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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

The NewMarket Foundation

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

Room/suite

330 South Fourth Street

City or town, state, and ZIP code

Richmond, VA 23219

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method

☒

Cash

☐

Accrual

of year (from Part II, col (c), line

☐ Other (specify)

16) ▶ \$ 2,338,330.00 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total 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)

	(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 (attach schedule)	1,746,855.00			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,746,855.00			
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	250.00			250.00
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	25.00			25.00
24 Total operating and administrative expenses. Add lines 13 through 23	275.00			275.00
25 Contributions, gifts, grants paid	1,509,313.00			1,509,313.00
26 Total expenses and disbursements. Add lines 24 and 25	1,509,588.00			1,509,588.00
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	237,267.00			
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2,101,062.00	2,338,329.00	2,338,329.00
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			2,101,062.00	2,338,329.00	2,338,329.00
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		2,101,062.00	2,338,329.00	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		2,101,062.00	2,338,329.00	
	31	Total liabilities and net assets/fund balances (see instructions)		2,101,062.00	2,338,329.00	

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	2,101,062.00
2	Enter amount from Part I, line 27a	2	237,267.00
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,338,329.00
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,338,329.00

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b N/A					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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) 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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 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			8 1,509,588.00

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

1 a 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)	1	0.00
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
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	
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	0.00
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a		
b Exempt foreign organizations - tax withheld at source 6b		
c Tax paid with application for extension of time to file (Form 8868) 6c		
d Backup withholding erroneously withheld 6d		
7 Total credits and payments. Add lines 6a through 6d	7	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.00
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
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c 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 ☐ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>Virginia</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		x
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	x	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>Diane Hazelwood</u> Telephone no ► <u>804-788-5522</u>			
	Located at ► <u>330 South Fourth St. Richmond, VA</u> ZIP+4 ► <u>23219</u>			
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 ► <u>15</u>			
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	Yes	No
				x
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	x
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	x
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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 ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	x
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	x

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** N/A**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ►		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE FOUNDATION MAKES GRANTS TO QUALIFYING PUBLIC CHARITIES AND DOES NOT CARRY ON ANY DIRECT CHARITABLE ACTIVITIES.	
2	
3	
4	

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

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.00
b	Average of monthly cash balances	1b	2,278,077.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,278,077.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,278,077.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	34,171.16
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,243,905.84
6	Minimum investment return. Enter 5% of line 5	6	112,195.29

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	112,195.29
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	112,195.29
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	112,195.29
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	112,195.29

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	1,509,588.00
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,509,588.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,509,588.00

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				112,195.29
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010	757,161.00			
e From 2011	541,576.00			
f Total of lines 3a through e	1,298,737.00			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,509,588.00				
a Applied to 2011, but not more than line 2a . . .				
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				112,195.29
e Remaining amount distributed out of corpus . .	1,397,393.00			
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	2,696,130.00			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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) . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,696,130.00			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	757,161.00			
d Excess from 2011	541,576.00			
e Excess from 2012	1,397,393.00			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
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)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

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

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

c Any submission deadlines

September 2012

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

For Matching gifts: Nonprofit educational institutions: secondary schools in the U.S.

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated

13 Total. Add line 12, columns (b), (d), and (e). **13**
(See worksheet in line 13 instructions to verify calculations.)

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)
----------	--

[illegible]

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

correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here   

Signature of officer or trustee _____ Date _____ Title _____

M. Rudolph West

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

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

Schedule of Contributors

OMB No 1545-0047

2012

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

Name of the organization

Employer identification number

The NewMarket Foundation

27-1586209

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization

The NewMarket Foundation

Employer identification number

27-1586209

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NewMarket Corporation 330 South Fourth Street Richmond, VA 23219	\$ 1,746,855.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

The NewMarket Foundation

Employer identification number

27-1586209

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

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

Name of organization

The NewMarket Foundation

Employer identification number

27-1586209

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

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

NewMarket Foundation
Attachment to Form 990-PF
Part I, Line 23
2012

Other Expenses Line 23:

VA State Corporation registration fee	25
---------------------------------------	----

Total	<u>25</u>
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NewMarket Foundation
Attachment to Form 990-PF
Part I, Line 16a
2012

Legal Fees:

McGuireWoods LLP - Legal Fees for Foundation

250

The NewMarket Foundation

FEIN: 27-1586209

Form 990-PF

Part VIII Question # 1

2012

Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors

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

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2012

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
1 King William County Volunteer Fire and Rescue Squad, Inc 7836 Richmond-Tappahannock Hwy... P O Box 139 Aylett VA 23009	Public	General Use Funds for King William Fire dept	500
2 Sheltenng Arms Hospital P O Box 8762 Richmond, VA 23226	Public	Support patient physical rehabilitation	1,500
3 Mechanicsville Catholic Men's Association 6318 Lakeway Drive Mechanicsville VA 23111	Public	Kulinowski - Charitable Outreach	1,000
4 Maggie Walker Governor School 1000 N Lombardy Street Richmond VA 23220	Public	We The People Program	2,500
4a Maggie Walker Governor School 1000 N Lombardy Street Richmond VA 23220	Public	Robotics Team	1,800
4b Maggie Walker Governor School 1000 N Lombardy Street Richmond VA 23220	Public	Robotics Team	5,000
5 Varina Lions Club Foundation, Inc P O Box 38292 Richmond, VA 23231	Public	Buz Snyder Memorial Canoe-a-thon	1,500
6 VCU Massey Cancer Center P O Box 843042 Richmond, VA 23284 Richmond, VA 23284	Public	Women and Wellness Program	1,500
7 Comfort Zone Camp, Inc 4906 Cutshaw Avenue 2nd Floor Richmond VA 23230	Public	Grief Relief Gala	3,000
8 Virginia Museum of Fine Arts 200 N Boulevard Richmond VA 23220	Public	General Use Funds	2,500
9 Children's Hospital 2924 Brook Road Richmond VA 23220-1298	Public	Ball event to support children services	5,000
10 Virginia Military Institute College Orientation Workshop Program Department of Physical Education Room 320 Lexington VA 24450	Public	College Orientation Workshop Program	25,000
10a Virginia Military Institute College Orientation Workshop Program Department of Physical Education Room 320 Lexington VA 24450	Public	Kangaroo River Bash	1,000
11 Virginia Foundation for Independent Colleges 8010 Ridge Road Suite B Richmond VA 23229-7288	Public	Research Fellowships - Summer Science Program	5,000
12 Junior League of Richmond 205 W Franklin Street Richmond VA 23220	Public	Book and Author Donation	1,750
13 HERA Women's Cancer Foundation P O Box 6147 Denver, CO 80206	Public	Sisterhood of W I N E Team	500

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2012

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
14 St Andrews School 227 S Cherry Street Richmond VA 23220-6101	Public	Donation for school event	9,391
15 Venture Richmond 200 South Third Street Richmond VA 23219	Public	Support for Richmond Downtown events	8,500
15a Venture Richmond 200 South Third Street Richmond VA 23219	Public	General Use Funds	5,000
15b Venture Richmond 200 South Third Street Richmond VA 23219	Public	General Use Funds	8,500
16 National Multiple Sclerosis Society 2112 West Laburnum Avenue, Suite 204 Richmond VA 23227	Public	Walk for Multiple Sclerosis	1,000
17 Daughters of American Revolution Treasurer, District II 1801 Old Woods Court Williamsburg VA 23185	Public	Flag Day Celebration 2012 - Funds to purchase flags for hospital events	500
18 Junior Achievement of Central Richmond, Inc 4800 Cox Road Suite 107 Glen Allen VA 23060	Public	Greater Richmond Business Hall of Fame - support for Junior Achievement programs	2,500
19 Big Brothers, Big Sisters 5511 Staples Mill Road Suite 200 Glen Allen VA 23228	Public	Bowl for Kids Sake	1,000
20 National Multiple Sclerosis Society 2112 West Laburnum Avenue, Suite 204 Richmond VA 23227	Public	Dinner of Champions	3,500
21 The Leukemia & Lymphoma Society Virginia Chapter 5540 Falmouth Street Suite 101 Richmond VA 23230	Public	Light the Night Walk	1,000
22 MSIC Math Science Innovation Center 2401 Hartman Street Richmond VA 23223	Public	Support for Metro Richmond Science Fair	3,000
23 Mattaponi & Pamunkey Rivers Association P O Box 157 Walkerton VA 23177	Public	River Stewardship Day	1,000
24 National Multiple Sclerosis Society 2112 West Laburnum Avenue, Suite 204 Richmond VA 23227	Public	VA DAR Bike Ride	5,000
25 KOVAR Corporation 10806 Moore Drive Manassas VA 20111-2926	Public	Knights of Columbus event	1,000
26 JDRF - Juvenile Diabetes Foundation 1801 Libbie Avenue Richmond, VA 23226	Public	Gala - Fly Me to a Cure	2,500
27 The Virginia Home 1101 Hampton Street Richmond, VA 23220	Public	Stories of Courage and Grace Program	10,000

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2012

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
28 Family Lifeline 2325 W. Broad Street Richmond, VA 23220	Public	General Use Funds	1,000
29 Metropolitan Richmond Sports Backers Suite 300 100 Avenue of the Champions Richmond VA 23230-4329	Public	Support of Pledge and athletes award event	10,000
30 Hanover Humane Society P O Box 1011 Ashland VA 23005	Public	Putts for Mutts Golf - hole sponsorship	60
30a Hanover Humane Society P O Box 1011 Ashland VA 23005	Public	Pup Crawl - 2012	300
31 Richmond History Center 1015 E. Clay Street Richmond VA 23219	Public	Support for Cancer Research	2,500
32 J Sargeant Reynolds Community College 1701 E. Parham Road P O Box 26924 Richmond VA 23261-6924	Public	General Use Funds	25,000
33 St. Christophers School 711 St. Christopher's Road Richmond VA 23226	Public	2011 Symposium Front Runners	10,000
34 Boys Scouts of America P O Box 6809 Richmond VA 23230	Public	Corporate Races Cub Scout Troop 414	100
35 American Red Cross Virginia Capital Region P O Box 655 Richmond VA 23218	Public	Support for U S Tornado Victims	2,360
36 Junior League of Richmond 205 W. Franklin Street Richmond VA 23220	Public	Touch a Truck event - hands on opportunity for children to explore heavy machinery	1,000
37 Richmond Ducks Unlimited c/o Matt Anderson 6641 West Broad Street Ste 101 Richmond VA 23230	Public	General Use Funds	12,500
38 VCU Massey Cancer Center P O Box 980214 Richmond VA 23298	Public	Susan White Holsworth Memorial Fund	250,000
39 Virginia War Memorial 621 S. Behndere Street Richmond VA 23220	Public	General Use Funds	25,000
40 Boy Scouts of America P O Box 6809 Richmond VA 23230	Public	Friends of Scouting campaign	30,000
41 Pamunkey Tribal Government 331 Pocket Road Richmond VA 23086	Public	Support for Fish Hatchery	5,000

NewMarket Foundation
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Attachment to Form 990-PF
Part XV, Line 3A
2012

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
42 National Ment Scholarship Corporation P O Box 99389 Chicago, IL 60693-9389	Public	Annual Scholarship Commitments	21,140
43 Freedom House 1201 Hull Street Richmond, VA 23224	Public	Contribution for General Use	5,000
43a Freedom House 1201 Hull Street Richmond, VA 23224	Public	Women and Wheels Program	2,500
43b Freedom House 1201 Hull Street Richmond, VA 23224	Public	Sign Donation	700
44 Science Museum of Virginia 2500 West Broad Street Chesterfield VA 23220	Public	Stem Essay Contest Scholarship	2,500
45 WPMA Scholarship Foundation 4393 S Riverboat Rd Ste 380 Taylorsville, UT 84123	Public	Contribution for General Use	1,000
46 VCU School of Engineering Office of University Advancement P O Box 842026 Richmond VA 23284-2026	Public	Engineer Scholarship Fund	75,000
47 Arthritis Foundation 2201 West Broad St., Ste 100 Richmond, VA 23220	Public	Jingle Bell Run event	2,500
48 Richmond's Future P O Box 842533 16 North Laurel Street Richmond, VA 23284	Public	Contribution for General Use	15,000
49 Muscular Dystrophy Association 8001 Franklin Farms Drive Richmond, VA 23229	Public	"Lock Up" support event	1,500
50 United Way 2001 Maywill Street P O Box 11807 Richmond VA 23230-8007	Public	Annual Contribution for general use purposes	50,000
51 Louisa Education Foundation 953 Davis Highway Mineral VA 23117	Public	Funds to help Rebuild School	1,000
52 St. Joseph's Villa 8000 Brook Road Richmond, VA 23227	Public	Capital Campaign	10,000
52a St. Joseph's Villa 8000 Brook Road Richmond, VA 23227	Public	Gator project (Snow removal equipment)	1,000
53 James River Association 9 South 12th Street 4th Floor Richmond, VA 23219	Public	Fundraiser for general use funds	150,000
54 ASK Childhood Cancer Foundation P O Box 17184 Richmond VA 23226	Public	Fun Walk and 5K	1,000

NewMarket Foundation
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Part XV, Line 3A
2012

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
55 World Pediatric Project 7201 Glen Forest Drive Ste 304 Richmond, VA 23226	Public	Fundraiser for general use funds	20,000
56 UNSAAF 316 W Cary Street Richmond, VA 23220	Public	Omega Scholarship	750
57 Welcome Home Foundation c/o Richmond Navy League P O Box 11201 Richmond, VA 23230	Public	Parade	1,500
58 American Civil War Center 490 Tragegar Street Richmond VA 23219	Public	General Use Funds	100,000
58a American Civil War Center 490 Tragegar Street Richmond VA 23219	Public	General Use Funds	400,000
59 Conservation Park of VA 5100 Charles City Road Charles City, VA 23030	Public	Para Vets of AM Shoot/Wnd Warriors Event	1,500
60 Powell Center for Economic Literacy Collegiate School 103 North Mooreland Road Richmond, VA 23229	Public	General Use Funds	2,000
61 Walkerton Community Fire Association 2874 Walkerton Road Walkerton VA 23177	Public	General Use Funds	5,000
62 Communities in Schools Richmond, VA 2922 W Marshall St Ste 2 Richmond, VA 23230	Public	General Use Funds	20,000
63 American Cancer Society South Atlantic Division 250 Williams Street Atlanta, GA 30303-1002	Public	Golf Program	2,500
64 William Byrd Community House 224 South Cherry Street Richmond VA 23220	Public	Core programs, Family Support and Emergency Services	25,000
65 The Shepherd's Center of Richmond 4900 Augusta Ave Ste 104 Richmond, VA 23230	Public	General Use Funds	1,000
66 Science Museum of Virginia Foundation, Inc 2500 W Broad Street Richmond VA 23220	Public	Stike a Cord - 2012 Kugel Ball	5,000
67 Lewis Ginter Botanical Garden, Inc 1800 Lakeside Ave Richmond, VA 23228	Public	General Use Funds	5,000
68 Meals on Wheels 1415 Rhoadmiller Street Richmond VA 23220	Public	General Use Funds	2,500
69 Partnership for Nonprofit Excellence 7501 Boulders View Drive Ste 101 Richmond, VA 23225	Public	General Use Funds	10,000
70 American Heart Association 7272 Greenville Ave Dallas, TX 75231	Public	AM Heart Walk	250
71 VCU Massey Cancer Center P O Box 843042 Richmond VA 23284	Public	Massey Alliance - Richmond Christmas Gala	1,500
72 Virginia Tech Foundation 902 Pnces Fork Rd Blacksburg, VA 24061	Public	Mini-Baja Support	2,500

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2012

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
73 Children's Home Society of Virginia 4200 Fitzhugh Ave Richmond, VA 23230	Public	General Use Funds	15,000
74 Virginia Business Higher Education Council, Inc 1108 East Main Street Ste 1100 Richmond, VA 23219	Public	General Use Funds	10,000
75 Virginia Institute of Pastoral Care (VIPCARE) 2000 Brems Road Ste 105 Richmond VA 23226	Public	General Use Funds	1,000
76 Noah's Children 7229 Forest Ave, Ste 200 Richmond, VA 23226	Public	General Use Funds	2,500
77 Stop Child Abuse Now (SCAN) 103 E Grace Street Richmond, VA 23219	Public	General Use Funds	2,000
78 The New Community School 4211 Hermitage Road Richmond, VA 23227	Public	General Use Funds	2,500
79 Maymont Foundation 1700 Hampton Street Richmond, VA 23220	Public	General Use Funds	2,500
80 Virginia Historical Society 428 North Boulevard Richmond, VA 23221	Public	General Use Funds	2,500
Total Contributions			<u><u>1,481,101</u></u>

Matching Gift Donations

1 Carnegie Mellon University Matching Gifts 6 PPG Place, 11th Floor Pittsburgh PA 15222-5409	Public	Matching Gift Donations	1,600
2 Virginia Commonwealth University Office of University Advancement P O Box 842026 Richmond VA 23284-2026	Public	Matching Gift Donations	1,100
3 Washington & Lee University Office of University Development 201 W Washington Street Lexington, VA 24450	Public	Matching Gift Donations	50
4 University of North Carolina - Chapel Hill Office of University Development 208 West Franklin Street, Campus Box 6100 Chapel Hill NC 27599-6100	Public	Matching Gift Donations	100
5 University of Illinois Foundation Harker Hall 1305 West Green Street Urbana IL 61801-2962	Public	Matching Gift Donations	100
6 Oswego State University of New York 219 Sheldon Hall 7060 State Route 104 Oswego NY 13126	Public	Matching Gift Donations	50

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2012

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
7 William and Mary School of Law Office of Gift Accounting... P O Box 1693 Williamsburg VA 23187	Public	Matching Gift Donations	500
8 James Madison University 220 University Blvd., MSC 3603 Harrisonburg VA 22807	Public	Matching Gift Donations	1,787
9 Missouri S&T 113 Castleman Hall 400 W 10th Street Rolla, MO 65409-0460	Public	Matching Gift Donations	50
10 The Ohio State University Gift Processing... 1480 W Lane Avenue, Rm 125 Columbus OH 43221-3938	Public	Matching Gift Donations	125
11 Georgia Tech Foundation Matching Gifts Program... 190 North Avenue NW Atlanta GA 30313-9806	Public	Matching Gift Donations	50
12 Pennsylvania State University Office of Donor Services... One Old Main University Park PA 16802-1506	Public	Matching Gift Donations	200
13 West Virginia University One Waterfront Place, 7th Fl... P O Box 1650 Morgantown WV 26507	Public	Matching Gift Donations	200
14 United States Naval Academy 247 King George Street Annapolis MD 21402	Public	Matching Gift Donations	500
15 University of Virginia P O Box 400807 Charlottesville, VA 22904-4807	Public	Matching Gift Donations	800
16 Scholarship Fund of Alexandria 3330 King Street Alexandria VA 22302-3001	Public	Matching Gift Donations	150
17 University of Richmond 28 Westhampton Way Richmond VA 23173	Public	Matching Gift Donations	3,020
18 Maggie Walker Governor School 1000 N Lombardy Street Richmond VA 23220	Public	Matching Gift Donations	650
19 Mt Carmel High School Office of Inst. Advancement 6410 S Dante Avenue Chicago, IL 60637-3896	Public	Matching Gift Donations	100
20 Massachusetts Institute of Technology 49-3131... 77 Massachusetts Ave., NE Cambridge MA 02139-4307	Public	Matching Gift Donations	100

NewMarket Foundation

FEIN 27-1586209

Attachment to Form 990-PF

Part XV, Line 3A

2012

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
21 Virginia Institute of Marine Science Office of Univ. Development w/ College of William and Mary... P O box 1693 Williamsburg, VA 23187	Public	Matching Gift Donations	1,000
22 University of Idaho Foundation P O Box 443147 Moscow, Idaho 83844-3147	Public	Matching Gift Donations	500
23 Michigan Tech 1400 Townsend Drive Houghton, MI 49931-1295	Public	Matching Gift Donations	25
24 University of Maryland 4191 Samuel Riggs Alumni Center College Park, MD 20742	Public	Matching Gift Donations	3,600
25 Clemson University P O Box 1529 Clemson, SC 29633	Public	Matching Gift Donations	1,500
26 University of Minnesota 200 Oak Street SE Ste 500 Minneapolis, MN 55455-2010	Public	Matching Gift Donations	150
27 Duchesne High School Office of Advancement... 2550 Elm Street St. Charles MO 63301	Public	Matching Gift Donations	1,200
28 Franklin and Marshall College P O Box 3003 Lancaster, PA 17604-3003	Public	Matching Gift Donations	2,000
29 College of William and Mary P O Box 1693 Williamsburg VA 23187	Public	Matching Gift Donations	500
30 Harvey Mudd College 301 Platt Blvd Claremont, CA 91711-9854	Public	Matching Gift Donations	2,500
31 Carleton College Gift Accounting... One North College Street Northfield MN 55057	Public	Matching Gift Donations	100
32 Washington University in St. Louis Campus Box 1082 One Brookings Drive St Louis, MO 63130-7899	Public	Matching Gift Donations	30
33 University of Wisconsin-Milwaukee Holton Hall, Room 253 1440 E North Ave Milwaukee, WI 53202	Public	Matching Gift Donations	100
34 St. Catherine's School Foundation 6001 Grove Avenue Richmond VA 23226	Public	Matching Gift Donations	1,250
35 ECU Education Foundation The Ward Sports Medicine Bldg , Suite 304 Greenville NC 27858	Public	Matching Gift Donations	400

NewMarket Foundation
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Part XV, Line 3A
2012

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
36 Oak School 8009 SW 14th Ave Gainesville FL 32607	Public	Matching Gift Donations	500
37 Virginia Tech 902 Prices Fork Road Blacksburg, VA 24061	Public	Matching Gift Donations	125
38 Darden School Foundation P O Box 400807 Charlottesville VA 22904-4807	Public	Matching Gift Donations	750
39 Suny College at Oneonta Office of College Advancement 308 Netzer Administration Bldg Oneonta NY 13820-4015	Public	Matching Gift Donations	50
40 Southern Illinois University P O Box 800 Edwardsville, IL 62025-9909	Public	Matching Gift Donations	100
41 University of Louisville 215 Central Ave Ste 300 Louisville KY 40208	Public	Matching Gift Donations	500
42 Texas Christian University TCU Box 297044 Fort Worth TX 76129	Public	Matching Gift Donations	100
Total Matching Gift Contributions			<u><u>28,212</u></u>
Grand Total Contributions			<u><u>1,509,313</u></u>

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

The NewMarket Foundation27-1586209

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

330 South Fourth Street

City, town or post office, state, and ZIP code. For a foreign address, see instructions

Richmond, VA 23219Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Gail Ridgeway

Telephone No ▶ 804-788-5394FAX No ▶ 804-788-5577

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year 20 12 or
- ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.00
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.00
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	The NewMarket Foundation		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions		27-1586209	
	330 South Fourth Street		Social security number (SSN)	
City, town or post office, state, and ZIP code For a foreign address, see instructions.				
Richmond, VA 23219				

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until _____, 20____
- 5 For calendar year _____, or other tax year beginning _____, 20____, and ending _____, 20____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐ Title ☐ Date ☐