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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: THE CHARLOTTE W. NEWCOMBE FOUNDATION

A Employer identification number: 23-2120614

Number and street (or P O box number if mail is not delivered to street address): 35 PARK PLACE | Room/suite:

B Telephone number: 609-924-7022

City or town, state or province, country, and ZIP or foreign postal code: PRINCETON, NJ 08542-6918

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [X] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 50,021,513.

J Accounting method: [ ] Cash [X] Accrual [ ] 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 ▶ [ ]

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))

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	73.	8.		STATEMENT 1
	4 Dividends and interest from securities	805,603.	791,790.		STATEMENT 2
	5a Gross rents	27,000.	27,000.		STATEMENT 3
	b Net rental income or (loss) 2,408.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	4,430,541.			
	b Gross sales price for all assets on line 6a 19,013,316.				
	7 Capital gain net income (from Part IV, line 2)		5,511,808.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	511,433.	509,215.		STATEMENT 5
	12 **Total** Add lines 1 through 11	5,774,650.	6,839,821.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	180,892.	54,268.		126,624.
	14 Other employee salaries and wages	80,784.	8,820.		71,964.
	15 Pension plans, employee benefits	16,912.	3,715.		13,158.
	16a Legal fees				
	b Accounting fees STMT 6	21,000.	10,500.		10,500.
	c Other professional fees STMT 7	253,873.	289,011.		0.
	17 Interest		85,841.		
	18 Taxes STMT 8	32,500.	0.		0.
	19 Depreciation and depletion	24,386.	134,900.		
	20 Occupancy	33,219.	12,772.		20,447.
	21 Travel, conferences, and meetings	16,146.	0.		16,146.
	22 Printing and publications	2,452.	0.		2,452.
	23 Other expenses STMT 9	10,955.	101,409.		10,955.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	673,119.	701,236.		272,246.
	25 Contributions, gifts, grants paid	2,053,969.			2,394,731.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,727,088.	701,236.		2,666,977.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3,047,562.			
	b **Net investment income** (if negative, enter -0-)		6,138,585.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED APR 2 5 2017 OGDEN, UT IRS-OSC

SCANNED MAY 2 3 2017

G47

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	64,061.	218,549.	218,549.
	2	Savings and temporary cash investments	259,022.	73,271.	73,271.
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	44,553,436.	46,184,254.	47,626,149.
	14	Land, buildings, and equipment: basis ▶ 775,852.			
		Less accumulated depreciation ▶ 430,424.	360,243.	345,428.	800,000.
	15	Other assets (describe ▶ STATEMENT 12)	4,508,820.	1,303,544.	1,303,544.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	49,745,582.	48,125,046.	50,021,513.
Liabilities	17	Accounts payable and accrued expenses	27,941.	27,504.	
	18	Grants payable	2,035,211.	1,694,449.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	2,063,152.	1,721,953.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted	47,682,430.	46,403,093.	
	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**	47,682,430.	46,403,093.	
	31	**Total liabilities and net assets/fund balances**	49,745,582.	48,125,046.	

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	47,682,430.
2	Enter amount from Part I, line 27a	2	3,047,562.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	50,729,992.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	4,326,899.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	46,403,093.

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	SEE ATTACHED STATEMENT			
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	19,013,316.		13,501,508.	5,511,808.

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				5,511,808.

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** 5,511,808.

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).
If (loss), enter -0- in Part I, line 8 } **3** N/A

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))
2013	2,492,763.	48,407,311.	.051496
2012	2,344,656.	45,462,581.	.051573
2011	2,362,917.	46,315,420.	.051018
2010	2,266,237.	43,991,026.	.051516
2009	2,014,772.	39,301,486.	.051265

2	**Total** of line 1, column (d)	2	.256868
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	.051374
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	50,698,481.
5	Multiply line 4 by line 3	5	2,604,584.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	61,386.
7	Add lines 5 and 6	7	2,665,970.
8	Enter qualifying distributions from Part XII, line 4	8	2,666,977.

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

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

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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	61,386.
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	0.
3	Add lines 1 and 2		3	61,386.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	61,386.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 29,363.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 3,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	32,363.
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** SEE STATEMENT 13 ▶		9	29,023.
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 2015 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
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*	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ HTTP://WWW.NEWCOMBEFOUNDATION.ORG

14 The books are in care of ▶ GIANNA DURSO-FINLEY, PHD Telephone no. ▶ 609-924-7022

Located at ▶ 35 PARK PLACE, PRINCETON, NJ ZIP+4 ▶ 08542-6918

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 N/A

		Line	Yes	No
16	At any time during calendar year 2014, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

			Line	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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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.)	N/A	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 ▶ ______, ______, ______, ______				
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 2014 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 2014.)*	N/A	3b		
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 2014?		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 4945(d)(4)(A)? (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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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.

(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 STATEMENT 15		180,892.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

Form **990-PF** (2014)

423551
11-24-14

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
PRIME BUCHHOLZ & ASSOCIATES INC 25 CHESTNUT ST, PORTSMOUTH, NH 03801	INVESTMENT COMPANY	0.
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 SCHOLARSHIPS AND FELLOWSHIPS GIVEN TO EDUCATIONAL INSTITUTIONS	2,394,731.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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 ▶	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	49,668,147.
b	Average of monthly cash balances		1b	993,456.
c	Fair market value of all other assets		1c	808,936.
d	**Total** (add lines 1a, b, and c)		1d	51,470,539.
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	51,470,539.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	772,058.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	50,698,481.
6	**Minimum investment return.** Enter 5% of line 5		6	2,534,924.

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	2,534,924.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 61,386.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	61,386.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,473,538.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,473,538.
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	2,473,538.

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	2,666,977.
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	
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	2,666,977.
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	5	61,386.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,605,591.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,473,538.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 57,781.				
b From 2010 74,280.				
c From 2011 95,364.				
d From 2012 105,267.				
e From 2013 129,233.				
f Total of lines 3a through e	461,925.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 2,666,977.				
a Applied to 2013, 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 2014 distributable amount				2,473,538.
e Remaining amount distributed out of corpus	193,439.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	655,364.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	57,781.			
9 **Excess distributions carryover to 2015** Subtract lines 7 and 8 from line 6a	597,583.			
10 Analysis of line 9:				
a Excess from 2010 74,280.				
b Excess from 2011 95,364.				
c Excess from 2012 105,267.				
d Excess from 2013 129,233.				
e Excess from 2014 193,439.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
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).)

NONE

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

NONE

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

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

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

GIANNA DURSO-FINLEY, PHD, 609-924-7022
35 PARK PL, PRINCETON, NJ 08542

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 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				
AMERICAN UNIVERSITY 440 MASSACHUSETTS AVE WASHINGTON, DC 20016		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	8,000.
ARCADIA UNIVERSITY 450 S EASTON RD GLENSIDE, PA 19038		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	54,000.
BLOOMFIELD COLLEGE 467 FRANKLIN ST BLOOMFIELD, NJ 07003		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	47,000.
CEDAR CREST COLLEGE 100 COLLEGE DR ALLENTOWN, PA 18104		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	40,333.
MISERICORDIA UNIVERSITY 301 LAKE ST DALLAS, PA 18612		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	99,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,394,731.
b Approved for future payment				
BLOOMFIELD COLLEGE 467 FRANKLIN ST BLOOMFIELD, NJ 07003		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	27,000.
GEORGIAN COURT UNIVERSITY 900 LAKEWOOD AVE LAKEWOOD, NJ 08701-1697		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	22,500.
CEDAR CREST COLLEGE 100 COLLEGE DR ALLENTOWN, PA 18104		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	27,667.
Total SEE CONTINUATION SHEET(S)			▶ 3b	1,694,449.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	73.	
4 Dividends and interest from securities			14	805,603.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	2,408.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	511,433.	
8 Gain or (loss) from sales of assets other than inventory			18	4,430,541.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,750,058.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 5,750,058.

(See worksheet in line 13 instructions to verify calculations.)

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).

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

			Yes	No
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?			
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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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 | Date 4/19/2017 | Title EXECUTIVE DIRECTOR

May the IRS discuss this return with the preparer shown below? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SHERISE D. RITTER CPA		4/17/17		P00039222
Firm's name ▶ MERCADIEN, P.C.			Firm's EIN ▶ 22-3271712	
Firm's address ▶ P.O. BOX 7648 PRINCETON, NJ 08543-7648			Phone no. 609-689-9700	

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 ATTACHED SUMMARY	D		
b	SEE ATTACHED SUMMARY	D		
c	SEE ATTACHED SUMMARY	D		
d	SEE ATTACHED SUMMARY	D		
e	BARLOW PARTNERS	P	VARIOUS	01/21/14
f	BARLOW PARTNERS	P	VARIOUS	06/24/14
g	TIFF ABSOLUTE RETURN FUND	P	VARIOUS	04/29/14
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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			42,255.	<42,255.>
b	1,088,014.			1,088,014.
c	2,476,931.		1,577,001.	899,930.
d	8,215,182.		7,544,032.	671,150.
e	3,011,055.		2,248,662.	762,393.
f	336,553.		251,338.	85,215.
g	3,823,000.		1,838,220.	1,984,780.
h	62,581.			62,581.
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<42,255.>
b				1,088,014.
c				899,930.
d				671,150.
e				762,393.
f				85,215.
g				1,984,780.
h				62,581.
i				
j				
k				
l				
m				
n				
o				

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	5,511,808.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

423591
05-01-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COLUMBIA UNIVERSITY SCHOOL OF GENERAL STUDIES 408 LEWISOHN HALL NEW YORK, NY 10027		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	42,000.
FORDHAM UNIVERSITY 441 E FORDHAM RD BRONX, NY 10458		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	41,500.
GANNON UNIVERSITY 109 UNIVERSITY SQUARE ERIE, PA 16541		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	67,000.
GWYNEDD-MERCY COLLEGE SUMNEYTOWN PIKE GWYNEDD VALLEY, PA 10021		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	50,000.
HUNTER COLLEGE 695 PARK AVE NEW YORK, NY 10021		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	48,500.
KEAN UNIVERSITY FOUNDATION 1000 MORRIS AVE UNION, NJ 07083		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	42,500.
LA SALLE UNIVERSITY 1900 W OLNEY AVE PHILADELPHIA, PA 19141		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	61,000.
MARYWOOD UNIVERSITY 2300 ADAMS AVE SCRANTON, PA 18509		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	35,000.
MORAVIAN COLLEGE 1200 MAIN ST BETHLEHEM, PA 18018		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	9,000.
NEUMANN UNIVERSITY 1 NEUMANN DR ASTON, PA 19014		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	28,000.
Total from continuation sheets				2,145,898.

423631
05-01-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RIDER UNIVERSITY 2083 LAWRENCEVILLE RD LAWRENCEVILLE, NJ 08648		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	17,500.
RUTGERS UNIVERSITY FOUNDATION 7 COLLEGE AVE NEW BRUNSWICK, NJ 08901		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	35,000.
TOWSON UNIVERSITY FOUNDATION 8000 YORK RD TOWSON, MD 21252		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	44,000.
UNIVERSITY OF SCRANTON 800 LINDEN ST SCRANTON, PA 18510		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	34,000.
ST JOSEPHS UNIVERSITY 5600 CITY LINE AVE PHILADELPHIA, PA 19131		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	8,500.
WEST CHESTER UNIVERSITY 100 W ROSEDALE AVE WEST CHESTER, PA 19383		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	76,000.
WIDENER UNIVERSITY 1 UNIVERSITY PL CHESTER, PA 19013		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	59,500.
NEW SCHOOL UNIVERSITY 66 W 12TH ST NEW YORK, NY 10011		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	26,750.
WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATION CN 5281 PRINCETON, NJ 08543		PC	NEWCOMBE DOCTORAL DISSERTATION FELLOWSHIPS	779,868.
BROOKLYN COLLEGE 2900 BEDFORD AVE BROOKLYN, NY 11210		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	25,000.
Total from continuation sheets				

423631
05-01-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EDINBORO UNIVERSITY OF PA 210 MEADVILLE ST EDINBORO, PA 16444		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	40,000.
GALLAUDET UNIVERSITY 800 FLORIDA AVE NE WASHINGTON, DC 20002		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	41,000.
LONG ISLAND UNIVERSITY-BROOKLYN CAMPUS UNIVERSITY CENTER BROOKVILLE, NY 11548		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	23,000.
MCDANIEL COLLEGE 2 COLLEGE HILL WESTMINSTER, MD 21157		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	55,500.
NEW YORK UNIVERSITY 70 WASHINGTON SQUARE S NEW YORK , NY 10012		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	30,000.
PENNSYLVANIA STATE UNIVERSITY 17 OLD MAN UNIVERSITY PARK, PA 16802		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	53,500.
TEMPLE UNIVERSITY BROAD & MONTGOMERY STREETS PHILADELPHIA, PA 19122		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	67,000.
GEORGIAN COURT UNIVERSITY 900 LAKEWOOD AVE LAKEWOOD, NJ 08701-2697		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	30,000.
ELIZABETHTOWN COLLEGE 1 ALPHA DR ELIZABETHTOWN, PA 17022-2298		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	2,500.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT ST PENNSYLVANIA, PA 19104-6243		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WILSON COLLEGE 1025 PHILADELPHIA AVE CHAMBERSBURG, PA 17201		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	30,000.
MERCY COLLEGE 555 BROADWAY DOBBS FERRY, NY 10522		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	14,885.
MARYVILLE COLLEGE 502 E LAMAR ALEXANDER PKWY MARYVILLE, TN 37804		PC	SPECIAL SCHOLARSHIP ENDOWMENT	25,000.
DAVIS & ELKINS COLLEGE 100 CAMPUS DR ELKINS, WV 26241		PC	SPECIAL SCHOLARSHIP ENDOWMENT	25,000.
NEW JERSEY CITY UNIVERSITY 2039 JOHN F KENNEDY BLVD W JERSEY CITY , NJ 07035		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	25,000.
UNIVERSITY OF MARYLAND COLLEGE PARK 8400 BALTIMORE AVE STE 200 COLLEGE PARK, MD 20740-2496		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	32,500.
UNIVERSITY OF MARYLAND - BALTIMORE COUNTY 1000 HILLTOP CIRCLE BALTIMORE, MD 21250		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	35,000.
UNIVERSITY OF MARYLAND, UNIVERSITY COLLEGE 6900 GEORGIA AVE NW WASHINGTON, DC 20307		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	30,000.
PRESBYTERIAN CHURCH OF LAWRENCEVILLE 2688 MAIN STREET LAWRENCEVILLE, NJ 08648		PC	FEARON FUND	20,000.
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE ARLINGTON, VA 22202		PC	ORGANIZATIONAL GRANT	4,720.
Total from continuation sheets				

423631
05-01-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COUNCIL OF NEW JERSEY GRANTMAKERS 101 WEST STATE ST TRENTON, NJ 08608		PC	ORGANIZATIONAL GRANT	450.
EXPONENT PHILANTHROPY 1720 N ST NW WASHINGTON, DC 20036		PC	ORGANIZATIONAL GRANT	225.
FOUNDATION CENTER INC. 32 OLD SLIP 24TH FLOOR NEW YORK, NY 10005-3500		PC	ORGANIZATIONAL GRANT	5,000.
Total from continuation sheets				

423631
05-01-14

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
HUNTER COLLEGE 695 PARK AVE NEW YORK, NY 10065-5024		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	29,500.
UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION 8400 BALTIMORE AVE STE 200 COLLEGE PARK, MD 20740-2496		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	24,000.
EDINBORO UNIVERSITY OF PA MEADVILLE & NORMAL STREETS EDINBORO, PA 16444		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	120,000.
COLUMBIA UNIVERSITY SCHOOL OF GENERAL STUDIES 408 LEWISOHN HALL NEW YORK, NY 10027		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	33,500.
TEMPLE UNIVERSITY BROAD & MONTGOMERY STREETS PHILADELPHIA, PA 19122		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	20,000.
NEUMANN UNIVERSITY 1 NEUMANN DR ASTOR, PA 19014		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	18,000.
UNIVERSITY OF SCRANTON 800 LINDEN ST SCRANTON, PA 18510		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	21,000.
FORDHAM UNIVERSITY 441 E FORDHAM RD BRONX, NY 10458		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	23,500.
NEW YORK UNIVERSITY 70 WASHINGTON SQUARE S NEW YORK, NY 10012		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	18,750.
KEAN UNIVERSITY FOUNDATION 1000 MORRIS AVE UNION, NJ 07083		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	24,000.
Total from continuation sheets				1,617,282.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
DAVIS & ELKINS COLLEGE 100 CAMPUS DR ELKINS, WV 26241		PC	SPECIAL SCHOLARSHIP ENDOWMENT	25,000.
MISERICORDIA UNIVERSITY 301 LAKE ST DALLAS, PA 18612		PC	MATURE SECOND-CAREER WOMEN ENDOWED SCHOLARSHIPS	52,500.
GWYNEDD-MERCY COLLEGE SUMNEYTOWN PIKE GWYNEDD VALLEY, PA 19437		PC	MATURE SECOND-CAREER WOMEN ENDOWED SCHOLARSHIPS	40,000.
ELIZABETHTOWN COLLEGE 1 ALPHA DR ELIZABETHTOWN, PA 17022-2298		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	22,500.
MERCY COLLEGE 555 BROADWAY DOBBS FERRY, NY 10522		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	23,500.
RUTGERS UNIVERSITY-DOUGLASS 7 COLLEGE AVE NEW BRUNSWICK, NJ 08901		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	21,000.
RIDER UNIVERSITY 2083 LAWRENCEVILLE RD LAWRENCEVILLE, NJ 08648		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	36,000.
ST JOSEPHS UNIVERSITY 5600 CITY LINE AVE PHILADELPHIA, PA 19131		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	28,500.
WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATION CN 5281 PRINCETON, NJ 08543		PC	NEWCOMBE DOCTORAL DISSERTATION FELLOWSHIPS	861,032.
GALLAUDET UNIVERSITY 800 FLORIDA AVE NE WASHINGTON, DC 20002		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	21,000.
Total from continuation sheets				

Part XV .Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
LONG ISLAND UNIVERSITY-BROOKLYN CAMPUS UNIVERSITY CENTER BROOKVILLE, NY 11548		PC	SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES	14,000.
PENNSYLVANIA STATE UNIVERSITY 17 OLD MAN UNIVERSITY PARK, PA 16802		PC	SCHOLARSHIPS FOR STUDENT WITH DISABILITIES	15,000.
UNIVERSITY OF MARYLAND - BALTIMORE COUNTY 1000 HILLTOP CIRCLE BALTIMORE, MD 21250		PC	MATURE SECOND-CAREER WOMEN SCHOLARSHIPS	20,000.
PRESBYTERIAN CHURCH OF LAWRENCEVILLE 2688 MAIN STREET LAWRENCEVILLE, NJ 08648		PC	FEARON FUND	80,000.
UNIVERSITY OF PIKEVILLE 147 SYCAMORE ST. PIKEVILLE, KY 41501		PC	SPECIAL SCHOLARSHIP ENDOWMENT GRANT	25,000.
Total from continuation sheets				

423635
05-01-14

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST BANK ACCOUNTS	73.	8.	
TOTAL TO PART I, LINE 3	73.	8.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIAMOND HILL SMALL MID CAP FUND	62,581.	62,581.	0.	0.	
INTEREST AND DIVIDEND INCOME	805,603.	0.	805,603.	791,790.	
TO PART I, LINE 4	868,184.	62,581.	805,603.	791,790.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
COMMERCIAL OFFICE SPACE, 35 PARK PL PRINCETON NJ	1	27,000.
TOTAL TO FORM 990-PF, PART I, LINE 5A		27,000.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
RENTAL EXPENSES		24,592.	
- SUBTOTAL -	1		24,592.
TOTAL RENTAL EXPENSES			24,592.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			2,408.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MAP 2003 LP	245,433.	346,712.	
MAP 2004 LP	26,174.	54,718.	
MAP 2009 LP	19,079.	52,301.	
AG CORE PLUS REALITY III LP	220,747.	14,575.	
TOTAL TO FORM 990-PF, PART I, LINE 11	511,433.	468,306.	

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,000.	10,500.		10,500.
TO FORM 990-PF, PG 1, LN 16B	21,000.	10,500.		10,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	253,873.	289,011.		0.
TO FORM 990-PF, PG 1, LN 16C	253,873.	289,011.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	32,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	32,500.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROYALTY EXPENSES THROUGH K-1S	0.	78,483.		0.
MISC EXPENSES THROUGH K-1S	0.	22,926.		0.
BANK CHARGES	30.	0.		30.
DONATIONS	100.	0.		100.
OFFICE SUPPLIES	683.	0.		683.
INSURANCE	2,327.	0.		2,327.
PAYROLL PROCESSING	874.	0.		874.
COMPUTER EXPENSE	3,841.	0.		3,841.
POSTAGE	781.	0.		781.
TELEPHONE	2,319.	0.		2,319.
TO FORM 990-PF, PG 1, LN 23	10,955.	101,409.		10,955.

FOOTNOTES STATEMENT 10

DURING THE 2015 AUDIT, IT WAS UNCOVERED THAT AN ERROR HAD BEEN MADE ON THE 2014 FORM 990-PF FILING. THAT FILING DID NOT INCLUDE THE REALIZED GAINS FROM THE FOLLOWING OFFSHORE HEDGE FUND INVESTMENTS:	0.
BARLOW PARTNERS	762,393.
BARLOW PARTNERS	85,215.
TIFF ABSOLUTE RETURN FUND	1,984,780.
DIAMOND HILL SMALL MID CAP FUND CAPITAL GAIN DISTRIBUTION	62,581.
TOTAL UNDER REPORTED GAINS SUBJECT TO NET INVESTMENT INCOME	2,894,969.

IT WAS ALSO DETERMINED THAT FORM 926 WAS NOT FILED WITH THE ORIGINAL 2014 FORM 990-PF FOR THE INVESTMENT IN NYES LEDGE CAPITAL OFFSHORE FUND, LTD. FORM 926 HAS BEEN PREPARED AND IS ATTACHED TO THIS AMENDED FILING.

COMPENSATION ALLOCATION OF BOARD OF TRUSTEES IS 30% INVESTMENT AND 70% CHARITABLE GIVEN THE NATURE OF THE TIME THEY SPEND ON GOVERNANCE MATTERS OF THE FOUNDATION. TRUSTEE WORK IS PREDOMINATELY ON GRANT MAKING ACTIVITIES.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACADIAN INTL SMALL CAP FUND	COST	2,963,852.	2,963,852.
ARCHSTONE ABSOLUTE	COST	3,281,495.	3,281,495.
ADAGE CAPITAL PARTNERS	COST	5,385,997.	5,385,997.
COLCHESTER GLOBAL BOND FUND	COST	3,125,271.	3,125,271.
TIFF ABSOLUTE RETURN POOL II	COST	198,752.	198,752.
EDGBASTON ASIAN EQUITY	COST	2,169,431.	2,169,431.
MAP 2003 LP	COST	431,538.	1,500,000.
MAP 2004 LP	COST	240,949.	500,000.
DODGE & COX INTERNATIONAL FUND	COST	3,171,254.	3,171,254.
AG CORE PLUS REALTY III	COST	1,295,236.	1,295,236.
MAP 2009 LP	COST	385,618.	500,000.
VANGUARD 500 INDEX FUND	COST	2,673,040.	2,673,040.
VANGUARD ENERGY FUND	COST	2,171,650.	2,171,650.
GRESHAM TAP	COST	1,142,743.	1,142,743.
HARBOR INTERNATIONAL	COST	2,326,798.	2,326,798.
FORESTER OFFSHORE	COST	3,169,244.	3,169,244.
DIAMOND HILL SM CAP FUND	COST	2,001,384.	2,001,384.
NYES LEDGE CAPITAL	COST	4,114,548.	4,114,548.
VANGUARD ST IPS	COST	1,946,924.	1,946,924.
WELLINGTON EMERGING MKTS	COST	2,427,819.	2,427,819.
VANGUARD EXTD MKT IDX	COST	1,560,711.	1,560,711.
TOTAL TO FORM 990-PF, PART II, LINE 13		46,184,254.	47,626,149.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID INSUR	6,567.	6,678.	6,678.
SEC DEPOSIT	2,253.	2,258.	2,258.
DUE FROM BROKER	4,500,000.	1,294,608.	1,294,608.
TO FORM 990-PF, PART II, LINE 15	4,508,820.	1,303,544.	1,303,544.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 13

TAX DUE FROM FORM 990-PF, PART VI	29,023.
LATE PAYMENT INTEREST	2,090.
TOTAL AMOUNT DUE	31,113.

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT 14

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/15	32,023.	32,023.	.0300		
EXTENSION PAYMENT	05/15/15	<3,000.>	29,023.	.0300	321	776.
INTEREST RATE CHANGE	03/31/16	0.	29,799.	.0400	395	1,314.
DATE FILED	04/30/17		31,113.			
TOTAL LATE PAYMENT INTEREST						2,090.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JANET A FEARON 35 PARK PL PRINCETON, NJ 08542	TRUSTEE 2.00	1,750.	0.	0.
ROBERT M ADAMS 35 PARK PL PRINCETON, NJ 08542	TRUSTEE 2.00	7,000.	0.	0.
J BARTON LUEDEKE 35 PARK PL PRINCETON, NJ 08542	TRUSTEE 2.00	7,000.	0.	0.
ELIZABETH T FRANK 35 PARK PL PRINCETON, NJ 08542	TRUSTEE 2.00	7,000.	0.	0.
LOUISE JOHNSON 35 PARK PL PRINCETON, NJ 08542	TRUSTEE 2.00	7,000.	0.	0.
THOMAS WILFRID 35 PARK PL PRINCETON, NJ 08542	EXECUTIVE DIRECTOR 40.00	144,142.	0.	0.
DALE ANGLIN 35 PARK PL PRINCETON, NJ 08542	TRUSTEE 2.00	7,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		180,892.	0.	0.

GENERAL EXPLANATION STATEMENT 16

FORM/LINE IDENTIFIER

FORM 990-PF, PART XV, 2B

EXPLANATION:

THE FORM IN WHICH APPLICATIONS SHOULD BE SUBMITTED AND INFORMATION AND MATERIALS THEY SHOULD INCLUDE :

COLLEGES & UNIVERSITIES INTERESTED IN NEWCOMBE SCHOLARSHIPS MAY WRITE OR PHONE THE FOUNDATION'S OFFICE; APPLICATION PROCEDURES WILL BE EXPLAINED. APPLICATION FOR NEWCOMBE SCHOLARSHIPS FOR MATURE SECOND-CAREER WOMEN STUDENTS OR FOR NEWCOMBE SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES REQUIRES COMPLETION OF INFORMATION FORMS AND SUBMISSION OF A REQUEST FOR FUNDING THAT EXPLAINS SERVICES PROVIDED TO SUCH STUDENTS,ADMINISTRATION ARRANGEMENTS FOR THE PROPOSED SCHOLARSHIP GRANT, AND ANY MATCHING FUNDING THE COLLEGE OR UNIVERSITY WOULD PROVIDE TO AUGMENT THE NEWCOMBE FUNDING OR TO BUILD AN ENDOWED SCHOLARSHIP FUND TO BENEFIT THESE STUDENTS. NOTE GEOGRAPHICAL RESTRICTIONS IN STATEMENT 15. IN EVERY CASE, A COPY OF THE INSTITUTION'S LETTER OF EXEMPT STATUS UNDER IRS CODE MUST ACCOMPANY THE APPLICATION AND THE INSTITUTION'S EMPLOYER IDENTIFICATION NUMBER (EIN) MUST BE FURNISHED. APPLICATION FOR NEWCOMBE DOCTORAL DISSERTATION FELLOWSHIPS IN ETHICS AND RELIGION MUST BE MADE TO THE WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATION, WHICH HANDLES SELECTION OF FELLOWS AND ADMINISTRATION OF THIS DOCTORAL DISSERTATION FELLOWSHIP PROGRAM.

CONTACT:
NEWCOMBE DOCTORAL DISSERTATION FELLOWSHIPS
THE WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATION
CN 5281
PRINCETON, NJ 08543-5281
609-452-7007

GENERAL EXPLANATION STATEMENT 17

FORM/LINE IDENTIFIER

FORM 990-PF, PART XV, 2C

EXPLANATION:

ANY SUBMISSION DEADLINES:

APPLICATION MATERIAL FOR SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES AND FOR MATURE WOMEN STUDENTS IS AVAILABLE FOR COLLEGES & UNIVERSITIES FROM MID-JUNE TO MID-SEPTEMBER WITH A NOVEMBER 1ST DEADLINE FOR NEW APPLICATIONS; GRANTS ARE ANNOUNCED IN MAY. THE WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATION MAKES NEWCOMBE FELLOWSHIP MATERIALS AVAILABLE UNTIL NOVEMBER 1ST; APPLICATIONS MUST BE COMPLETED BY NOVEMBER 15TH; FELLOWSHIP AWARDS ARE ANNOUNCED IN APRIL.

GENERAL EXPLANATION STATEMENT 18

FORM/LINE IDENTIFIER

FORM 990-PF, PART XV, 2D

EXPLANATION:

ANY RESTRICTIONS OR LIMITATIONS ON AWARDS :

ALL GRANTS OF THE NEWCOMBE FOUNDATION ARE FOR SCHOLARSHIPS OR DOCTORAL FELLOWSHIPS IN THE PROGRAMS LISTED ABOVE. GRANTS ARE ONLY MADE TO COLLEGES, UNIVERSITIES, OR FOUNDATIONS. NO GRANTS ARE MADE TO INDIVIDUALS. NO MONEY IS AVAILABLE FOR PROGRAM DEVELOPMENT, STAFFING OR GENERAL SUPPORT. NO FUNDS ARE AWARDED FOR POST-DOCTORAL WORK. NEWCOMBE FOUNDATION GRANTS ARE MADE IN THREE PROGRAMS WITH THE FOLLOWING RESTRICTIONS:

(1) NEWCOMBE DOCTORAL DISSERTATION FELLOWSHIPS: UP TO 30 NEWCOMBE FELLOWS ARE SELECTED ANNUALLY IN A NATIONAL COMPETITION. DOCTORAL DEGREE CANDIDATES IN THE HUMANITIES AND SOCIAL SCIENCES WHOSE WORK FOCUSES ON ETHICS AND RELIGION MAY APPLY TO THE WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATION (ADDRESS ABOVE). SUPPORT IS LIMITED TO ONE YEAR.

(2) NEWCOMBE SCHOLARSHIPS FOR MATURE SECOND-CAREER WOMEN STUDENTS ARE RESTRICED GEOGRAPHICALLY TO COLLEGES AND UNIVERSITIES IN PA, NJ, MD, DE, DC AND NY CITY. NO GRANTS ARE MADE IN THIS PROGRAM TO TWO-YEAR COLLEGES, PUBLIC OR PRIVATE, OR TO THEOLOGICAL SEMINARIES APPLICANT COLLEGES MUST OFFER GOOD SUPPORTIVE SERVICES TO MATURE WOMEN STUDENTS.

(3) NEWCOMBE SCHOLARSHIPS FOR STUDENTS WITH DISABILITIES ARE RESTRICTED GEOGRAPHICALLY TO COLLEGES & UNIVERSITIES IN PA, NJ, MD, DE, DC AND NY CITY. NO GRANTS ARE MADE IN THIS PROGRAM TO TWO YEAR COLLEGES, PUBLIC OR PRIVATE. APPLICANT COLLEGES MUST OFFER GOOD SUPPORTIVE SERVICES TO STUDENTS WITH DISABILITIES.

The Charlotte W. Newcombe Foundation

EIN: 23-2120614
2014 Form 990-PF
Attachment to Part IV
Capital Gains and Losses through Partnership Holdings

Schedule K-1 (Form 1065)	**Partnership's EIN**	**Box 8**	**Box 9a**
Adage Capital Partners, L.P.	04-3574590	(22,571)	735,194 ✓
AG Core Plus Realty Fund III, LP	27-2996244	-	75,696
The Colchester Global Bond Fund	36-7324183	4,374	51,032
Acadian International Small-Cap Fund	20-0075649	(581)	136,578
Edgbaston Asian Equity Trust	26-2697681	7,082	30,788
MAP 2003, L.P.	16-1635691	-	-
MAP 2004, L.P.	20-1168937	(37)	(477)
MAP 2009, L.P.	26-3490789	(1,366)	(929)
Wellington Trust Company, NA	54-2079200	(29,156)	60,132
Totals		**(42,255)**	**1,088,014**
		Net short-term capital gain (loss)	**Net long-term capital gain (loss)**

Settlement Date

Activity Detail

CHARLOTTE W NEWCOMBE FDN

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
Sales and Maturities					
02/04/14	VANGUARD INFLATION PROTECTED SECS FUND CL AD REVERSE ENTRY OF 12/30/14		-$16,053 45	$16,793 44	$739 99
05/22/14	VANGUARD MID-CAP VALUE INDEX FUND ADM MUTUAL FUND AGENT PROCEEDS REDEMPTION 55,158.195 UNITS @ 42.9100		2,366,838 15	-2,069,358 18	297,479 97
06/27/14	VANGUARD EMERGING MKTS STK INDEX FUND MUTUAL FUND AGENT PROCEEDS REDEMPTION 78,202 170 UNITS @ 34.3400		2,685,462.52	-2,528,970 06	156,492 46
07/10/14	DODGE & COX INTL STK FUND MUTUAL FUND AGENT PROCEEDS REDEMPTION 2,150.538 UNITS @ 46 4999		100,000 00	-92,584 92	7,415 08
07/16/14	VANGUARD MONEY MKT TR PRIME PORTFOLIO MUTUAL FUND AGENT PROCEEDS REDEMPTION 12,684 630 UNITS @ 1 0000		12,684 63	-12,684 63	

Settlement Date

Activity Detail

CHARLOTTE W NEWCOMBE FDN.

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
Sales and Maturities (cont)					
08/05/14	VANGUARD EXTD MARKET INDEX FUND ADMIRAL SHS MUTUAL FUND AGENT PROCEEDS REDEMPTION 7,821 054 UNITS @ 63 9300		500,000 00	-494,525 75	5,474 75
09/04/14	VANGUARD EXTD MARKET INDEX FUND ADMIRAL SHS MUTUAL FUND AGENT PROCEEDS REDEMPTION 1,740.530 UNITS @ 66.7900		116,250 00	-110,053 71	6,196 29
09/09/14	VANGUARD EXTD MARKET INDEX FUND ADMIRAL SHS MUTUAL FUND AGENT PROCEEDS REDEMPTION 7,489 515 UNITS @ 66 7599		500,000 00	-473,562.04	26,437.96
10/08/14	VANGUARD EXTD MARKET INDEX FUND ADMIRAL SHS MUTUAL FUND AGENT PROCEEDS REDEMPTION 8,064 516 UNITS @ 62.0000		500,000 00	-509,919 35	-9,919 35
11/12/14	VANGUARD EXTD MARKET INDEX FUND ADMIRAL SHS MUTUAL FUND AGENT PROCEEDS REDEMPTION 7,533 524 UNITS @ 66.3700		500,000 00	-476,344 72	23,655 28
12/24/14	DODGE & COX INTL STK FUND MUTUAL FUND AGENT 12/23 SALE 9,394 082 SHR @ 42.5799987 COMM/FEES 00 DEFER LOSS OF 2135.17		400,000 00	-404,298 97	4,298 97
12/24/14	VANGUARD INDEX TR VANGUARD 500 INDEX FUND ADMIRAL MUTUAL FUND AGENT PROCEEDS REDEMPTION 2,864 882 UNITS @ 191 9799		550,000 00	-388,523 59	161,476 41
Total Sales and Maturities		**$0 00**	**$8,215,181.85**	**-$7,544,031.98**	**$671,149.87**

Activity Detail

CHARLOTTE NEWCOMBE FDN

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
					$0.00
Sales and Maturities					
01/07/14	COGNIZANT TECHNOLOGY SOLUTIONS CL A BAIRD, ROBERT W., & COMPANY INC 01/02 SALE 147.00 SHS @ 98.7298 MISC .26 COMM 5.88		$14,507.11	-$5,169.59	$9,337.55

Settlement Date

Activity Detail

CHARLOTTE NEWCOMBE FDN

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
Sales and Maturities (cont)					
01/09/14	OASIS PETE INC NEW GLOBAL HUNTER SECURITIES 01/06 SALE 151 00 SHS @ 43 6773 MISC 12 COMM 6 04		6,589 11	-4,648 07	1,941 04
01/16/14	PERRIGO CO CORPORATE ACTIONS REV OF CORPORATE ACTIONS		-51,448 67	35,041 04	-16,407 63
01/17/14	PERRIGO CO SALE DUE TO TAXABLE MERGER WITH PERRIGO CO PLC		52,508 16	-35,041 04	17,467 12
01/17/14	SMUCKER J M CO NEW COM STEPHENS, INC 01/14 SALE 60 00 SHS @ 99 1906 MISC .11 COMM 2.40		5,948 93	-4,533 27	1,415 66
01/21/14	SMUCKER J M CO NEW COM STEPHENS, INC 01/15 SALE 43 00 SHS @ 99 3559 MISC .08 COMM 1 72		4,270 50	-3,248 84	1,021 66
01/22/14	SMUCKER J M CO NEW COM STEPHENS, INC 01/16 SALE 19 00 SHS @ 98 5847 MISC .04 COMM .76		1,872 31	-1,435 54	436 77
01/22/14	ULTA SALON COSMETICS & FRAGRANCE INC COM WILLIAM BLAIR & COMPANY, LLC 01/16 SALE 94 00 SHS @ 82 6549 MISC 14 COMM 3 76		7,765 66	-8,761 58	-995 92
01/22/14	ULTA SALON COSMETICS & FRAGRANCE INC COM LIQUIDNET INC 01/16 SALE 48 00 SHS @ 82 6900 MISC .07 COMM 1.92		3,967 13	-4,474 00	-506 87

Settlement Date

Activity Detail

CHARLOTTE NEWCOMBE FDN

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
Sales and Maturities (cont)					
01/24/14	LKQ CORP BAIRD, ROBERT W., & COMPANY INC 01/21 SALE 248 00 SHS @ 26 0185 MISC .12 COMM 9 92		6,442 55	-2,123 28	4,319 27
01/24/14	ULTA SALON COSMETICS & FRAGRANCE INC COM WILLIAM BLAIR & COMPANY, LLC 01/21 SALE 118 00 SHS @ 81.1253 MISC .17 COMM 4 72		9,567 90	-10,998 58	-1,430 68
01/27/14	LKQ CORP BAIRD, ROBERT W., & COMPANY INC 01/22 SALE 210 00 SHS @ 25 6311 MISC 10 COMM 8 40		5,374 03	-1,797 94	3,576 09
02/03/14	CERNER CORP BNY CONVERGEX / LJR 01/29 SALE 126 00 SHS @ 54 4301 MISC 12 COMM 5 04		6,853 03	-1,397 21	5,455 82
02/03/14	CITRIX SYS INC BNY CONVERGEX / LJR 01/29 SALE 335.00 SHS @ 57 7418 MISC .34 COMM 13.40		19,329 76	-9,857 12	9,472 64
02/12/14	UNDER ARMOUR INC CL A COM BNY CONVERGEX / LJR 02/07 SALE 108 00 SHS @ 109 5226 MISC 21 COMM 4 32		11,823 91	-6,263 38	5,560 53
03/03/14	FACTSET RESH SYS INC BNY CONVERGEX / LJR 02/26 SALE 176 00 SHS @ 104 0104 MISC .32 COMM 7 04		18,298 47	-9,039 87	9 258 60
03/17/14	HUNT J B TRANS SVCS INC BNY CONVERGEX / LJR 03/12 SALE 96 00 SHS @ 72 7033 MISC 13 COMM 3 84		6,975 55	-6,525 87	449 68

Settlement Date

Activity Detail

CHARLOTTE NEWCOMBE FDN

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
Sales and Maturities (cont)					
03/17/14	ROPER INDS INC NEW BNY CONVERGEX / LJR 03/12 SALE 74 00 SHS @ 133 6455 MISC 18 COMM 2.96		9,886 63	-3,439 91	6,446 72
03/17/14	STERICYCLE INC BNY CONVERGEX / LJR 03/12 SALE 63 00 SHS @ 115 6957 MISC 13 COMM 2 52		7,286 18	-2,368 04	4,918 14
03/20/14	OASIS PETE INC NEW BNY CONVERGEX / LJR 03/17 SALE 610 00 SHS @ 41.0699 MISC .56 COMM 24 40		25,027 68	-18,776 96	6,250 72
04/10/14	PANERA BREAD CO CL A BNY CONVERGEX / LJR 04/07 SALE 39 00 SHS @ 165 5844 MISC .15 COMM 1 56		6,456 08	-2,630 16	3,825 92
05/23/14	PERRIGO CO IRELAND BNY CONVERGEX / LJR 05/20 SALE 338 00 SHS @ 131.9700 MISC .99 COMM 13 52		44,591 35	-52,504 78	-7,913 43
05/23/14	AFFILIATED MANAGERS GROUP BNY CONVERGEX / LJR 05/20 SALE 264 00 SHS @ 184 3775 MISC 1 08 COMM 10 56		48,664 02	-24,542 94	24,121 08
05/23/14	ALIGN TECHNOLOGY INC BNY CONVERGEX / LJR 05/20 SALE 739 00 SHS @ 49 7700 MISC .82 COMM 29 56		36,749 65	-27,818 77	8,930 88
05/23/14	AMETEK INC NEW BNY CONVERGEX / LJR 05/20 SALE 1,009 00 SHS @ 51.4300 MISC 1 15 COMM 40 36		51,851 36	-24,213 99	27 637 37

Activity Detail

CHARLOTTE NEWCOMBE FDN

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
Sales and Maturities (cont)					
05/23/14	AMPHENOL CORP NEW CL A BNY CONVERGEX / LJR 05/20 SALE 605 00 SHS @ 94 5001 MISC 1.27 COMM 24 20		57,147 09	-20,318 29	36,828 80
05/23/14	ANSYS INC BNY CONVERGEX / LJR 05/20 SALE 559 00 SHS @ 73 4811 MISC 91 COMM 22 36		41,052 66	-15,655 47	25,397 19
05/23/14	BARD C R INC BNY CONVERGEX / LJR 05/20 SALE 235 00 SHS @ 147.2601 MISC .77 COMM 9 40		34,595 95	-24,085 06	10,510 89
05/23/14	BEACON ROOFING SUPPLY INC BNY CONVERGEX / LJR 05/20 SALE 665 00 SHS @ 33 8101 MISC 50 COMM 26 60		22,456 62	-27,508 37	-5 051 75
05/23/14	BROWN & BROWN INC BNY CONVERGEX / LJR 05/20 SALE 1,003 00 SHS @ 29 3123 MISC 65 COMM 40 12		29,359 47	-31,206 74	-1,847 27
05/23/14	CATAMARAN CORP CANADA BNY CONVERGEX / LJR 05/20 SALE 744 00 SHS @ 43 1101 MISC 71 COMM 29 76		32,043 44	-19,953 26	12,090 18
05/23/14	CERNER CORP BNY CONVERGEX / LJR 05/20 SALE 928 00 SHS @ 51 1217 MISC 1.05 COMM 37.12		47,402 77	-10,290 58	37,112 19
05/23/14	CHART INDUSTRIES INC BNY CONVERGEX / LJR 05/20 SALE 342 00 SHS @ 70 9501 MISC 54 COMM 13 68		24,250 71	-28,370 38	-4,069 67

Settlement Date

Activity Detail

CHARLOTTE NEWCOMBE FDN

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
Sales and Maturities (cont)					
05/23/14	CHIPOTLE MEXICAN GRILL INC CL A COM BNY CONVERGEX / LJR 05/20 SALE 96 00 SHS @ 493 8300 MISC 1.05 COMM 3.84		47,402 79	-15,197 08	32,205 71
05/23/14	CHURCH & DWIGHT INC BNY CONVERGEX / LJR 05/20 SALE 603 00 SHS @ 67.8013 MISC 91 COMM 24.12		40,859.15	-15,677.98	25,181 17
05/23/14	COGNIZANT TECHNOLOGY SOLUTIONS CL A BNY CONVERGEX / LJR 05/20 SALE 980 00 SHS @ 47 2217 MISC 1.03 COMM 39.20		46,237 04	-17,231 97	29,005 07
05/23/14	COMMVAULT SYS INC BNY CONVERGEX / LJR 05/20 SALE 351.00 SHS @ 49 5901 MISC .39 COMM 14 04		17,391 70	-28,959 02	-11,567 32
05/23/14	CONCHO RES INC BNY CONVERGEX / LJR 05/20 SALE 412.00 SHS @ 130 6350 MISC 1.19 COMM 16 48		53,803 95	-30,806 15	22,997 80
05/23/14	COPART INC BNY CONVERGEX / LJR 05/20 SALE 1,100.00 SHS @ 35 8837 MISC 88 COMM 44 00		39,427.19	-22,701 70	16,725 49
05/23/14	COSTAR GROUP INC BNY CONVERGEX / LJR 05/20 SALE 210 00 SHS @ 150 0001 MISC .70 COMM 8 40		31,490 92	-30,071 38	1,419 54
05/23/14	DSW INC CL A BNY CONVERGEX / LJR 05/20 SALE 1,001 00 SHS @ 33 2919 MISC .74 COMM 40 04		33,284 41	-41,757 71	-8,473 30

Settlement Date

Activity Detail

CHARLOTTE NEWCOMBE FDN

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
	Sales and Maturities (cont)				
05/23/14	DICKS SPORTING GOODS INC BNY CONVERGEX / LJR 05/20 SALE 879 00 SHS @ 43 6501 MISC .85 COMM 35 16		38,332.43	-25,719 44	12,612 99
05/23/14	EAST WEST BANCORP INC BNY CONVERGEX / LJR 05/20 SALE 1,392.00 SHS @ 32 8507 MISC 1 02 COMM 55 68		45,671.47	-31,512 63	14,158 84
05/23/14	FASTENAL CO BNY CONVERGEX / LJR 05/20 SALE 625 00 SHS @ 47 6901 MISC .66 COMM 25 00		29,780 65	-12,329 19	17,451 46
05/23/14	FISERV INC BNY CONVERGEX / LJR 05/20 SALE 884.00 SHS @ 59 2317 MISC 1 16 COMM 35 36		52,324 30	-21,664 49	30,659 81
05/23/14	GENESEE & WYO INC CL A COM BNY CONVERGEX / LJR 05/20 SALE 344 00 SHS @ 94 8100 MISC .73 COMM 13.76		32,600 15	-19,713 79	12,886 86
05/23/14	HAIN CELESTIAL GROUP INC BNY CONVERGEX / LJR 05/20 SALE 424 00 SHS @ 90.1900 MISC .85 COMM 16 96		38,222 75	-36,659 44	1,563.31
05/23/14	HUNT J B TRANS SVCS INC BNY CONVERGEX / LJR 05/20 SALE 377 00 SHS @ 76 6903 MISC .64 COMM 15 08		28,896 52	-25,627 64	3,268 88
05/23/14	IDEX CORP BNY CONVERGEX / LJR 05/20 SALE 596 00 SHS @ 73 3401 MISC 97 COMM 23 84		43,685 89	-26,528 36	17,157 53

Activity Detail

CHARLOTTE NEWCOMBE FDN

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
Sales and Maturities (cont)					
05/23/14	IDEXX LABS INC BNY CONVERGEX / LJR 05/20 SALE 198 00 SHS @ 127 1801 MISC .56 COMM 7 92		25,173 18	-25,008 10	165 08
05/23/14	IHS INC CL A COM BNY CONVERGEX / LJR 05/20 SALE 386 00 SHS @ 120 9525 MISC 1.04 COMM 15 44		46,671 19	-22,642 96	24,028 23
05/23/14	INTERCONTINENTAL EXCHANGE INC BNY CONVERGEX / LJR 05/20 SALE 234 00 SHS @ 187.8444 MISC .98 COMM 9 36		43,945 25	-23,757 99	20,187 26
05/23/14	INTUIT BNY CONVERGEX / LJR 05/20 SALE 619 00 SHS @ 76 5804 MISC 1 05 COMM 24 76		47,377 46	-16,802.75	30,574 71
05/23/14	LKQ CORP BNY CONVERGEX / LJR 05/20 SALE 1,749 00 SHS @ 27 8324 MISC 1 08 COMM 69 96		48,607 83	-14,974 28	33,633 55
05/23/14	MANHATTAN ASSOCS INC BNY CONVERGEX / LJR 05/20 SALE 861.00 SHS @ 31.5834 MISC 61 COMM 34 44		27,158 26	-29,863 77	-2,705 51
05/23/14	MICROS SYS INC BNY CONVERGEX / LJR 05/20 SALE 790 00 SHS @ 51 0958 MISC 90 COMM 31.60		40,333 18	-29,628 37	10,704 81
05/23/14	MIDDLEBY CORP BNY CONVERGEX / LJR 05/20 SALE 145 00 SHS @ 226 9301 MISC 73 COMM 5 80		32,898 33	-31,122.09	1,776 24

Settlement Date

Activity Detail

CHARLOTTE NEWCOMBE FDN

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
Sales and Maturities (cont)					
05/23/14	O REILLY AUTOMOTIVE INC NEW COM BNY CONVERGEX / LJR 05/20 SALE 447 00 SHS @ 145 4201 MISC 1.44 COMM 17.88		64,983 46	-14,382 53	50,600 93
05/23/14	OCEANEERING INTL INC BNY CONVERGEX / LJR 05/20 SALE 530 00 SHS @ 70 6401 MISC 83 COMM 21 20		37,417 22	-37,327 20	90 02
05/23/14	PALL CORP BNY CONVERGEX / LJR 05/20 SALE 360 00 SHS @ 83 3901 MISC .67 COMM 14 40		30,005 37	-24,892 34	5,113 03
05/23/14	PANERA BREAD CO CL A BNY CONVERGEX / LJR 05/20 SALE 157 00 SHS @ 153 0200 MISC 54 COMM 6.28		24,017 32	-10,588 08	13,429 24
05/23/14	PAREXEL INTL CORP BNY CONVERGEX / LJR 05/20 SALE 733 00 SHS @ 47.3708 MISC 77 COMM 29 32		34,692 71	-24,038 38	10,654 33
05/23/14	POLARIS INDS INC BNY CONVERGEX / LJR 05/20 SALE 461 00 SHS @ 126.2901 MISC 1.29 COMM 18.44		58,200 01	-30,898 85	27,301 16
05/23/14	RANGE RES CORP BNY CONVERGEX / LJR 05/20 SALE 457 00 SHS @ 88 3700 MISC .90 COMM 18.28		40,365 91	-26,114 40	14,251 51
05/23/14	RAYMOND JAMES FINL INC BNY CONVERGEX / LJR 05/20 SALE 561 00 SHS @ 47 9701 MISC 60 COMM 22 44		26,888 19	-29,117.28	-2,229 09

Settlement Date

Activity Detail

CHARLOTTE NEWCOMBE FDN

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain/Loss
Sales and Maturities (cont)					
05/23/14	RED HAT INC BNY CONVERGEX / LJR 05/20 SALE 795 00 SHS @ 49.4601 MISC .87 COMM 31 80		39,288.11	-36,762 44	2,525 67
05/23/14	ROPER INDS INC NEW BNY CONVERGEX / LJR 05/20 SALE 175 00 SHS @ 137 9001 MISC 54 COMM 7 00		24,124 98	-8,134 92	15,990 06
05/23/14	SIGMA ALDRICH CORP BNY CONVERGEX / LJR 05/20 SALE 331 00 SHS @ 95 8301 MISC .71 COMM 13 24		31,705 81	-15,450 98	16,254 83
05/23/14	SIGNATURE BK NEW YORK N Y BNY CONVERGEX / LJR 05/20 SALE 485 00 SHS @ 110 4546 MISC 1.19 COMM 19 40		53,549 89	-26,312 48	27,237 41
05/23/14	SIRONA DENTAL SYS INC BNY CONVERGEX / LJR 05/20 SALE 426 00 SHS @ 74 6115 MISC .71 COMM 17 04		31,766 75	-29,622 21	2,144 54
05/23/14	SMUCKER J M CO NEW COM BNY CONVERGEX / LJR 05/20 SALE 244 00 SHS @ 98 0401 MISC 53 COMM 9 76		23,911.49	-18,435 29	5,476 20
05/23/14	STERICYCLE INC BNY CONVERGEX / LJR 05/20 SALE 321.00 SHS @ 111.8168 MISC .80 COMM 12 84		35,879 55	-12,065.70	23 813 85
05/23/14	TRACTOR SUPPLY CO BNY CONVERGEX / LJR 05/20 SALE 906 00 SHS @ 63.3700 MISC 1 27 COMM 36.24		57,375 71	-10,369 88	47,005 83

Statement Date

Activity Detail

CHARLOTTE NEWCOMB TTEE

Date	Description	Income Cash	Principal Cash	Book Value	Realized Gain Loss
	Sales and Maturities (cont)				
05/23/14	TRIMBLE NAVIGATION LTD BNY CONVERGEX / LJR 05/20 SALE 1,378 00 SHS @ 34 7081 MISC 1 06 COMM 55 12		47 771 58	-26,697 41	21 074 11
05/23/14	TYLER TECHNOLOGIES INC BNY CONVERGEX / LJR 05/20 SALE 410 00 SHS @ 77 8774 MISC .71 COMM 16 40		31 912 62	31,192 12	2,709 96
05/23/14	ULTIMATE SOFTWARE GROUP INC BNY CONVERGEX / LJR 05/20 SALE 196 00 SHS @ 124 9101 MISC .55 COMM 7 84		24,47[illegible]	20 120 20	3 916 [illegible]
05/23/14	UNDER ARMOUR INC CL A COM BNY CONVERGEX / LJR 05/20 SALE 1,122 00 SHS @ 46 4769 MISC 1 16 COMM 44 88		52,101 04	32 574 20	19 566 21
05/23/14	VARIAN MED SYS INC BNY CONVERGEX / LJR 05/20 SALE 620 00 SHS @ 80 7491 MISC 1 11 COMM 24 80		50,032 95	-33 007 61	17 025 71
05/23/14	VERISK ANALYTICS INC CL A COM BNY CONVERGEX / LJR 05/20 SALE 391 00 SHS @ 60 7617 MISC .53 COMM 15 61		22 741 65	21 915 40	1 [illegible] 75
05/23/14	WABTEC CORP BNY CONVERGEX / LJR 05/20 SALE 708 00 SHS @ 74 5351 MISC 1 17 COMM 28 32		52,711 36	22 061 10	[illegible]
Total Sales and Maturities		$0 00	[illegible],476,[illegible]31	$1,577,000 61	[illegible]