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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

For calendar year 2012 or tax year beginning

3/27/2012

, and ending

12/31/2012

15 NOV 2013

NOV 2013

POSTMARK DATE

Revenue

NOV 27 2013

SCANNED

Name of foundation

Penny Lima Newhouse Foundation

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

Room/suite

Foundation Source 501 Silverside Rd

123

City or town, state, and ZIP code

Wilmington

DE

19809-1377

G Check all that apply

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeH Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 660,375

J Accounting method

 Cash Accrual Other (specify) _____

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)	626,798		
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	44	44	
	4 Dividends and interest from securities	10,540	10,540	
	5 a Gross rents			
	b Net rental income or (loss) _____			
	6 a Net gain or (loss) from sale of assets not on line 10	324		
	b Gross sales price for all assets on line 6a 73,764			
	7 Capital gain net income (from Part IV, line 2) .		4,759	
	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)	-173	900	
	12 Total. Add lines 1 through 11	637,533	16,243	0
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,000		7,000
	14 Other employee salaries and wages			
	15 Pension plans—employee benefits			
	16 a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	150		150
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	145	145	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings	419	323	97
	22 Printing and publications			
	23 Other expenses (attach schedule)	8,206	317	7,889
	24 Total operating and administrative expenses.	15,920	785	0 15,136
	Add lines 13 through 23			
	25 Contributions, gifts, grants paid	10,600		10,600
	26 Total expenses and disbursements Add lines 24 and 25	26,520	785	0 25,736
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	611,013		
	b Net investment income (if negative, enter -0-)		15,458	
	c Adjusted net income (if negative, enter -0-)			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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments		55,323	55,323
	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)		409,468	407,643
	c	Investments—corporate bonds (attach schedule)		20,560	20,867
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►		160,345	160,345
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		15,317	16,197
	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)	0	661,013	660,375
Net Assets or Fund Balances	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)		50,000	
	22	Other liabilities (describe ►)	0	50,000	
	23	Total liabilities (add lines 17 through 22)	0	50,000	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		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		611,013	
	30	Total net assets or fund balances (see instructions)	0	611,013	
	31	Total liabilities and net assets/fund balances (see instructions)	0	661,013	

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	0
2	Enter amount from Part I, line 27a	2	611,013
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	611,013
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	611,013

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 Publicly-traded Securities				
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 73,664		68,905	4,759	
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			4,759	
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	4,759
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	0

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			0 000000
2010			0 000000
2009			0 000000
2008			0 000000
2007			0 000000
2 Total of line 1, column (d)			0 000000
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			0 000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			
5 Multiply line 4 by line 3			
6 Enter 1% of net investment income (1% of Part I, line 27b)			0
7 Add lines 5 and 6			0
8 Enter qualifying distributions from Part XII, line 4			0
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			

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

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)

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 400 Refunded ► 1,015

6a		
6b		
6c	1,724	
6d		
7	1,724	
8		
9	0	
10	1,415	
11	1,015	

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file **Form 1120-POL** for this year?

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

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*

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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*

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE
 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

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

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	X
14	The books are in care of ► c/o Foundation Source Located at ► 501 Silverside Road, Suite 123 Wilmington DE	Telephone no ►	(800) 839-1754
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	ZIP+4 ►	19809-1377
16	► 15	16	Yes No X
At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►			

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
► 1b			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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_____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b <input checked="" type="checkbox"/>
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b <input type="checkbox"/> X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).

I 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 ATTACHMENT				

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	00			
	00			
	00			
	00			
	00			
	00			

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	
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	
3	
Total. Add lines 1 through 3	0

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	253,898	
b	Average of monthly cash balances	1b	62,742	
c	Fair market value of all other assets (see instructions)	1c	32,018	
d	Total (add lines 1a, b, and c)	1d	348,658	
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	348,658	
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,230	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	343,428	
6	Minimum investment return. Enter 5% of line 5	MIR Prorated - Short Year	6	13,173

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	13,173
2a	Tax on investment income for 2012 from Part VI, line 5	2a	309
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	309
3	Distributable amount before adjustments Subtract line 2c from line 1	3	12,864
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	12,864
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	12,864

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	25,736
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	25,736
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	25,736

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				12,864
2 Undistributed income, if any, as of the end of 2012			0	
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				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 25,736				
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				12,864
e Remaining amount distributed out of corpus	12,872			
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:	12,872			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
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			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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	12,872			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	12,872			

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

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	►			
b	Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
b	85% of line 2a				0
c	Qualifying distributions from Part XII, line 4 for each year listed				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon				0
a	"Assets" alternative test—enter				
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

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))

NONE

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

NONE**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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
DOMESTIC VIOLENCE SHELTER & SERVICES INC PO BOX 1555 WILMINGTON, NC 28402	N/A	509(a)(1)	General & Unrestricted	300
E CAROLINA UNIV MED & HEALTH SCIENCES FDN 525 MOYE BLVD GREENVILLE, NC 27834	N/A	509(a)(1)	Dr Katherine Bray-Strickland Memorial Fund	500
FIRST FRUIT MINISTRIES PO BOX 15354 WILMINGTON, NC 28408	N/A	509(a)(1)	General & Unrestricted	1,000
FIRST PRESBYTERIAN CHURCH, INC 125 S 3RD ST WILMINGTON, NC 28401	N/A	509(a)(1)	Pointing the Way Pledge Campaign	1,200
FRIENDS OF PUBLIC RADIO INC 254 N FRONT ST WILMINGTON, NC 28401	N/A	509(a)(1)	2012 Leadership Circle	485
FRIENDS OF PUBLIC RADIO INC 254 N FRONT ST WILMINGTON, NC 28401	N/A	509(a)(1)	Fall Pledge Drive	215
FRIENDS OF PUBLIC RADIO INC 254 N FRONT ST WILMINGTON, NC 28401	N/A	509(a)(1)	Representing Two Day Sponsorship	300
JOY OF LIVING CENTER 184 LANGDON ROAD ANGIER, NC 27501	N/A	Other	General & Unrestricted	500
HISTORIC PRESERVATION FDN OF N CAROLINA 220 FAYETTEVILLE ST, STE 200 RALEIGH, NC 27601	N/A	509(a)(1)	General & Unrestricted	1,100
BELLAMY MANSION MUS OF HISTORY & DESIGN PO BOX 27644 RALEIGH, NC 27611	N/A	509(a)(1)	Publication of "Architectural Treasure & Its People" Book	5,000
Total			► 3a	10,600
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
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	44	
4 Dividends and interest from securities			14	10,540	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	324	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a <u>K-1 Inc/Loss</u>	525990	-1,073			
b Raffle Proceeds			14	900	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-1,073		11,808	0
13 Total Add line 12, columns (b), (d), and (e)			13		10,735

Part XVI B Relationships of Activities to the Accomplishment of Exempt Purposes

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

2012

Name of the organization

Employer identification number

Penny Lima Newhouse Foundation

45-4900911

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 Penny Lima Newhouse Foundation	Employer identification number 45-4900911
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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	Estate of Penny Lima Newhouse c/o Doc T Hamm, 223 Palmer Way Wilmington NC 28412 Foreign State or Province _____ Foreign Country _____	\$ 626,298	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization Penny Lima Newhouse Foundation	Employer identification number 45-4900911
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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
1	ALPINE TOTAL DYNAMIC DIVIDEND FUND AOD, 30 306 sh	\$ 132	9/4/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PRUDENTIAL FIN INTERNOTES - 6 200% - 11/15/2012 74432ARA0, 5000 sh	\$ 5,000	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PRUDENTIAL FIN INTERNOTES - 6 600% - 12/15/2037 74432AWP1, 6000 sh	\$ 6,000	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	RICHLAND WA ELEC REV - 6 375% 764265MC5, 10000 sh	\$ 10,936	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FRANKLIN INCOME FUND FKINX, 4640 873 sh	\$ 10,210	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FRANKLIN CONVERTIBLE SECURITIES FUND CLASS A, FISCX, 772 04 sh	\$ 11,465	8/20/2012

Name of organization Penny Lima Newhouse Foundation	Employer identification number 45-4900911
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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
1	FRANKLIN EQUITY INCOME A FISEX, 1166 919 sh	\$ 21,028	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FRANKLIN INSURED TAX-FREE INCOME FUND FTFIX, 1726 036 sh	\$ 21,627	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PFIZER INC PFE, 515 sh	\$ 12,280	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	AMERICAN FUNDS WASHINGTON MUTUAL INVS A AWSHX, 485 969 sh	\$ 15,172	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	AT&T CORP COM NEW T, 133 sh	\$ 4,911	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	BANK OF AMERICA CORP BAC, 33 sh	\$ 267	8/20/2012

Name of organization Penny Lima Newhouse Foundation	Employer identification number 45-4900911
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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
1	CSX CORP CSX, 120 sh	\$ 2,804	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	AMERICAN FUNDS CAP INCOME BUILDER A CAIBX, 332 986 sh	\$ 17,608	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	EXELON CORPORATION EXC, 133 sh	\$ 4,991	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FRANKLIN UTILITIES FUND FKUTX, 1042 985 sh	\$ 14,800	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FLORIDA INSURED MUNICIPAL INC TR SER 132 34074C541, 6 sh	\$ 2,098	8/20/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GM ACCEPTANCE CORP 36186C509, 400 sh	\$ 9,624	8/6/2012

Name of organization Penny Lima Newhouse Foundation	Employer identification number 45-4900911
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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
1	ALCATEL LUENT ALU, 195 sh	\$ 300	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ALPINE TOTAL DYNAMIC DIVIDEND FUND AOD, 2364 234 sh	\$ 10,024	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	AMERICAN STRATEGIC INCOME PORTFOLIO III CSP, 1000 sh	\$ 6,985	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	BLACKROCK ECOSOLUTIONS INV TRS BQR, 1740 039 sh	\$ 14,390	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	CISCO SYSTEMS INC CSCO, 400 sh	\$ 6,722	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	EXXON MOBIL CORP XOM, 30 sh	\$ 2,539	7/6/2012

Name of organization Penny Lima Newhouse Foundation	Employer identification number 45-4900911
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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
1	POWERSHARES GLOBAL CLEAN ENERGY PORTFOLIO PBD, 500 sh	\$ 3,743	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	POWERSHARES WILDERHILL PROGRESSIVE ENERGY PORTFOLIO PUW, 540 sh	\$ 12,917	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	TORTOISE MLP FD INC NTG, 895,782 sh	\$ 22,735	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ZWEIG FUND INC ZF, 326 sh	\$ 3,899	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	IVY ASSET STRATEGY FD CLASS A WASAX, 192,906 sh	\$ 4,553	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PIMCO FUNDS TOTAL RETURN FUND CLASS A PTTAX, 3512,97 sh	\$ 39,942	7/6/2012

Name of organization Penny Lima Newhouse Foundation	Employer identification number 45-4900911
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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
1	GETTY RLTY HLDG CO GTY, 500 sh	\$ 9,608	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MICROSOFT CORPORATION MSFT, 300 sh	\$ 9,098	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MIRANT CORP ESCROW 604675942, 159 sh	\$ 0	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ALLIANZGI NFJ DIVIDEND INT & PREM STRAT FD NFJ, 2625 801 sh	\$ 44,494	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ONEOK PARTNERS LP OKS, 300 sh	\$ 16,794	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PEPCO HOLDINGS INC POM, 500 sh	\$ 9,693	7/6/2012

Name of organization Penny Lima Néwhouse Foundation	Employer identification number 45-4900911
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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
1	FORD MOTOR COMPANY F, 300 sh	\$ 2,838	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GABELLI DIVIDEND & INCOME TRUST GDV, 1700 sh	\$ 26,699	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GABELLI EQUITY TRUST GAB, 3700 sh	\$ 20,147	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GABELLI HEALTHCARE AND WELLNESS GRX, 50 sh	\$ 424	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GENERAL ELECTRIC CO GE, 400 sh	\$ 8,042	7/6/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GENON ENERGY GEN, 11 sh	\$ 18	7/6/2012

Part I, Line 11 (990-PF) - Other Income

		-173	900	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	K-1 Inc/Loss ONEOK PARTNERS LP	-1,073	0	
2	Raffle Proceeds	900	900	

Part I, Line 16c (990-PF) - Other Professional Fees

		150	0	0	150
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Administration	150	0		150

Part I, Line 18 (990-PF) - Taxes

		145	145	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	State or Local Property Taxes	145	145		0

Part I, Line 23 (990-PF) - Other Expenses

		8,206	317	0	7,889
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	1,538	0		1,538
2	Administrative Set-up Fee	6,100	0		6,100
3	Bank Charges	123	123		0
4	K-1 Exp ONEOK PARTNERS LP	1	1		0
5	Office Supplies	206	0		206
6	Postage	45	0		45
7	Tangible Personal Property Carrying Costs	193	193		0

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	
1	ALCATEL LUCENT	195		300		271	407,643
2	ALLIANZGI NFJ DIVIDEND INT & PREM STR	2,626		44,493		40,962	0
3	ALPINE TOTAL DYNAMIC DIVIDEND FUND	2,520		10,693		10,157	0
4	AMERICAN FUNDS CAP INCOME BUILDER	346		18,335		18,271	0
5	AMERICAN FUNDS WASHINGTON MUTUAL	505		15,790		15,767	0
6	AMERICAN STRATEGIC INCOME PORTFOL	1,000		6,986		7,490	0
7	BLACKROCK ECOSOLUTIONS INV TRS	1,740		14,390		14,599	0
8	CISCO SYSTEMS INC	400		6,722		7,860	0
9	EXXON MOBIL CORP	30		2,539		2,597	0
10	FLORIDA INSURED MUNICIPAL INC TR SER	6		1,341		1,342	0
11	FORD MOTOR COMPANY	300		2,838		3,885	0
12	FRANKLIN EQUITY INCOME A	1,214		21,886		22,043	0
13	FRANKLIN INCOME FUND	6,695		14,793		14,997	0
14	FRANKLIN MANAGED TRUST RISING DIVID	537		20,495		20,314	0
15	FRANKLIN MUTUAL SHARES FUND, CLASS	900		20,434		20,083	0
16	FRANKLIN TOTAL RETURN CLA	2,155		22,726		22,263	0
17	FRANKLIN UTILITIES FUND	794		11,252		10,809	0
18	GABELLI DIVIDEND & INCOME TRUST	1,700		26,698		27,506	0
19	GABELLI EQUITY TRUST	3,700		20,147		20,646	0
20	GABELLI HEALTHCARE AND WELLNESS	50		424		431	0
21	GENERAL ELECTRIC CO	400		8,042		8,396	0
22	GETTY RLTY HLDG CO	500		9,608		9,030	0
23	IVY ASSET STRATEGY FD CLASS A	198		4,682		5,124	0
24	MICROSOFT CORPORATION	300		9,098		8,013	0
25	MIRANT CORP ESCROW	159		0		0	0
26	NRG ENERGY	1		12		23	0
27	PEPCO HOLDINGS INC	500		9,693		9,805	0
28	PIMCO FUNDS TOTAL RETURN FUND CLA	3,673		41,758		41,281	0
29	POWERSHARES GLOBAL CLEAN ENERGY	500		3,743		3,945	0
30	POWERSHARES WILDERHILL PROGRESSI	540		12,917		13,813	0
31	TORTOISE MLP FD INC	896		22,735		21,956	0
32	ZWEIG FUND INC	326		3,899		3,964	0

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1 GM ACCEPTANCE CORP				9,624		9,956
2 RICHLAND WA ELEC REV - 6.375%				10,936		10,911

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

	Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	BOAT SLIP 165, CAROLINA BEACH, NC		0	20,570	20,570
2	8104 RIVER ROAD, WILMINGTON, NC		0	139,775	139,775

Part II, Line 13 (990-PF) - Investments - Other

		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	ONEOK PARTNERS, LP			15,317	16,197

Part II, Line 21 (990-PF) - Mortgages and Other Notes Payable

Name of Lender		Title		Check "X" if Business		Original Amount		Balance Due Beg of Year		Balance Due End of Year		Security Provided		Date of Note		Maturity Date		Repayment Terms		Interest Rate		Purpose of Loan		Description		Fair Market Value of Consideration		Relationship	
1	Persistence Custos, LLC					50,000		50,000		0		50,000														0			

Part VII-A, Line 5 (990-PF) - Substantial Contraction Explanation

This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets.

The following information is submitted in accordance with Treasury Regulation Section 1.6045-3(a)(1) and the Form 990-PF instructions

Typically, a finding of a substantial contraction of assets is made by reference to the fair market value of a foundation's net assets on the first day of its calendar year

However, the taxable year ending December 31, 2012, was the year in which Penny Lima Newhouse Foundation (the "Foundation") received its initial endowment and the finding of a substantial contraction in this case was made

by reference to the fair market value of the Foundation's assets on the date that it received its initial endowment. Accordingly, the degree of contraction of the Foundation's net assets may have been exaggerated

During the taxable year ending December 31, 2012, the Foundation made distributions from assets from sources other than current income

Collectively, the distributions in excess of current income totaled \$10,600.

This amount represents over 25% of the Foundation's net assets of \$500 (as measured by fair market value) on the day that the Foundation received its initial endowment in the Foundation's taxable year ending December 31, 2012. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a, each such grant was made solely for the charitable purpose specified therein

Part VII-A, Line 10 (990-PF) - Substantial Contributors

	Name	Check "Y" if Business	Street	City	State	Zip Code	Foreign Country
1	Estate of Penny Lima Newhouse		c/o Doc T. Hamm, 223 Palmer Way	Wilmington	NC	28412	

Part VII-B, Line 5c (990-PF) - Expenditure Responsibility

Grantee Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amnt Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Date of Verification	Verification
1 Joy of Living Center		184 Langdon Road	Angier	NC	27501		12/21/2012	500	General and Unrestricted	500	Not to the knowledge of the grantor	10/29/13		None necessary

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

							7,000	7,000			
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
Doc T Hamm		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres /Dir / Sec	8 00	7,000	0	0
1											