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Form 990-PF

Return of Private Foundation

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

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- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation THE NEWCOMBE FOUNDATION		A Employer identification number 14-6039070
Number and street (or P O box number if mail is not delivered to street address) 301 KIERSTED LANE		B Telephone number (see instructions) (845) 340-9434
City or town, state or province, country, and ZIP or foreign postal code KINGSTON, NY 12401		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,181,065	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	26,892	26,892	26,892	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	37,817			
	b Gross sales price for all assets on line 6a 64,169				
	7 Capital gain net income (from Part IV, line 2) . . .		21,239		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	31		31		
12 Total. Add lines 1 through 11	64,740	48,131	26,923		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,025	341	684	
	b Accounting fees (attach schedule)	2,107	702	1,405	
	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)	6,414	296	125	5,993
	24 Total operating and administrative expenses.				
Add lines 13 through 23	9,546	1,339	2,214	5,993	
25 Contributions, gifts, grants paid	64,000			64,000	
26 Total expenses and disbursements. Add lines 24 and 25	73,546	1,339	2,214	69,993	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-8,806				
b Net investment income (if negative, enter -0-) . . .		46,792			
c Adjusted net income (if negative, enter -0-) . . .			24,709		

	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		26,459	14,077	14,074
	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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	549,842	574,345	776,386	
	c Investments—corporate bonds (attach schedule)	284,389	259,517	256,759	
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	153,128	150,549	126,167	
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ►)	1,155	7,679	7,679	
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,014,973	1,006,167	1,181,065	
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)		0		
Net Assets or Fund Balances	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	464,374	464,374		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	550,599	541,963		
	29 Retained earnings, accumulated income, endowment, or other funds		-170		
	30 Total net assets or fund balances (see page 17 of the instructions)	1,014,973	1,006,167		
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,014,973	1,006,167		

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	1,014,973
2	Enter amount from Part I, line 27a	2	-8,806
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,006,167
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	1,006,167

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	54,739	1,087,276	0 050345
2011	76,144	1,081,284	0 070420
2010	94,544	848,454	0 111431
2009	54,534	861,956	0 063268
2008	51,915	998,683	0 051983
2 Total of line 1, column (d).	. . . . .	. . . . .	2 0 34744
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	. . . . .	. . . . .	3 0 06948
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	. . . . .	. . . . .	4 1,148,08
5 Multiply line 4 by line 3.	. . . . .	. . . . .	5 79,77
6 Enter 1% of net investment income (1% of Part I, line 27b).	. . . . .	. . . . .	6 46
7 Add lines 5 and 6.	. . . . .	. . . . .	7 80,24
8 Enter qualifying distributions from Part XII, line 4.	. . . . .	. . . . .	8 69,99

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	936
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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	936
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	936
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	657
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	657
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	279
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<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>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	
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>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<input type="checkbox"/> Yes	
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>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input checked="" type="checkbox"/> Yes	

Website address ► N/A

14 The books are in care of ► LYDIA NEWCOMBE Telephone no ► (845) 331-1161
 Located at ► MANOR LAKE KINGSTON NY ZIP +4 ► 12401

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

16 At any time during calendar year 2013, 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? Yes No
 See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b
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 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<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)		2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 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 2013)		3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2013?		4b

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 type="checkbox"/> Yes <input checked="" 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"/> Yes	5b	
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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>		
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	No
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	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		

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
LYDIA NEWCOMBE 	TRUSTEE 2 00	0	0	0
MANOR LAKE KINGSTON, NY 12401				

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	
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 page 24 of the instructions	
3	
Total. Add lines 1 through 3	►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 1,067,823
b	Average of monthly cash balances.	1b 90,065
c	Fair market value of all other assets (see instructions).	1c 7,679
d	Total (add lines 1a, b, and c).	1d 1,165,567
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 1,165,567
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 17,484
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,148,083
6	Minimum investment return. Enter 5% of line 5.	6 57,404

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 57,404
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 936
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 936
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 56,468
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 56,468
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 56,468

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 69,993
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 69,993
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 69,993

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				56,468
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.	20,777			
d From 2011.	22,940			
e From 2012.	1,550			
f Total of lines 3a through e.	45,267			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 69,993				
a Applied to 2012, 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 2013 distributable amount.				56,468
e Remaining amount distributed out of corpus	13,525			
5 Excess distributions carryover applied to 2013 (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:	58,792			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	58,792			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.	20,777			
c Excess from 2011.	22,940			
d Excess from 2012.	1,550			
e Excess from 2013.	13,525			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

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

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

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

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

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

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

LYDIA NEWCOMBE
MANOR LAKE
KINGSTON, NY 12401
(845) 340-9434

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

NO SPECIFIC FORMAT

c Any submission deadlines

NO DEADLINE

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

NONE

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 See Additional Data Table				
Total			► 3a	64,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

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
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

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

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

* * * * *

2014-05-15

* * * * *

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

Signature of officer or trustee

Date

Title

Print/Type preparer's name	Preparer's Signature	Date 2014-06-23	Check if self-employed <input checked="" type="checkbox"/>	PTIN R0023724
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CRAIG R SICKLER 2014-08-23 employed 11 10023724

Firm's name ► SICKLERTORCHIAALLEN&CHURCHILLCPASPC Firm's EIN ► 14-1629697

Firm's address ► PO BOX 757 LAKE KATRINE, NY 12449 Phone no (845) 336-7183

Form 990PF Part XV Line 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				
WOODSTOCK CHAMBER ORCHER PO BOX 711 WOODSTOCK, NY 12498	NONE	EXEMPT	OPERATING EXPENSES	5,000
OLD DUTCH CHURCH 272 WALL ST KINGSTON, NY 12402	NONE	EXEMPT	OPERATING EXPENSES	12,000
ULSTER CHAMBER MUSIC SERIES PO BOX 1399 KINGSTON, NY 12402	NONE	EXEMPT	OPERATING EXPENSES	2,500
UNITED WAY OF ULSTER COUNTY 450 ALBANY AVE KINGSTON, NY 12401	NONE	EXEMPT	OPERATING EXPENSES	4,000
HUDSON RIVER MARITIME MUSEUM FIFTY RONDOUT LANDING KINGSTON, NY 12401	NONE	EXEMPT	OPERATING EXPENSES	4,000
THIRTEEN PO BOX 1313 NEWYORK, NY 101011313	NONE	EXEMPT	OPERATING EXPENSES	500
DAILY FREEMAN HOLDAY FUND 79 HURLEY AVE KINGSTON, NY 12401	NONE	EXEMPT	OPERATING EXPENSES	250
HUDSON VALLEY SENIOR RESIDENCE 80 WASHINGTON AVE KINGSTON, NY 12401	NONE	EXEMPT	OPERATING EXPENSES	250
CATSKILL ANIMAL SANCTUARY 316 OLD STAGE RD SAUGERTIES, NY 124779915	NONE	EXEMPT	OPERATING PURPOSES	500
HEALTH ALLIANCE FOUNDATION 396 BROADWAY KINGSTON, NY 12401	NONE	EXEMPT	OPERATING EXPENSES	10,000
MOHONK PRESERVE PO BOX 715 NEW PALTZ, NY 12561	NONE	EXEMPT	OPERATING PURPOSES	25,000
Total			► 3a	64,000

TY 2013 Accounting Fees Schedule

Name: THE NEWCOMBE FOUNDATION

EIN: 14-6039070

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,107	702	1,405	

TY 2013 Compensation Explanation

Name: THE NEWCOMBE FOUNDATION

EIN: 14-6039070

Person Name	Explanation
LYDIA NEWCOMBE	

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

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: THE NEWCOMBE FOUNDATION

EIN: 14-6039070

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
BOEING CO	2007-01	PURCHASE	2013-02		25,000	24,826			174	
EXXON MOBIL CORP	1985-10	PURCHASE	2013-06		17,930	1,526			16,404	

TY 2013 Investments Corporate Bonds Schedule

Name: THE NEWCOMBE FOUNDATION

EIN: 14-6039070

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BOEING CO		
COLUMBIA ST BOND FUND CL Z	35,280	35,422
COLUMBIA INTERMEDIATE BOND FUND LC Z	65,000	67,022
PIMCO TOTAL RETURN FUND	127,426	123,531
ARTIO GLOBAL HIGH INCOME FUND	31,811	30,784

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE NEWCOMBE FOUNDATION**EIN:** 14-6039070

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE	574,345	776,386

TY 2013 Investments - Other Schedule

Name: THE NEWCOMBE FOUNDATION**EIN:** 14-6039070

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CASH AND CASH EQUIVALENTS	AT COST	41,144	41,144
COMMODITIES	AT COST	52,510	30,498
HEDGE FUND	AT COST	25,000	21,922
REAL ESTATE	AT COST	31,895	32,603

TY 2013 Legal Fees Schedule

Name: THE NEWCOMBE FOUNDATION

EIN: 14-6039070

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,025	341	684	

TY 2013 Other Assets Schedule

Name: THE NEWCOMBE FOUNDATION**EIN:** 14-6039070

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INCOME RECEIVABLE	1,155	7,679	7,679

TY 2013 Other Expenses Schedule

Name: THE NEWCOMBE FOUNDATION

EIN: 14-6039070

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT MANAGEMENT FEE	5,993			5,993
FILING FEE	250	125	125	
MISCELLANEOUS	171	171		

TY 2013 Other Income Schedule

Name: THE NEWCOMBE FOUNDATION**EIN:** 14-6039070

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SECURITIES LITIGATION	31		31

TY 2013 IRS Payment

Name: THE NEWCOMBE FOUNDATION

EIN: 14-6039070

Routing Transit Number: 021300019

Bank Account Number: 005821022101

Type of Account: Checking

Payment Amount in Dollars and 279

Cents:

Requested Payment Date: 2014-06-23

Taxpayer's Daytime Phone (845) 340-9434
Number:

THE NEWCOMBE FOUNDATION
SCHEDULE OF INVESTMENTS FOR YEARS ENDED DECEMBER 31, 2013 & 2012
PART II - LINE 10a, 10b, 10c, & 13
EIN # 14-6039070

DESCRIPTION	NO OF SHARES/ PAR VALUE	2013		2012	
		BOOK VALUE	MARKET VALUE	BOOK VALUE	MARKET VALUE
STOCKS					
Aston Montag & Caldwell Growth	2,779	64,310	78,786	46,310	50,738
AT&T Inc	200	5,481	7,032	5,481	6,742
Bank of America Corp, Common	200	6,938	3,114	6,938	2,322
EOG Res Inc	9	648	1,511	648	1,087
Exxon Corp , Common	800	6 103	80,960	7,629	86,550
General Electric Common	300	15,253	8 409	15,253	6,297
J P Morgan Chase & Co , Common	200	9,424	11,696	9,424	8,794
Johnson & Johnson	100	6,852	9,159	6,852	7,010
Merck & Co , Common	800	33 329	40,040	33,329	32,752
Microsoft Corp , Common	475	16,947	17,770	16,947	12,687
Occidental Pete Corp	160	15,622	15,216	15 622	12,258
Parker Hannifin Corp	150	12,841	19,296	12 841	12,759
United Technologies	300	23,849	34,140	23,849	24,603
Verizon Communications Inc	1,220	43,119	59 951	43 139	52,789
Wells Fargo, Common	600	12,501	27,240	12,501	20,508
Cambiar Small Cap Fund	3,017	61,249	76,973	53,221	56,233
Columbia Acorn Fund	680	21,479	25,383	21,479	20,711
Columbia Acorn Intl Fund	774	33,042	36,145	33,042	31,623
Columbia Multi-Advisor	1,792	31,878	24,761	31 878	21,554
Columbia Select Large Cap Growth Fund	4 129	56,196	79,442	56,196	57 228
Janus Inv Fund	442	28,098	36,337	28 098	29,353
John Hancock FDS III Disciplined Value Mid C	1 527	17,785	27,692	17 785	20,304
Vanguard Intl Equity Index FDS	1,345	51,381	55,333	51,381	59,893
		\$ 574,345	Φ 776,386	549,842	634,795
BONDS					
US Govt Bond Investments		\$ -	Φ -	-	-
Boeing Co	0	0	0	24,826	25,138
Columbia S/T Bond Fund Class Z Shares	3,556	35,280	35,422	35,280	35,565
Columbia Intermediate Bond Fund Class Z	7,488	65,000	67,022	65 000	70,916
PIMCO Total Return Fund	11,556	127,426	123,531	127,426	129,887
Artio Global High Income Fund	3 063	31,811	30,784	31,857	30,448
Corporate Bond Investments		\$ 259,517	Φ 256,760	284,389	291,953
Total Bond Investments		\$ 259,517	256,760	284,389	291,953
COMMODITIES					
PIMCO Commodity RealReturn Strategy Fund	5 555	52,510	C 30,498	52,510	36,886
Total Commodities		\$ 52,510	30,498	52,510	36,886
HEDGE FUNDS					
PIMCO All Asset All Auth Fund	2,214	25,000	H 21,922	25,000	24,557
Total Hedge Funds		\$ 25,000	21,922	25,000	24,557
REAL ESTATE					
Vanguard REIT	505	31,895	R 32,603	32,021	33,229
Total Real Estate		31,895	32,603	32,021	33,229
OTHER					
Cash & Cash Equivalents		41,144	41,144	43,597	43,597
		\$ 41,144	Φ 41,144	43,597	43,597
SUMMARY					
STOCKS	Line 10b	Φ 574,345	776,386	549,842	634,795
CORPORATE BONDS	Line 10c	Φ 259,517	256,760	284,389	291,953
US Government Investments	Line 10a	Φ -	-	-	-
Commodities	Line 13	C 52,510	30,498	52,510	36,886
Hedge Funds		H 25,000	21,922	25,000	24,557
Real Estate		R 31,895	32,603	32,021	33,229
OTHER - Money Market	Line 13	Φ 41,144	41,144	43,597	43,597
		\$ 984,411	1,159,312	987,359	1,065,017