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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

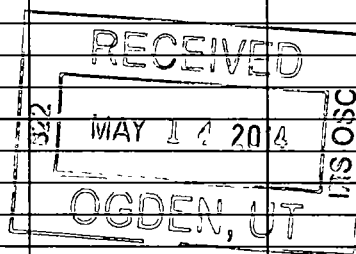
For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation The NewMarket Foundation		A Employer identification number 27-1586209
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 804-788-5394
330 South Fourth Street		
City or town, state or province, country, and ZIP or foreign postal code Richmond, VA 23219		C If exemption application is pending check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,866,518.29 (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc., received (attach schedule)	1,943,000.00			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications			100.00	
	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)					
12 Total. Add lines 1 through 11	1,943,000.00		100.00		
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)	2,314.00			2,314.00
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	196.00			196.00
	24 Total operating and administrative expenses. Add lines 13 through 23	2,510.00			2,510.00
	25 Contributions, gifts, grants paid	1,412,401.00			1,412,401.00
26 Total expenses and disbursements. Add lines 24 and 25	1,414,911.00			1,414,911.00	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	528,089.00				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			100.00		



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			2,338,329.00	2,866,518.00	2,866,518.29
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10 a Investments - U.S. and state government obligations (attach schedule) .					
	b Investments - corporate stock (attach schedule)					
	c Investments - corporate bonds (attach schedule)					
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶					
	12 Investments - mortgage loans					
	13 Investments - other (attach schedule)					
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			2,338,329.00	2,866,518.00	2,866,518.29
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 ▶)					
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)					
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			2,338,329.00	2,866,518.00	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, . . . ▶ ☐ check here and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds . .					
	30 Total net assets or fund balances (see instructions)			2,338,329.00	2,866,518.00	
	31 Total liabilities and net assets/fund balances (see instructions)			2,338,329.00	2,866,518.00	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,338,329.00
2 Enter amount from Part I, line 27a	2	528,089.00
3 Other increases not included in line 2 (itemize) ▶ PY Uncashed Donation	3	100.00
4 Add lines 1, 2, and 3	4	2,866,518.00
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,866,518.00

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,509,588.00	2,243,905.84	0.6728
2011	579,332.00	755,128.00	0.7672
2010	771,236.00	281,493.00	2.7398
2009			
2008			
2 Total of line 1, column (d)			2 4.1798
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 0.8360
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,773,624.07
5 Multiply line 4 by line 3			5 2,318,749.72
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 2,318,749.72
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,414,911.00

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	0.00
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
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 ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>Virginia</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☒ N/A				
14	The books are in care of ☒ Diane Hazelwood Telephone no ☒ 804-788-5522			
	Located at ☒ 330 South Fourth St., Richmond, VA ZIP+4 ☒ 23219			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			☐
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☒			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
	If "Yes," list the years ☒		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☒		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 The foundation makes grants to qualifying public charities and does not carry on any direct charitable activities.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	2,815,862.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,815,862.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,815,862.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	42,237.93
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,773,624.07
6	Minimum investment return. Enter 5% of line 5	6	138,681.20

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	138,681.20
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	138,681.20
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	138,681.20
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	138,681.20

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,414,911.00
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,414,911.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,414,911.00

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				138,681.20
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 757,161.00				
d From 2011 541,576.00				
e From 2012 1,397,393.00				
f Total of lines 3a through e	2,696,130.00			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 1,414,911.00				
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				138,681.20
e Remaining amount distributed out of corpus . .	1,276,229.80			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,972,359.80			
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				
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	3,972,359.80			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010 757,161.00				
c Excess from 2011 541,576.00				
d Excess from 2012 1,397,393.00				
e Excess from 2013 1,276,229.80				

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

N/A

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

4942(j)(3) or

4942(j)(5)

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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

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

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

c Any submission deadlines

September 2013

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Please see attached list.				
Total				3a
b Approved for future payment				
N/A				
Total				3b

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.

▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

N/A

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee
M. Rudolph West

based on all information of which

5/8/2014

Date

Secretary
Title

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

**Paid
Preparer
Use Only**

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

The NewMarket Foundation

27-1586209

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on 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 The NewMarket Foundation	Employer identification number 27-1586209
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NewMarket Corporation 330 South Fourth Street Richmond, VA 23219	\$ 1,943,000.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

The NewMarket Foundation

Employer identification number

27-1586209

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

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

Name of organization

The NewMarket Foundation

Employer identification number

27-1586209

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

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

Use duplicate copies of Part III if additional space is needed

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

NewMarket Foundation
Attachment to Form 990-PF
Part I, Line 16a
2013

Legal Fees:

McGuireWoods LLP - Legal Fees	<u><u>2,314</u></u>
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NewMarket Foundation
Attachment to Form 990-PF
Part I, Line 23
2013

Other Expenses Line 23:

VA State Corporation Registration Fee	25
Supplies	171
Total	<u>196</u>

The NewMarket Foundation

FEIN 27-1586209

Form 990-PF

Part VIII Question # 1

2013

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

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

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2013

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
1 American Cancer Society (Richmond Chapter) 4240 Park Place Court Glen Allen, VA 23060	Public	Cure by Design	5,000
2 American Cancer Society (Richmond Chapter) 4240 Park Place Court Glen Allen, VA 23060	Public	Relay for Life	500
3 American Civil War Center 490 Tredegar Street Richmond, VA 23219	Public	General Use Funds - Forging our Future Campaign	500,000
4 Arthritis Foundation Mid-Atlantic Region 2201 West Broad St , Ste 100 Richmond, VA 23220	Public	Jingle Bell Run/Walk Event	1,000
5 ASK Childhood Cancer Foundation P O Box 17184 Richmond, VA 23226	Public	Fun Walk & 5K Event	5,000
6 Big Brothers Big Sisters 5511 Staples Mill Rd , Suite 200 Richmond, VA 23228	Public	Bowl for Kids' Sake 2013 Event	2,500
7 Bon Secours Richmond Health Care Foundation 7229 Forest Avenue, Suite 200 Richmond, VA 23226	Public	Noah's Childrens Program - Forty One Gala sponsorship	2,500
8 Boy Scouts of America P O Box 6809 Richmond, VA 23230	Public	Friends of Scouting Campaign	2,500
9 Children's Hospital of Richmond at VCU 2924 Brook Road Richmond, VA 23220-1298	Public	2013 Children's Hospital Foundation Ball Event	10,000
10 College Orientation Workshop Inc Virginia Military Institute Department of Physical Education Room 320 Lexington, VA 24450	Public	College Orientation Workshop	25,000
11 Comfort Zone Camp Inc. 7201 Glen Forest Drive, Suite 301 Richmond, VA 23230	Public	Grief Relief	3,000
12 Communities in Schools of Richmond, Inc 2922 W Marshall St , Ste 2 Richmond, VA 23230	Public	General Use Funds	20,000
13 Virginia Daughters of the American Revolution, District II 1801 Old Woods Court Williamsburg, VA 23185	Public	Flag Day 2013	500
14 Ducks Unlimited Inc One Waterfowl Way Memphis, TN 38120-2351	Public	Waterfowl & Wetlands Conservation	7,500
15 Freedom House 1201 Hull Street Richmond, VA 23224	Public	General Use Funds	300
16 Gateway Homes Inc. 11901 Reedy Branch Road Chesterfield, VA 23838-4235	Public	General Use Funds	1,000

17	Good Samantan Ministries Ltd 2307 Hull Street Richmond, VA 23224	Public	Restore lives of those who suffer from addiction	500
18	Hanover Humane Society P O Box 1011 Ashland, VA 23005	Public	Tee Box Sponsor Oct 28th	60
19	Hanover Humane Society P O Box 1011 Ashland, VA 23005	Public	Dog Walk Sponsor	500
20	Hospital Hospitality House of Richmond Inc 612 East Marshall Street Richmond, VA 23219	Public	Hat & Hats Off Party	2,000
21	Hospital Hospitality House of Richmond Inc 612 East Marshall Street Richmond, VA 23219	Public	SAVOR	2,500
22	Innsbrook Foundation 4600 Cox Road, Suite 109 Glen Allen, VA 23060	Public	Games Benefitting Special Olympics Virginia	1,600
23	J Sargeant Reynolds Community College 1701 E Parham Road P O Box 26924 Richmond, VA 23261-6924	Public	General Use Funds	25,000
24	James River Association 9 South 12th Street, 4th Floor Richmond, VA 23219	Public	Envision the James Project	150,000
25	JDRF International 1801 Libbie Avenue, Suite 106 Richmond, VA 23226	Public	Unwrap The Cure Gala	3,500
26	Richmond Public Schools Education Foundation 1027 Wilmer Avenue Richmond, VA 23227	Public	John Cary Elementary School PTA	2,000
27	Junior Achievement of Central Virginia 7217 West Broad Street Richmond, VA 23294	Public	Provide economic education to community children	2,500
28	Junior League of Richmond Virginia 205 West Franklin Street Richmond, VA 23220	Public	Book & Author Sponsorship	2,500
29	Junior League of Richmond Virginia 205 West Franklin Street Richmond, VA 23220	Public	Touch A Truck Sponsorship	1,000
30	Keep Virginia Beautiful 4121 Cox Road, Suite 200 Glen Allen, VA 23060	Public	60th Anniversary Gala	1,600
31	King William County Volunteer Fire and Rescue Squad Inc 7936 Richmond-Tappahannock Highway P O Box 139 Aylett, VA 23009	Public	General donation for funding the volunteer fire department	500
32	Knights of Columbus Albert E Chipman Council, No 11042 8275 Meadowbridge Road Mechanicsville, VA 23116	Public	General Use Funds	1,000
33	KOVAR Corporation 10806 Moore Drive Manassas, VA 20111-2926	Public	Support People With Intellectual Disabilities	1,000
34	Leukemia & Lymphoma Society Inc Virginia Chapter 5540 Falmouth Street, Suite 101 Richmond, VA 23230	Public	2013 Light the Night Walk	3,000
35	Lewis Ginter Botanical Garden Inc 1800 Lakeside Avenue Richmond, VA 23228-4700	Public	Splendor Under Glass Annual Gala	5,000

36	Maggie L Walker Governor's School Foundation 1000 N Lombardy Street Richmond, VA 23220	Public	Robotics Team	10,000
37	Chesterfield Public Education Foundation Inc 12601 Bailey Bridge Road Midlothian, VA 23112	Public	Manchester High School International Career Development Conference	500
38	MathScience Innovation Center Foundation 2401 Hartman Street Richmond, VA 23223	Public	Metro Richmond Stem Fair	3,000
39	Mattaponi & Pamunkey Rivers Association Inc P O Box 157 Walkerton, VA 23177	Public	River Stewardship Day	1,000
40	Maymont Foundation 1700 Hampton Street Richmond, VA 23220	Public	2013-14 Annual Fund Drive Contribution	2,500
41	Muscular Dystrophy Association 2900 Wesleyan St., Suite 375 Houston, TX 77027	Public	Annual Chanty Drive	5,000
42	Meals on Wheels 1415 Rhoadmiller Street Richmond, VA 23220	Public	Zest Fest	5,000
43	Medical College of Virginia Foundation P O Box 843042 Richmond, VA 23284-3042	Public	Massey Cancer Center - Women & Wellness Fund	1,500
44	Medical College of Virginia Foundation P O Box 843042 Richmond, VA 23284-3042	Public	Massey Cancer Center - Moonlight Magic	2,500
45	Medical College of Virginia Foundation P O Box 843042 Richmond, VA 23284-3042	Public	Massey Cancer Center - Research Fund	100,000
46	Medical College of Virginia Foundation P O Box 843042 Richmond, VA 23284-3042	Public	Massey Cancer Center - Kangaroo River Bash Fundraiser	1,000
47	National Merit Scholarship Corporation 1560 Sherman Avenue, Suite 200 Evanston, IL 60201-4897	Public	Annual Scholarship Commitments	27,710
48	National Multiple Sclerosis Society Central & Eastern Virginia Chapter 4200 Innslake Drive, Suite #301 Glen Allen, VA 23060	Public	Dinner of Champions Sponsorship	20,000
49	National MS Society " Central VA Central Virginia Chapter 4200 Innslake Drive, Suite #301 Glen Allen, VA 23060	Public	Walk MS	1,000
50	National Multiple Sclerosis Society Central & Eastern Virginia Chapter 4200 Innslake Drive, Suite #301 Glen Allen, VA 23060	Public	Bike MS Ride Virginia 2013	5,000
51	Pamunkey Tribal Government 331 Pocket Road King William, VA 23086	Public	Health & Wellness Center	5,000
52	Partnership for Nonprofit Excellence 7501 Boulders View Drive, Suite 101 Richmond, VA 23225-4047	Public	Strengthening nonprofits & building community knowledge	10,000
53	Powell Economic Education Foundation 103 North Mooreland Road Richmond, VA 23229	Public	2013 Cochrane Summer Economics Institute	2,000
54	Richmond Area Bicycling Association Foundation, Inc. P O Box 6565 Ashland, VA 23005	Public	Bikes for Kids	1,500

55	Richmond Parade, Inc 5306 Caledonia Road Richmond, VA 23225	Public	2013 Marching Band Sponsorship	4,000
56	Richmond Tennis Association P O Box 17612 Richmond, VA 23226	Public	Autumn Cup	500
57	Richmond's Future P O Box 842533 16 North Laurel Street Richmond, VA 23284	Public	General Use Donation	15,000
58	Richmond Public Schools Education Foundation, Inc 301 North 9th Street, 17th Floor Richmond, VA 23219	Public	Earning by Learning Initiative	45,000
59	Science Museum of Virginia Foundation Incorporated 2500 West Broad Street Richmond, VA 23220	Public	2013 Kugel Ball	5,000
60	Sheltering Arms Hospital P O Box 8762 Richmond, VA 23226	Public	Support patients in physical rehabilitation	1,500
61	St Andrew's School 227 South Cherry Street Richmond, VA 23220	Public	Learn to Dream Celebration	7,400
62	St. Baldrick's Foundation Inc 1333 S Mayflower Avenue, Suite 400 Monrovia, CA 91016	Public	Childhood Cancer Research Dave Glaenger - Innsbrook 3/16 Fundraiser	500
63	St John's Church Foundation 2319 East Broad Street Richmond, VA 23223	Public	A Governor's Conversation	1,000
64	The Community Foundation Inc 7501 Boulders View Drive, Suite 110 Richmond, VA 23225	Public	Middle School Renaissance 2020	5,000
65	The Virginia Home 1101 Hampton Street Richmond, VA 23220	Public	Stones of Courage & Grace	10,000
66	United Methodist Family Services of Virginia 3900 West Broad Street Richmond, VAA 23230	Public	Kaboom Program	1,500
67	United Way of Greater Richmond 2001 Maywill Street P O Box 11807 Richmond, VA 23230-8007	Public	Annual Contribution for General Use Purposes	50,000
68	Upsilon Nu Scholarship and Social Action Foundation 316 W Clay Street Richmond, VA 23220	Public	Scholarship Program	1,500
69	Virginia Business Higher Education Council, Inc 1108 East Main Street, Suite 1100 Richmond, VA 23219	Public	General Use Funds	10 000
70	Theatre IV Virginia Repertory Theatre 114 West Broad Street Richmond, VA 23220	Public	Fairy Tale Ball	2,500
71	Valentine Museum 1015 East Clay Street Richmond, VA 23219-1527	Public	Richmond History Center	2,500
72	Varina Lions Club Foundation P O Box 38292 Richmond, VA 23231	Public	Padding for Sight	1,500
73	Virginia Commonwealth University Foundation P O Box 843042 Richmond, VA 23284-3042	Public	Ranjit Sen Memorial Lecture Campaign	50,000

74	Virginia Commonwealth University School of Engineering Foundation P O Box 843042 Richmond, VA 23284-3042	Public	School of Engineering Annual Fund	75,000
75	Venture Richmond 200 South Third Street Richmond, VA 23219	Public	General Use Funds	5,000
76	Virginia Foundation for Independent Colleges 8010 Ridge Road, Suite B Richmond, VA 23229-7288	Public	Undergraduate Science Research Fellowships Program	5,000
77	Virginia Historical Society 428 N Boulevard P O Box 7311 Richmond, VA 23221-0311	Public	Annual Fund	5,000
78	Virginia Museum of Fine Arts Foundation 200 N Boulevard Richmond, VA 23220-4007	Public	General Use Funds	2,500
79	Virginia War Memorial Educational Foundation 621 S Belvidere Street Richmond, VA 23220	Public	General Use Donation	25,000
80	William Byrd Community House 224 South Cherry Street Richmond, VA 23220	Public	Byrd House Bash	5,000
81	World Pediatric Project 7201 Glen Forest Drive, Suite 304 Richmond, VA 23226	Public	2013 Treasures in Paradise	25,000
82	Althoff Catholic High School 5401 West Main Street Belleville, IL 62226-4796	Public	Matching Gift Donations	3,201
83	Augsburg College 2211 Riverside Avenue South Minneapolis, MN 55454	Public	Matching Gift Donations	100
84	Carleton College One North College Street Northfield, MN 55057	Public	Matching Gift Donations	225
85	Clemson University Foundation ATTN Peter Thomas Barry P O Box 1889 Clemson, SC 29633-1889	Public	Matching Gift Donations	1,560
86	Duchesne High School Office of Advancement 2550 Elm Street St Charles, MO 63301	Public	Matching Gift Donations	5,000
87	Georgia Tech Foundation Inc Matching Gifts Program 190 North Avenue NW Atlanta, GA 30313-9806	Public	Matching Gift Donations	500
88	Harvey Mudd College 301 Platt Boulevard Claremont, CA 91711-9854	Public	Matching Gift Donations	3,000
89	Haverford College 370 Lancaster Avenue Haverford, PA 19041-1392	Public	Matching Gift Donations	3,500
90	James Madison University 220 University Blvd , MSC 3603 Harrisonburg, VA 22807	Public	Matching Gift Donations	625
91	Maggie L Walker Governor's School Foundation 1000 N Lombardy Street Richmond, VA 23220	Public	Matching Gift Donations	100
92	Moravian Academy 7 East Market Street Bethlehem, PA 18018	Public	Matching Gift Donations	100

93 New York University Gift Administration 25 West Fourth Street, 4th Floor New York, NY 10012	Public	Matching Gift Donations	100
94 Oak Hall Private School 8009 SW 14th Avenue Gainesville, FL 32607	Public	Matching Gift Donations	500
95 Pennsylvania State University Office of Donor Services One Old Main University Park, PA 16802-1506	Public	Matching Gift Donations	250
96 Ranken Technical College 4431 Finney Avenue St Louis, MO 63113	Public	Matching Gift Donations	25
97 William Marsh Rice University Office of Development-MS-81 P O Box 1892 Houston, TX 77251-1892	Public	Matching Gift Donations	300
98 St Louis University University Development 221 N Grand Blvd St Louis, MO 63103	Public	Matching Gift Donations	4,900
99 Sam Houston State University Office of University Advancement Box 2537 Huntsville, TX 77341-2537	Public	Matching Gift Donations	750
100 Scholarship Fund of Alexandria 3330 King Street Alexandria, VA 22302-3001	Public	Matching Gift Donations	500
101 Southern Illinois University Edwardsville Foundation P O Box 1082 Edwardsville, IL 62026-1082	Public	Matching Gift Donations	400
102 St Catherine's School Foundation 6001 Grove Avenue Richmond, VA 23226	Public	Matching Gift Donations	2,200
103 St Christopher's School Foundation 711 St Christopher's Road Richmond, VA 23226	Public	Matching Gift Donations	300
104 University of North Carolina at Chapel Hill Office of University Development 208 West Franklin Street, Campus Box 6100 Chapel Hill, NC 27599-6100	Public	Matching Gift Donations	100
105 United States Naval Academy 247 King George Street Annapolis, MD 21402	Public	Matching Gift Donations	750
106 University of Illinois Foundation Harker Hall 1305 West Green Street Urbana, IL 61801-2962	Public	Matching Gift Donations	275
107 University of Maryland College Park Foundation Inc 4191 Samuel Riggs Alumni Center College Park, MD 20742	Public	Matching Gift Donations	3,500
108 University of Richmond 28 Westhampton Way Richmond, VA 23173	Public	Matching Gift Donations	2,870
109 University of Scranton O'Hara Hall 528 800 Linden Street Scranton, PA 18510	Public	Matching Gift Donations	25
110 College Foundation of the University of Virginia P O Box 5527 Charlottesville, VA 22905	Public	Matching Gift Donations	200

111 University of Virginia Darden School Foundation P O Box 7726 Charlottesville, VA 22906-7726	Public	Matching Gift Donations	750
112 University of Virginia Engineering Foundation Inc. P O Box 400807 Charlottesville, VA 22904-4807	Public	Matching Gift Donations	1,250
113 Virginia Institute of Marine Science Foundation Office of University Development - Gift Act w/ The College of William & Mary P O Box 1693 Williamsburg, VA 23187	Public	Matching Gift Donations	2,000
114 Virginia Commonwealth University Foundation 700 W Grace Street Richmond, VA 23284-9091	Public	Matching Gift Donations	1,650
115 Virginia Commonwealth University School of Engineering Foundation P O Box 843068 Richmond, VA 23284-3068	Public	Matching Gift Donations	125
116 Virginia Commonwealth University School of Business Foundation Office of University Advancement P O Box 842026 Richmond, VA 23284-2026	Public	Matching Gift Donations	1,325
117 Virginia Tech Foundation, Inc University Development 902 Prices Fork Rd Blacksburg, VA 24061	Public	Matching Gift Donations	125
118 Virginia Union University 1500 North Lombardy Street Richmond, VA 23220	Public	Matching Gift Donations	500
119 West Virginia Univ Foundation Inc. One Waterfront Place, 7th Floor P O Box 1650 Morgantown, WV 26507	Public	Matching Gift Donations	1,250
120 VMI Foundation, Inc Neikirk Hall P O Box 932 Lexington, VA 24450	Public	Matching Gift Donations	7,000
121 Washington & Lee University 204 W Washington St Development Building Lexington, VA 24450	Public	Matching Gift Donations	50
122 The College of William & Mary Foundation P O Box 8795 Williamsburg, VA 23187-8795	Public	Matching Gift Donations	1,450
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Total 1,412,401