1 UNIVERSITY PL CHESTER,PA 19013		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	38,000
NEW SCHOOL UNIVERSITY 66 W 12TH ST NEW YORK,NY 10011		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	32,500
WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATION CN 5281 PRINCETON,NJ 08543		PUBLIC CHARITY	NEWCOMBE DOCTORAL DISSERTATION FELLOWSHIPS	743,060
BROOKLYN COLLEGE 2900 BEDFORD AVE BROOKLYN,NY 11210		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	21,000
EDINBORO UNIVERSITY OF PA 210 MEADVILLE ST EDINBORO,PA 16444		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	35,000
GALLAUDET UNIVERSITY 800 FLORIDA AVE NE WASHINGTON,DC 20002		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	38,000
LONG ISLAND UNIVERSITY-BROOKLYN CAMPUS UNIVERSITY CENTER BROOKVILLE,NY 11548		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	33,000
MCDANIEL COLLEGE 2 COLLEGE HILL WESTMINSTER,MD 21157		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	51,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NEW YORK UNIVERSITY 70 WASHINGTON SQUARE S NEW YORK,NY 10012		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	30,000
PENNSYLVANIA STATE UNIVERSITY 17 OLD MAIN UNIVERSITY PARK,PA 16802		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	60,000
TEMPLE UNIVERSITY BROAD MONTGOMERY STREETS PHILADELPHIA,PA 19122		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	41,000
GEORGIAN COURT UNIVERSITY 900 LAKEWOOD AVE LAKEWOOD,NJ 087012697		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	30,000
THE FOUNDATION CENTER 79 FIFTH AVE NEW YORK,NY 10003		PUBLIC CHARITY	SUPPORT OF SERVICES TO GRANT SEEKERS	4,000
ELIZABETHTOWN COLLEGE 1 ALPHA DR ELIZABETHTOWN,PA 170222298		PUBLIC CHARITY	MATURE SECOND CAREER-WOMEN SCHOLARSHIPS	49,000
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT ST PENNSYLVANIA,PA 191046243		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	25,000
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DR STE 700 ARLINGTON,VA 222027306		PUBLIC CHARITY	GENERAL SUPPORT	4,720
COUNCIL OF NEW JERSEY GRANTMAKERS 101 W STATE ST TRENTON,NJ 08608		PUBLIC CHARITY	GENERAL SUPPORT	250
WILSON COLLEGE 1025 PHILADELPHIA AVE CHAMBERSBURG,PA 17201		PUBLIC CHARITY	MATURE SECOND CAREER-WOMEN SCHOLARSHIPS	7,500
MERCY COLLEGE 555 BROADWAY DOBBS FERRY,NY 10522		PUBLIC CHARITY	MATURE SECOND CAREER-WOMEN SCHOLARSHIPS	5,000
ASSOCIATION OF SMALL FOUNDATIONS 1720 N ST NW WASHINGTON,DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	195
MARYVILLE COLLEGE 502 E LAMAR ALEXANDER PKWY MARYVILLE,TN 37804		PUBLIC CHARITY	SPECIAL SCHOLARSHIP ENDOWMENT	25,000
TUSCULUM COLLEGE 1305 CENTERPOINT BLVD KNOXVILLE,TN 37932		PUBLIC CHARITY	SPECIAL SCHOLARSHIP ENDOWMENT	35,000
DAVIS & ELKINS COLLEGE 100 CAMPUS DR ELKINS,WV 26241		PUBLIC CHARITY	SPECIAL SCHOLARSHIP ENDOWMENT	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PRINCETON THEOLOGICAL SEMINARY 64 MERCER ST PRINCETON,NJ 085420803		PUBLIC CHARITY	GENERAL SUPPORT IN HONOR OF AARON GAST	10,000
WESTMINSTER CHOIR COLLEGE 101 WALNUT LN PRINCETON,NJ 08540		PUBLIC CHARITY	GENERAL SUPPORT IN HONOR OF AARON GAST	20,000
Total . . . . ▶ **3a**				2,119,725

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATIONCN 5281 PRINCETON, NJ 08543		PUBLIC CHARITY	NEWCOMBE DOCTORAL DISSERTATION FELLOWSHIPS	848,814
GANNON UNIVERSITY109 UNIVERSITY SQ ERIE, PA 16541		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	16,500
BLOOMFIELD COLLEGE467 FRANKLIN ST BLOOMFIELD, NJ 07003		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	7,000
GEORGIAN COURT UNIVERSITY900 LAKEWOOD AVE LAKEWOOD, NJ 087011697		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	22,500
CEDAR CREST COLLEGE100 COLLEGE DR ALLENTOWN, PA 18104		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	21,000
HUNTER COLLEGE695 PARK AVE E1313 NEW YORK, NY 100655024		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	28,000
ASSOCIATE ALUMNAE OF DOUGLASS COLLEGE181 RYDERS LN NEW BRUNSWICK, NJ 089018557		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	5,000
ST JOSEPHS UNIVERSITY5600 CITY LINE AVE PHILADELPHIA, PA 191311395		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	22,500
UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION8400 BALTIMORE AVE STE 200 COLLEGE PARK, MD 207402496		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	63,000
WIDENER UNIVERSITYONE UNIVERSITY PL CHESTER, PA 190135792		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	21,500
EDINBORO UNIVERSITY OF PA MEADVILLE NORMAL STREETS EDINBORO, PA 16444		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	20,000
COLUMBIA UNIVERSITY SCHOOL OF GENERAL STUDIES408 LEWISON HALL NEW YORK, NY 10027		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	32,500
TEMPLE UNIVERSITYBROAD MONTGOMERY STREETS PHILADELPHIA, PA 19122		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	21,000
PENNSYLVANIA STATE UNIVERSITY 17 OLD MAIN UNIVERSITY PARK, PA 168021502		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES-ENDOWED SCHOLARSHIPS	20,000
TEMPLE UNIVERSITYBROAD MONTGOMERY STREETS PHILADELPHIA, PA 19122		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	60,000
NEUMANN UNIVERSITY1 NEUMANN DR ASTOR, PA 19014		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	17,000
UNIVERISTY OF SCRANTON800 LINDEN ST SCRANTON, PA 18510		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	21,000
LONG ISLAND UNIVERSITY-BROOKLYN CAMPUSUNIVERSITY CENTER BROOKVILLE, NY 10548		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	19,000
MCDANIEL COLLEGE2 COLLEGE HILL WESTMINSTER, PA 21157		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	18,000
NEW YORK UNIVERISTY70 WASHINGTON SQUARE S NEW YORK, NY 10012		PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	18,750
MERCY COLLEGE555 BROADWAY DOBBS FERRY, NY 10522		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	20,000
MORAVIAN COLLEGE1200 MAIN ST BETHLEHEM, PA 18018		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	15,000
WILSON COLLEGE1025 PHILADELPHIA AVE CHAMBERSBURG, PA 17201		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	17,500
DAVIS & ELKINS COLLEGE100 CAMPUS DR ELKINS, WV 26241		PUBLIC CHARITY	SPECIAL SCHOLARSHIP ENDOWMENT	25,000
MARYVILLE COLLEGE502 E LAMAR ALEXANDER PKWY MARYVILLE, TN 37804		PUBLIC CHARITY	SPECIAL SCHOLARSHIP ENDOWMENT	25,000
TUSCULUM COLLEGE1305 CENTERPOINT BLVD KNOXVILLE, TN 37932		PUBLIC CHARITY	SPECIAL SCHOLARSHIP ENDOWMENT	30,000
MISERICORDIA UNIVERSITY301 LAKE ST DALLAS, PA 18612		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN ENDOWED SCHOLARSHIPS	50,000
GWYNEDD-MERCY COLLEGE SUMNEYTOWN PIKE GYWNEDD VALLEY, PA 19437		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN ENDOWED SCHOLARSHIPS	40,000
NEW SCHOOL UNIVERSITY66 W 12TH ST NEW YORK, NY 10011		PUBLIC CHARITY	MATURE SECOND-CAREER WOMEN ENDOWED SCHOLARSHIPS	8,000
RIDER UNIVERSITY2083 LAWRENCEVILLE RD LAWRENCEVILLE, NJ 086483099		PUBLIC CHARITY	GENERAL SUPPORT IN HONOR OF AARON GAST	20,000
Total . . . . ▶ **3b**				1,553,564

TY 2012 Contractor Compensation Explanation

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Contractor	Explanation
PRIME BUCHHOLZ ASSOCIATES INC	INVESTMENT ADVISORY FEES

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

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TY 2012 Investments - Other Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ACADIAN INTL SMALL CAP FUND	FMV	2,410,799	2,410,799
ARCHSTONE ABSOLUTE	FMV	2,955,049	2,955,049
ADAGE CAPITAL PARTNERS	FMV	4,912,068	4,912,068
COLCHESTER GLOBAL BOND FUND	FMV	3,248,008	3,248,008
BARLOW OFFSHORE PARTNERS	FMV	2,962,027	2,962,027
GENEVA MIDCAP GROWTH EQUITIES	FMV	1,904,819	1,904,819
CITY OF LONDON EMERGING MARKET	FMV	2,439,585	2,439,585
TIFF ABSOLUTE RETURN POOL II	FMV	3,471,166	3,471,166
VANGUARD INFLATION PROTECTED	FMV	2,198,825	2,198,825
GUGGENHEIM PLUS RE II	FMV	0	0
GUGGENHEIM REIT	FMV	0	0
MAP 2003 LP	FMV	510,421	2,023,195
MAP 2004 LP	FMV	280,847	585,955
DODGE & COX INTERNATIONAL FUND	FMV	3,603,292	3,603,292
AG CORE PLUS REALTY III	FMV	659,159	659,159
SYSTEMATIC MID CAP VALUE FUND	FMV	1,891,397	1,891,397
MAP 2009 LP	FMV	388,057	577,544
VANGUARD 500 INDEX FUND	FMV	1,529,284	1,529,284
VANGUARD SHORT TERM TREASURY	FMV	1,356,026	1,356,026
VANGUARD ENERGY FUND	FMV	1,557,883	1,557,883
WILLIAM BLAIR INTERNATL	FMV	3,405,617	3,405,617
GRESHAM TAP	FMV	1,506,967	1,506,967
VANGUARD EMERGING MKTS	FMV	1,097,800	1,097,800

TY 2012 Land, Etc. Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

TY 2012 Other Assets Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID INSURANCE	5,617	5,732	5,732
SECURITY DEPOSIT	2,200	2,252	2,252
PREPAID EXCISE TAX	0	8,130	8,130
DUE FROM BROKER	0	525,000	525,000

TY 2012 Other Expenses Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	141			141
DONATIONS	100			100
OFFICE SUPPLIES PHONE POSTAGE	7,144			7,144
INSURANCE	2,249			2,249
PAYROLL PROCESSING	815			815

TY 2012 Other Income Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ACADIAN INTL SMALL CAP		4,257	
ADAGE CAPITAL		2,707	
CITY OF LONDON EMERGING MARKETS		627	
COLCHESTER GLOBAL BOND FUND		-27,160	
GUGGENHEIM PLUS	1,875	19	
MAP 2003 LP	171,498	226,978	
MAP 2004 LP	13,724	33,788	
MAP 2009 LP	-10,665	13,134	
ANGELO GORDON CORE PLUS II	34,103		
OTHER	2,793	2,793	

TY 2012 Other Increases Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	3,701,418

TY 2012 Other Professional Fees Schedule

Name: CHARLOTTE W NEWCOMBE FOUNDATION

EIN: 23-2120614

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	203,935	147,858		