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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

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.

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

Name of foundation NICHOLAS NEWLIN FOUNDATION		A Employer identification number 23-1600703
Number and street (or P O box number if mail is not delivered to street address) Room/suite 219 S CHEYNEY ROAD		B Telephone number (see instructions) (610) 459-2359
City or town, state or province, country, and ZIP or foreign postal code GLEN MILLS, PA 19342		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input checked="" 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) \$ 15,251,316	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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)	58,383			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	195	195	195	
	4 Dividends and interest from securities	362,031	362,031	362,031	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	759,625			
	b Gross sales price for all assets on line 6a 3,842,274				
	7 Capital gain net income (from Part IV, line 2)		759,625		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	2,541			
b Less Cost of goods sold	949				
c Gross profit or (loss) (attach schedule)	1,592		1,592		
11 Other income (attach schedule)	89,741	0	89,741		
12 Total. Add lines 1 through 11	1,271,567	1,121,851	453,559		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages	290,152	0	20,841	269,311
	15 Pension plans, employee benefits	86,895	0	6,241	80,654
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,000	5,000	287	3,713
	c Other professional fees (attach schedule)	4,845	0	348	4,497
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion	55,091	0	55,091	
	20 Occupancy	53,795	0	0	53,795
	21 Travel, conferences, and meetings	4,254	0	306	3,948
	22 Printing and publications				
	23 Other expenses (attach schedule)	134,227	45,163	8,219	80,845
	24 Total operating and administrative expenses. Add lines 13 through 23	638,259	50,163	91,333	496,763
	25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25	638,259	50,163	91,333	496,763	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	633,308				
b Net investment income (if negative, enter -0-)		1,071,688			
c Adjusted net income (if negative, enter -0-)			362,226		

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	45,724	78,831	78,831		
	2	Savings and temporary cash investments	533,437	2,623,253	2,623,253		
	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		18,847	18,847		
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	122,766	<input checked="" type="checkbox"/> 115,781	115,781		
	b	Investments—corporate stock (attach schedule)	9,799,063	<input checked="" type="checkbox"/> 9,717,316	9,717,316		
	c	Investments—corporate bonds (attach schedule)	148,149	<input checked="" type="checkbox"/> 63,932	63,932		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	687,360	<input checked="" type="checkbox"/> 859,130	859,130		
	14	Land, buildings, and equipment basis ▶ _____ 2,955,329 Less accumulated depreciation (attach schedule) ▶ 1,197,244	1,784,644	<input checked="" type="checkbox"/> 1,758,085	1,758,085		
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 16,141	<input checked="" type="checkbox"/> 16,141	<input checked="" type="checkbox"/> 16,141			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,137,284	15,251,316	15,251,316			
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 ▶ _____)	<input checked="" type="checkbox"/> 153	<input checked="" type="checkbox"/> 169,318			
23	Total liabilities (add lines 17 through 22)	153	169,318				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	13,137,131	15,081,998			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input 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					
30	Total net assets or fund balances (see page 17 of the instructions)	13,137,131	15,081,998				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,137,284	15,251,316				

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	13,137,131
2	Enter amount from Part I, line 27a	2	633,308
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	1,489,743
4	Add lines 1, 2, and 3	4	15,260,182
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	178,184
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,081,998

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	759,625
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		}	3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			
2011			
2010			
2009			
2008			
2	Total of line 1, column (d).		2
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4
5	Multiply line 4 by line 3.		5
6	Enter 1% of net investment income (1% of Part I, line 27b).		6
7	Add lines 5 and 6.		7
8	Enter qualifying distributions from Part XII, line 4.		8

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)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, and Credits/Payments. Total tax due is 21,915.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, and reporting requirements. Includes a section for states where the foundation reports.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.NEWLINGRISTMILL.ORG	13	Yes	
14	The books are in care of THE NICHOLAS NEWLIN FOUNDATION Telephone no (610) 459-2359 Located at 219 S CHEYNEY RD GLEN MILLS PA ZIP+4 19342			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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"/>	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?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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 checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	7b		

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

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

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANTHONY SHAHAN 219 S CHEYNEY ROAD GLEN MILLS, PA 19342	DIRECTOR 40 00	70,890	12,127	0
Total number of other employees paid over \$50,000. <input type="checkbox"/>				0

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. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 TO MAINTAIN, PRESERVE, AND OPEN TO THE PUBLIC HISTORIC PROPERTIES AND LAND KNOWN AS NEWLIN MILL PARK FOR THE PUBLIC'S EDUCATION AND ENJOYMENT THE PARK IS COMPRISED OF 160 ACRES WITH SEVERAL HISTORIC STRUCTURES - INCLUDING A WORKING WATER POWERED GRIST MILL BUILT IN 1704 APPROXIMATELY 35,000 VISITORS A YEAR ENJOY A VARIETY OF ACTIVITES INCLUDING ENVIRONMENTAL AND HISTORICAL EDUCATION, NATURE TRAILS, FISHING PONDS, BASEBALL DIAMONDS AND PICNIC AREAS	496,763
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3 **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	12,276,464
b	Average of monthly cash balances.	1b	362,155
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	12,638,619
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	12,638,619
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	189,579
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,449,040
6	Minimum investment return. Enter 5% of line 5.	6	622,452

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	622,452
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	21,434
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	21,434
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	601,018
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	601,018
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	601,018

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	496,763
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	21,633
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	518,396
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	518,396

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				601,018
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>518,396</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				518,396
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				82,622
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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 <i>Paid during the year</i>				
Total				▶ 3a 0
b <i>Approved for future payment</i>				
Total				▶ 3b 0

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
AQUA AMERICA - 2000 SH		1999-11-05	2013-02-08
AQUA AMERICA - 2000 SH		1999-11-05	2013-04-04
EASTMAN KODAK 5000 SH		2010-04-29	2013-09-11
EASTMAN KODAK 5000 SH		2010-05-06	2013-09-11
GENERAL ELECTRIC - 2500 SH		2007-06-04	2013-04-05
JOHNSON & JOHNSON - 700 SH		2007-06-04	2013-04-11
JOHNSON & JOHNSON - 500 SH		2007-06-04	2013-07-16
JOHNSON & JOHNSON - 500 SH		2007-07-27	2013-07-23
KIMBERLY CLARK - 500 SH	P	2010-03-15	2013-04-05
KIMBERLY CLARK - 500 SH	P	2010-03-15	2013-06-24
MCCORMICK & CO - 1000 SH		2012-02-21	2013-01-14
MCCORMICK & CO - 1000 SH		2012-03-20	2013-01-14
MCCORMICK & CO - 1000 SH		2012-04-07	2013-01-14
MCCORMICK & CO - 500 SH		2012-09-07	2013-01-14
PITNEY BOWES - 5000 SH		2010-07-13	2013-08-05
PITNEY BOWES - 2000 SH		2010-07-21	2013-08-08
PITNEY BOWES - 3000 SH		2010-08-04	2013-08-08
PITNEY BOWES - 2000 SH		2010-08-09	2013-08-15
PITNEY BOWES - 1000 SH		2010-08-23	2013-08-15
PITNEY BOWES - 1000 SH		2010-08-25	2013-08-15
PITNEY BOWES - 1000 SH		2010-10-04	2013-08-15
PITNEY BOWES - 2000 SH		2011-07-18	2013-09-19
PITNEY BOWES - 2000 SH		2011-08-08	2013-10-10
PITNEY BOWES - 2000 SH		2012-05-01	2013-10-21
PITNEY BOWES - 1000 SH		2012-05-01	2013-10-29
PITNEY BOWES - 1000 SH		2012-05-17	2013-10-29
PITNEY BOWES - 2000 SH		2012-05-17	2013-11-15
PITNEY BOWES - 2000 SH		2012-09-14	2013-11-15
PITNEY BOWES - 2000 SH		2013-02-05	2013-11-15
PNC - 1000 SH		2011-10-24	2013-04-15

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PNC - 1000 SH		2011-10-25	2013-04-17
PNC - 1000 SH		2011-11-04	2013-04-23
PNC - 1000 SH		2011-12-19	2013-04-25
PNC - 1000 SH		2012-04-12	2013-05-21
PROCTOR & GAMBLE - 1000 SH		2009-05-20	2013-01-31
SJW CORP - 2000 SH		2005-01-10	2013-01-02
J M SMUCKER CO - 500 SH		2009-03-13	2013-04-05
TECO ENERGY - 3000 SH		2008-10-01	2013-04-16
TECO ENERGY - 3000 SH		2008-10-01	2013-06-24
TECO ENERGY - 3000 SH	P	2008-10-10	2013-06-24
TECO ENERGY - 1000 SH		2008-10-10	2013-07-02
TECO ENERGY - 3000 SH		2008-11-11	2013-07-02
TECO ENERGY - 2000 SH		2009-03-13	2013-07-02
TECO ENERGY - 850 SH		2009-04-01	2013-07-02
TECO ENERGY - 1150 SH		2009-04-01	2013-07-22
TECO ENERGY - 3700 SH		2009-09-15	2013-07-22
TECO ENERGY - 2000 SH		2011-08-09	2013-07-22
UGI CORP - 2000 SH		2002-01-25	2013-04-04
UGI CORP - 1000 SH		2002-01-25	2013-04-11
SOURCE CAPITAL INC - 750 SH		2007-01-22	2013-07-23
SOURCE CAPITAL INC - 750 SH		2007-02-13	2013-11-25
PITNEY BOWES BOND		2003-06-25	2013-06-17
BANK OF AMERICA DEP SHARES		2008-04-23	2013-05-28
BANK OF AMERICA DEP SHARES		2011-09-06	2013-05-28
GE CAP BONDS		2007-01-31	2013-01-18
GE CAP BONDS		2012-04-19	2013-01-18
JOHNSON & JOHNSON - 870 SH		2004-04-20	2013-06-24
JOHNSON & JOHNSON - 130 SH		2007-10-02	2013-06-24
MICROSOFT CORP - 1000 SH		2010-09-16	2013-05-28
PITNEY BOWES - 1000 SH		2010-09-15	2013-04-29

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PITNEY BOWES - 4000 SH		2012-11-13	2013-04-29
PNC - 1000 SH		2012-12-04	2013-05-24
PROCTOR & GAMBLE - 795 SH		2002-02-08	2013-04-16
SCOTTS MIRACLE GRO - 1200 SH		2007-03-06	2013-08-14
SCOTTS MIRACLE GRO - 1000 SH	P	2012-12-04	2013-08-14
SJW CORP - 2000 SH		2005-04-08	2013-04-09
SUNOCO LOGISTIC LP - 3000 UNITS		2005-05-18	2013-01-14
SUNOCO LOGISTIC LP - 1000 UNITS		2011-12-07	2013-01-30
SUNOCO LOGISTIC LP - 1000 UNITS		2012-11-13	2013-02-05
AQUA AMERICA - 0 24 SH		2002-09-18	2013-09-03
CAMDEN NATIONAL CORP - 500 SH		2006-01-19	2013-09-25
MICROSOFT CORP - 1000 SH		2001-05-08	2013-04-15
MICROSOFT CORP - 400 SH		2001-10-02	2013-06-05
MICROSOFT CORP - 1000 SH		2010-09-02	2013-06-05
MICROSOFT CORP - 1000 SH		2010-11-22	2013-06-05
PFIZER INC - 2000 SH		1995-09-14	2013-04-02
SCOTTS MIRACLE GRO - 1000 SH		2005-08-23	2013-07-16
SCOTTS MIRACLE GRO - 1500 SH		2007-03-06	2013-08-26
SCOTTS MIRACLE GRO - 1000 SH		2012-07-05	2013-08-26
SOURCE CAPITAL INC - 750 SH		2006-02-24	2013-07-16
SOURCE CAPITAL INC - 750 SH		2006-11-01	2013-11-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
56,570		18,632	37,938
62,065		21,654	40,411
		35,516	-35,516
		29,725	-29,725
56,505		92,448	-35,943
57,511		44,751	12,760
44,784		31,461	13,323
45,934		30,705	15,229
48,984		30,375	18,609
47,387		30,375	17,012
64,613		50,897	13,716
64,613		52,346	12,267
64,613		56,395	8,218
32,306		30,895	1,411
85,688		117,918	-32,230
35,135		47,491	-12,356
52,702		64,609	-11,907
34,522		42,007	-7,485
17,261		20,127	-2,866
17,261		19,683	-2,422
17,261		21,671	-4,410
36,349		44,158	-7,809
37,678		38,849	-1,171
39,687		35,514	4,173
21,229		18,025	3,204
21,229		13,516	7,713
47,216		27,033	20,183
47,216		30,413	16,803
47,216		27,215	20,001
64,475		55,576	8,899

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
64,625		54,299	10,326
66,438		52,926	13,512
69,025		54,865	14,160
71,184		63,885	7,299
74,328		54,852	19,476
53,983		35,664	18,319
48,722		18,129	30,593
54,410		48,327	6,083
49,661		48,327	1,334
49,601		37,019	12,582
16,705		12,365	4,340
50,116		36,522	13,594
33,411		20,335	13,076
14,200		9,574	4,626
20,283		12,952	7,331
65,260		51,115	14,145
35,276		32,828	2,448
75,472		16,573	58,899
39,445		8,288	31,157
47,827		49,177	-1,350
47,454		49,177	-1,723
75,000		75,045	-45
50,000		50,000	0
25,000		24,374	626
100,000		100,000	0
25,000		25,802	-802
73,270		43,878	29,392
10,948		8,631	2,317
34,451		25,533	8,918
16,094		21,066	-4,972

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
64,377		47,412	16,965
69,922		55,054	14,868
63,055		32,591	30,464
64,386		49,772	14,614
53,655		41,665	11,990
52,270		36,692	15,578
162,473		38,470	124,003
59,235		37,127	22,108
60,396		45,183	15,213
6		2	4
19,993		16,330	3,663
28,449		35,650	-7,201
13,762		12,405	1,357
34,406		24,232	10,174
34,406		25,856	8,550
57,805		15,854	41,951
49,534		40,356	9,178
80,780		66,681	14,099
53,853		41,588	12,265
46,875		48,717	-1,842
47,437		49,504	-2,067

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			37,938
			40,411
			-35,516
			-29,725
			-35,943
			12,760
			13,323
			15,229
			18,609
			17,012
			13,716
			12,267
			8,218
			1,411
			-32,230
			-12,356
			-11,907
			-7,485
			-2,866
			-2,422
			-4,410
			-7,809
			-1,171
			4,173
			3,204
			7,713
			20,183
			16,803
			20,001
			8,899

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10,326
			13,512
			14,160
			7,299
			19,476
			18,319
			30,593
			6,083
			1,334
			12,582
			4,340
			13,594
			13,076
			4,626
			7,331
			14,145
			2,448
			58,899
			31,157
			-1,350
			-1,723
			-45
			0
			626
			0
			-802
			29,392
			2,317
			8,918
			-4,972

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			16,965
			14,868
			30,464
			14,614
			11,990
			15,578
			124,003
			22,108
			15,213
			4
			3,663
			-7,201
			1,357
			10,174
			8,550
			41,951
			9,178
			14,099
			12,265
			-1,842
			-2,067

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MORTIMER NEWLIN SELLERS 219 S CHENEY ROAD GLEN MILLS, PA 19342	CHAIRMAN 5 00	0	0	0
PATRICK HARSHBARGER 219 S CHENEY ROAD GLEN MILLS, PA 19342	VICE CHAIRMAN 5 00	0	0	0
SUSAN RAPP 219 S CHENEY ROAD GLEN MILLS, PA 19342	SECRETARY 5 00	0	0	0
HENRY THOMPSON JR 219 S CHENEY ROAD GLEN MILLS, PA 19342	TREASURER 5 00	0	0	0
ELIZABETH NEWLIN CARNEY 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
MARIANNE D SQUYRES 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
HENRY F THOMPSON SR 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
BILL NEWLIN JR 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
LUCY BELL JARKA-SELLERS 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
JOHANNES JARKA-SELLERS 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
FRANCES STEAD SELLERS 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
LUCY BELL NEWLIN SELLERS 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
PETER HOADLEY SELLERS 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
FRANK J MCKELVEY JR 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
MASON THOMPSON 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
LAWRENCE DUNBAR 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
MARK WILCOX III 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0
JANE ALAVI 219 S CHENEY ROAD GLEN MILLS, PA 19342	BOARD MEMBER 1 00	0	0	0

Schedule B
(Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

2013

Name of the organization
NICHOLAS NEWLIN FOUNDATION

Employer identification number
23-1600703

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 33¹/₃% 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 for 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 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
 NICHOLAS NEWLIN FOUNDATION

Employer identification number
 23-1600703

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	MR MRS PETER SELLERS 413 W STAFFORD ST PHILADELPHIA, PA 19144	\$ 6,250	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	NANCY JODLBAUER 46 E THIRD ST NEW CASTLE, DE 19720	\$ 18,847	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
NICHOLAS NEWLIN FOUNDATION

Employer identification number
23-1600703

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
2	WOOD SHINGLES	\$ 18,847	2013-04-30
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____

Name of organization
NICHOLAS NEWLIN FOUNDATION

Employer identification number
23-1600703

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

TY 2013 Accounting Fees Schedule

Name: NICHOLAS NEWLIN FOUNDATION

EIN: 23-1600703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	9,000	5,000	287	3,713

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

TY 2013 Depreciation Schedule

Name: NICHOLAS NEWLIN FOUNDATION
 EIN: 23-1600703

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND	1960-12-02	306,677		L		0	0	0	
OLD FULLY DEPRECIATED BLDG & IMPS	1999-12-31	39,779	39,779	SL	20 000000000000	0	0	0	
DECK	2008-07-04	648	648	SL	20 000000000000	0	0	0	
ROOF	2004-05-15	9,225	3,996	SL	20 000000000000	461	0	461	
AIR CONDITIONER	2004-07-15	3,291	2,797	SL	10 000000000000	329	0	329	
CARPET	2006-04-10	2,332	1,573	SL	10 000000000000	233	0	233	
FURNITURE	2006-07-10	4,093	1,066	SL	25 000000000000	164	0	164	
ELECTRIC IMPS	2006-10-01	1,621	479	SL	20 000000000000	81	0	81	
OLD FULLY DEPRECIATED BLDG & IMPS	1975-12-31	69,976	69,976	SL	0 %	0	0	0	
MAJOR RENOVATIONS	1975-07-31	82,416	77,617	SL	40 000000000000	2,060	0	2,060	
IMPROVEMENTS	1976-04-30	2,390	2,207	SL	40 000000000000	60	0	60	
ROOF	2007-10-30	67,100	17,334	SL	20 000000000000	3,355	0	3,355	
OLD FULLY DEPRECIATED BLDG & IMPS	1997-12-31	88,537	88,537	SL	0 %	0	0	0	
ROOF - MILLER HOUSE	1997-05-20	11,885	4,639	SL	40 000000000000	297	0	297	
HEATER	2008-01-29	4,211	1,037	SL	20 000000000000	211	0	211	
OLD FULLY DEPRECIATED BLDG & IMPS	1979-12-31	844	844	SL	20 000000000000	0	0	0	
LOG CABIN	1979-06-30	33,356	28,498	SL	40 000000000000	834	0	834	
LOG CABIN ROOF	2007-11-14	30,229	7,807	SL	20 000000000000	1,511	0	1,511	
OLD FULLY DEPRECIATED BLDG & IMPS	1999-12-31	33,879	33,879	SL	0 %	0	0	0	
WATER HEATER	2007-12-31	749	375	SL	10 000000000000	75	0	75	
OLD FULLY DEPRECIATED BLDG & IMPS	1999-12-31	6,503	6,503	SL	20 000000000000	0	0	0	
OFFICE - STATION BUILDING	1968-05-31	15,695	15,695	SL	40 000000000000	0	0	0	
HOLDING TANK	1982-09-30	3,250	3,249	SL	30 000000000000	0	0	0	
PLASTER/ROOF	1988-12-31	13,570	13,570	SL	20 000000000000	0	0	0	
WATER HEATER	1999-11-01	488	488	SL	10 000000000000	0	0	0	
OFFICE - BUILDING ADDITION	2000-12-01	814,170	245,946	SL	40 000000000000	20,354	0	20,354	
OLD FULLY DEPRECIATED BLDG & IMPS	1999-12-31	4,633	4,633	SL	0 %	0	0	0	
RENOVATIONS	1968-05-31	3,444	3,444	SL	40 000000000000	0	0	0	
IMPROVEMENTS	1979-06-30	3,300	2,788	SL	40 000000000000	83	0	83	
SEWER/WELL	1983-03-09	2,234	1,680	SL	40 000000000000	56	0	56	
ELECTRIC IMPS	1988-02-18	605	605	SL	20 000000000000	0	0	0	
WINDOWS	1994-01-20	4,485	4,304	SL	20 000000000000	181	0	181	
FURNACE	1994-03-22	2,200	2,094	SL	20 000000000000	106	0	106	
ROOF	1998-09-16	5,045	3,604	SL	20 000000000000	252	0	252	
PROPANE HEATER	2001-01-01	450	134	SL	40 000000000000	11	0	11	
MISC EQUIPMENT	2002-09-30	840	840	SL	10 000000000000	0	0	0	
FURNACE	2005-01-14	1,985	1,590	SL	10 000000000000	199	0	199	
SPRINGHOUSE - BUILDING	1977-09-30	7,038	6,247	SL	40 000000000000	176	0	176	
BARN	1986-10-27	58,256	38,476	SL	40 000000000000	1,456	0	1,456	
MILLERS HOUSE	1998-02-03	196	196	SL	10 000000000000	0	0	0	
MILLERS HOUSE	1998-03-09	220	220	SL	10 000000000000	0	0	0	
BAKE OVENS	2000-05-10	959	959	SL	10 000000000000	0	0	0	
MAINTENANCE GARAGE	1995-01-21	53,115	24,162	SL	40 000000000000	1,328	0	1,328	
HEATER	1995-03-31	550	550	SL	10 000000000000	0	0	0	
BLACKSMITH SHOP	1975-06-30	4,388	4,388	SL	40 000000000000	0	0	0	
HOUSE	1998-08-07	327,696	117,999	SL	40 000000000000	8,192	0	8,192	
ROOF	2004-08-01	11,900	5,008	SL	20 000000000000	595	0	595	
BROILER	2005-11-15	7,615	5,456	SL	10 000000000000	762	0	762	
IMPROVEMENTS	2006-01-15	3,717	1,301	SL	20 000000000000	186	0	186	
HEATER	2006-11-24	10,935	3,328	SL	20 000000000000	547	0	547	
GARAGE ROOF	2008-06-10	3,975	912	SL	20 000000000000	199	0	199	
OLD FULLY DEPRECIATED IMPS	1999-12-31	18,698	18,698	SL	20 000000000000	0	0	0	
SIDEWALK	1993-12-10	1,774	1,714	SL	20 000000000000	60	0	60	
TREES	2005-11-08	875	315	SL	20 000000000000	44	0	44	
FENCING	2006-10-01	2,205	1,379	SL	10 000000000000	221	0	221	
BRIDGE - FEE	1968-05-31	1,018	1,018	SL	30 000000000000	0	0	0	
BRIDGE	1993-09-30	2,380	2,380	SL	20 000000000000	0	0	0	
PARKING AREA	1979-12-31	1,302	1,084	SL	40 000000000000	33	0	33	
MILL MODEL	1990-05-31	4,400	2,513	SL	40 000000000000	110	0	110	
MILL EXHIBIT	1993-06-07	100,512	49,804	SL	40 000000000000	2,513	0	2,513	
MILL PICTURE	1996-10-15	209	83	SL	40 000000000000	5	0	5	
PRINTS	1997-09-25	951	364	SL	40 000000000000	24	0	24	
PHOTOS	1998-12-31	949	662	SL	20 000000000000	47	0	47	
OLD FULLY DEPRECIATED FURNITURE & FIXTURES	1999-12-31	5,088	5,088	SL	10 000000000000	0	0	0	
OLD FULLY DEPRECIATED EQUIPMENT	1999-12-31	6,499	6,499	SL	10 000000000000	0	0	0	
FORD F350	1986-12-31	15,028	15,028	SL	5 000000000000	0	0	0	
FORD TRUCK	2006-05-03	16,450	15,667	SL	7 000000000000	783	0	783	
OLD FULLY DEPRECIATED EQUIPMENT	1999-12-31	32,146	32,146	SL	10 000000000000	0	0	0	
OLD FULLY DEPRECIATED EQUIPMENT	1999-12-31	16,006	16,006	SL	10 000000000000	0	0	0	
SAW CHAINS	1998-04-28	218	218	SL	5 000000000000	0	0	0	
JOHN DEERE EQUIP	2006-05-16	7,297	7,297	200DB	5 000000000000	0	0	0	
JOHN DEERE EQUIP	2006-05-16	5,000	4,761	SL	7 000000000000	239	0	239	
GATOR TS UTILITY	2006-05-01	5,000	4,761	SL	7 000000000000	239	0	239	
OLD FULLY DEPRECIATED EQUIPMENT	1999-12-31	16,128	16,128	SL	10 000000000000	0	0	0	
OFFICE EQUIPMENT	2000-04-10	100	100	SL	10 000000000000	0	0	0	
VACUUM CLEANER	2001-01-01	530	530	SL	5 000000000000	0	0	0	
SOFTWARE	2005-03-03	3,480	3,480	SL	3 000000000000	0	0	0	
COMPUTERS	2006-05-01	5,300	5,300	SL	5 000000000000	0	0	0	
COMPUTERS	2006-03-31	5,313	5,313	SL	5 000000000000	0	0	0	
POOL REMOVAL	2002-09-30	3,800	974	SL	40 000000000000	95	0	95	
TANK REMOVAL	2002-09-30	600	139	SL	40 000000000000	15	0	15	
TREE WORK	2002-09-30	940	244	SL	40 000000000000	24	0	24	
GARDEN	2004-06-01	15,085		NC	40 000000000000	0	0	0	
ROOF	1990-12-31	2,295	1,702	SL	30 000000000000	77	0	77	
BOY SCOUT CABIN	1969-12-23	650	650	SL	20 000000000000	0	0	0	
NEW HEATING SYSTEM - MILLERS HOUSE	2009-03-18	38,065	7,136	SL	20 000000000000	1,903	0	1,903	
FENCE - SCOTT RD PERMETER	2009-04-13	899	337	SL	10 000000000000	90	0	90	
HEATING FUEL TANK	2009-12-18	1,800	360	SL	15 000000000000	120	0	120	
FENCE ALONG PROPERTY LINE	2009-12-21	5,784	1,734	SL	10 000000000000	578	0	578	
BOILER	2010-09-23	5,857	1,318	SL	10 000000000000	586	0	586	
TRACTOR	2010-06-18	14,446	3,612	SL	10 000000000000	1,445	0	1,445	
COMPUTER	2010-04-13	866	476	SL	5 000000000000	173	0	173	
ARCHIVES COMPUTER	2010-04-13	1,009	555	SL	5 000000000000	202	0	202	
ROOF	2011-09-19	6,125	383	SL	20 000000000000	306	0	306	
ROOF	2011-08-31	6,125	408	SL	20 000000000000	306	0	306	
COMPUTER	2011-03-15	899	332	SL	5 000000000000	180	0	180	
SECURITY SYSTEM	2013-04-01	337		SL	10 000000000000	24	0	24	
SECURITY SYSTEM	2013-04-01	563		SL	10 000000000000	41	0	41	
SECURITY SYSTEM	2013-04-01	336		SL	10 000000000000	24	0	24	
SECURITY SYSTEM	2013-04-01	713		SL	10 000000000000	53	0	53	
NEW FLOOR	2013-09-01	9,100		SL	20 000000000000	152	0	152	
REPOINTING WALLS - PRELIMINARY COSTS	2013-12-31	1,261		SL	20 000000000000	0	0	0	
DESK	2013-11-21	2,977		SL	10 000000000000	25	0	25	
PRELIMINARY ENGINEERING FOR NEW ROOF	2013-12-31	13,246		SL	20 000000000000	0	0	0	
LAND	1998-08-13	100,000		L		0	0	0	
LAND	1998-08-07	280,000		L		0	0	0	

**TY 2013 Investments Corporate
Bonds Schedule**

Name: NICHOLAS NEWLIN FOUNDATION

EIN: 23-1600703

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	63,932	63,932

**TY 2013 Investments Corporate
Stock Schedule****Name:** NICHOLAS NEWLIN FOUNDATION**EIN:** 23-1600703

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	9,717,316	9,717,316

**TY 2013 Investments Government
Obligations Schedule**

Name: NICHOLAS NEWLIN FOUNDATION

EIN: 23-1600703

US Government Securities - End of Year Book Value:	115,781
US Government Securities - End of Year Fair Market Value:	115,781
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Investments - Other Schedule

Name: NICHOLAS NEWLIN FOUNDATION

EIN: 23-1600703

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PUBLICLY TRADED PARTNERSHIPS	AT COST	859,130	859,130

TY 2013 Land, Etc. Schedule

Name: NICHOLAS NEWLIN FOUNDATION

EIN: 23-1600703

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	306,677	0	306,677	
OLD FULLY DEPRECIATED BLDG & IMPS	39,779	39,779	0	
DECK	648	648	0	
ROOF	9,225	4,457	4,768	
AIR CONDITIONER	3,291	3,126	165	
CARPET	2,332	1,806	526	
FURNITURE	4,093	1,230	2,863	
ELECTRIC IMPS	1,621	560	1,061	
OLD FULLY DEPRECIATED BLDG & IMPS	69,976	69,976	0	
MAJOR RENOVATIONS	82,416	79,677	2,739	
IMPROVEMENTS	2,390	2,267	123	
ROOF	67,100	20,689	46,411	
OLD FULLY DEPRECIATED BLDG & IMPS	88,537	88,537	0	
ROOF - MILLER HOUSE	11,885	4,936	6,949	
HEATER	4,211	1,248	2,963	
OLD FULLY DEPRECIATED BLDG & IMPS	844	844	0	
LOG CABIN	33,356	29,332	4,024	
LOG CABIN ROOF	30,229	9,318	20,911	
OLD FULLY DEPRECIATED BLDG & IMPS	33,879	33,879	0	
WATER HEATER	749	450	299	
OLD FULLY DEPRECIATED BLDG & IMPS	6,503	6,503	0	
OFFICE - STATION BUILDING	15,695	15,695	0	
HOLDING TANK	3,250	3,249	1	
PLASTER/ROOF	13,570	13,570	0	
WATER HEATER	488	488	0	
OFFICE - BUILDING ADDITION	814,170	266,300	547,870	
OLD FULLY DEPRECIATED BLDG & IMPS	4,633	4,633	0	
RENOVATIONS	3,444	3,444	0	
IMPROVEMENTS	3,300	2,871	429	
SEWER/WELL	2,234	1,736	498	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
ELECTRIC IMPS	605	605	0	
WINDOWS	4,485	4,485	0	
FURNACE	2,200	2,200	0	
ROOF	5,045	3,856	1,189	
PROPANE HEATER	450	145	305	
MISC EQUIPMENT	840	840	0	
FURNACE	1,985	1,789	196	
SPRINGHOUSE - BUILDING	7,038	6,423	615	
BARN	58,256	39,932	18,324	
MILLERS HOUSE	196	196	0	
MILLERS HOUSE	220	220	0	
BAKE OVENS	959	959	0	
MAINTENANCE GARAGE	53,115	25,490	27,625	
HEATER	550	550	0	
BLACKSMITH SHOP	4,388	4,388	0	
HOUSE	327,696	126,191	201,505	
ROOF	11,900	5,603	6,297	
BROILER	7,615	6,218	1,397	
IMPROVEMENTS	3,717	1,487	2,230	
HEATER	10,935	3,875	7,060	
GARAGE ROOF	3,975	1,111	2,864	
OLD FULLY DEPRECIATED IMPS	18,698	18,698	0	
SIDEWALK	1,774	1,774	0	
TREES	875	359	516	
FENCING	2,205	1,600	605	
BRIDGE - FEE	1,018	1,018	0	
BRIDGE	2,380	2,380	0	
PARKING AREA	1,302	1,117	185	
MILL MODEL	4,400	2,623	1,777	
MILL EXHIBIT	100,512	52,317	48,195	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
MILL PICTURE	209	88	121	
PRINTS	951	388	563	
PHOTOS	949	709	240	
OLD FULLY DEPRECIATED FURNITURE & FIXTURES	5,088	5,088	0	
OLD FULLY DEPRECIATED EQUIPMENT	6,499	6,499	0	
FORD F350	15,028	15,028	0	
FORD TRUCK	16,450	16,450	0	
OLD FULLY DEPRECIATED EQUIPMENT	32,146	32,146	0	
OLD FULLY DEPRECIATED EQUIPMENT	16,006	16,006	0	
SAW CHAINS	218	218	0	
JOHN DEERE EQUIP	7,297	7,297	0	
JOHN DEERE EQUIP	5,000	5,000	0	
GATOR TS UTILITY	5,000	5,000	0	
OLD FULLY DEPRECIATED EQUIPMENT	16,128	16,128	0	
OFFICE EQUIPMENT	100	100	0	
VACUUM CLEANER	530	530	0	
SOFTWARE	3,480	3,480	0	
COMPUTERS	5,300	5,300	0	
COMPUTERS	5,313	5,313	0	
POOL REMOVAL	3,800	1,069	2,731	
TANK REMOVAL	600	154	446	
TREE WORK	940	268	672	
GARDEN	15,085	0	15,085	
ROOF	2,295	1,779	516	
BOY SCOUT CABIN	650	650	0	
NEW HEATING SYSTEM - MILLERS HOUSE	38,065	9,039	29,026	
FENCE - SCOTT RD PERIMETER	899	427	472	
HEATING FUEL TANK	1,800	480	1,320	
FENCE ALONG PROPERTY LINE	5,784	2,312	3,472	
BOILER	5,857	1,904	3,953	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
TRACTOR	14,446	5,057	9,389	
COMPUTER	866	649	217	
ARCHIVES COMPUTER	1,009	757	252	
ROOF	6,125	689	5,436	
ROOF	6,125	714	5,411	
COMPUTER	899	512	387	
SECURITY SYSTEM	337	24	313	
SECURITY SYSTEM	563	41	522	
SECURITY SYSTEM	336	24	312	
SECURITY SYSTEM	713	53	660	
NEW FLOOR	9,100	152	8,948	
REPOINTING WALLS - PRELIMINARY COSTS	1,261	0	1,261	
DESK	2,977	25	2,952	
PRELIMINARY ENGINEERING FOR NEW ROOF	13,246	0	13,246	
LAND	100,000	0	100,000	
LAND	280,000	0	280,000	

TY 2013 Other Assets Schedule

Name: NICHOLAS NEWLIN FOUNDATION

EIN: 23-1600703

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
COLLECTIONS	16,141	16,141	16,141

TY 2013 Other Decreases Schedule**Name:** NICHOLAS NEWLIN FOUNDATION**EIN:** 23-1600703

Description	Amount
PRIOR UNREALIZED GAIN REALIZED DURING 2013	160,184
ADDITIONAL RECOGNIZED EXPENSES FROM DONATED SERVICES	18,000

TY 2013 Other Expenses Schedule

Name: NICHOLAS NEWLIN FOUNDATION

EIN: 23-1600703

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVERTISING & PROMOTION	6,007	0	431	5,576
OFFICE EXPENSES	11,989	0	861	11,128
INSURANCE	30,586	0	2,197	28,389
INTERPRETIVE PROGRAM EXPENSE	3,129	0	225	2,904
SPECIAL PROGRAMS/SPECIAL PROJECTS	5,314	0	382	4,932
ALARM/SECURITY SYSTEM	4,560	0	328	4,232
TRUCK & EQUIPMENT EXPENSE	4,266	0	306	3,960
SUMMER DISCOVERY PROGRAM EXP	4,378	0	314	4,064
COLLECTIONS EXPENSE	4,484	0	0	4,484
RESEARCH	229	0	0	229
MISCELLANEOUS	7,879	0	2,727	5,152
FISH & BAIT PURCHASED	6,243	0	448	5,795
PARTNERSHIP LOSSES	45,163	45,163	0	0

TY 2013 Other Income Schedule

Name: NICHOLAS NEWLIN FOUNDATION

EIN: 23-1600703

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PROGRAM FEES	56,811		56,811
MISCELLANEOUS REVENUE	1,053		1,053
RIGHT OF WAY EASEMENT PAYMENT	15,981		15,981
RENTAL OF PARK PROPERTY	10,020		10,020
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	5,876		5,876

TY 2013 Other Increases Schedule

Name: NICHOLAS NEWLIN FOUNDATION

EIN: 23-1600703

Description	Amount
NET UNREALIZED GAINS ON INVESTMENTS	1,464,843
DONATED SERVICES RECOGNIZED AS INCOME	24,900

TY 2013 Other Liabilities Schedule

Name: NICHOLAS NEWLIN FOUNDATION

EIN: 23-1600703

Description	Beginning of Year - Book Value	End of Year - Book Value
SALES TAX WITHHELD AND PAYABLE	75	71
PAYROLL TAXES WITHHELD AND PAYABLE	78	0
INVESTMENT ACCOUNT DEBIT BALANCE	0	169,247

TY 2013 Other Professional Fees Schedule

Name: NICHOLAS NEWLIN FOUNDATION

EIN: 23-1600703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PENSION ADMINISTRATION	2,195	0	174	2,021
PAYROLL PROCESSING	2,650	0	174	2,476

TY 2013 IRS Payment**Name:** NICHOLAS NEWLIN FOUNDATION**EIN:** 23-1600703**Routing Transit Number:** 031908485**Bank Account Number:** 0664310687**Type of Account:** Checking**Payment Amount in Dollars and** 21,915**Cents:****Requested Payment Date:** 2014-08-15**Taxpayer's Daytime Phone** (610) 459-2359**Number:**