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Form **990-PF**

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning , 2017, 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) 804-788-5000
330 South Fourth Street		C If exemption application is pending, check here ☐
City or town, state or province, country, and ZIP or foreign postal code Richmond, VA 23219		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 7,605,167	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)	2,444,006			
	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				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	2,444,006			
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	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)	337			
	24 Total operating and administrative expenses. Add lines 13 through 23	337			
	25 Contributions, gifts, grants paid	843,515			815,515
	26 Total expenses and disbursements. Add lines 24 and 25	843,852			
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,600,154			
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

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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	6,005,013	7,605,167	7,605,167
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
Liabilities	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)	6,005,013	7,605,167	7,605,167
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	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	6,005,013	7,605,167	
	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)	6,005,013	7,605,167	
	31 Total liabilities and net assets/fund balances (see instructions)	6,005,013	7,605,167	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,005,013
2 Enter amount from Part I, line 27a	2	1,600,154
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	7,605,167
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,605,167

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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				
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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 doesn't qualify under section 4940(e). Do not complete this part.

(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))
2016	946,263	5,534,168	1710
2015	980,690	3,834,602	2557
2014	1,206,580	3,573,485	3376
2013	1,414,911	2,773,624	5101
2012	1,509,588	2,243,906	7672
2 Total of line 1, column (d)			2 2,0416
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 40832
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 7,048,912
5 Multiply line 4 by line 3			5 2,878,212
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 2,878,212
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.			8 815,515

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 ☐ and enter 1% of Part I, line 27b	1		
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	2017 estimated tax payments and 2016 overpayment credited to 2017	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 2018 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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		✓
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	✓	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ▶ Virginia		
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 <i>General Instruction G</i> ? If "No," attach explanation	✓	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		✓
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		✓

Part VII-A Statements Regarding Activities (continued)

	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		✓
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		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	✓	
14 The books are in care of ► Jennifer Stephenson Telephone no ► 804-788-5542 Located at ► 330 South Fourth Street, 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		☐
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		✓

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year, did the foundation (either directly or indirectly):		
(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	✓
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 2017?	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☐ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	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. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2017 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 2017.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	✓

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

5a	During the year, did the foundation pay or incur any amount to:		Yes	No
(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		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?	☐ 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	✓
	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?		7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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 Schedules				

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		
3	All other program-related investments. See instructions	

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	7,156,256
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,156,256
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	7,156,256
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	107,344
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,048,912
6	Minimum investment return. Enter 5% of line 5	6	352,446

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	352,446
2a	Tax on investment income for 2017 from Part VI, line 5	2a	
b	Income tax for 2017 (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	352,446
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	352,446
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	352,446

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	815,515
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	815,515
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	815,515

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				352,446
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017:				
a From 2012 1,397,393				
b From 2013 1,276,230				
c From 2014 1,027,906				
d From 2015 788,960				
e From 2016 669,555				
f Total of lines 3a through e	5,160,044			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 815,515				
a Applied to 2016, 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 2017 distributable amount				352,446
e Remaining amount distributed out of corpus	463,069			
5 Excess distributions carryover applied to 2017 (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	5,623,113			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	1,397,393			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	4,225,720			
10 Analysis of line 9:				
a Excess from 2013 1,276,230				
b Excess from 2014 1,027,906				
c Excess from 2015 788,960				
d Excess from 2016 669,555				
e Excess from 2017 463,069				

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 2017, 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)

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .					
b 85% of line 2a . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter:					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . .					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . .					
(3) Largest amount of support from an exempt organization . . .					
(4) Gross investment income . . .					

Part XV Supplementary Information (Complete this part only if the 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email 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 individuals and institutions

c Any submission deadlines.

September 2017

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 institutes - secondary schools in the U S

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Please see attached list

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
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)					
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations)

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)
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[illegible]

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) (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)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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) (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

11/13/2018
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

The NewMarket Foundation

FEIN· 27-1586209

Form 990-PF

Part VIII Question # 1

2017

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
Average Monthly Cash balances
Form 990, Part X Line 1b
2017

N \Return 2017\NewMarket Foundation\[Average Monthly Cash Balances 2017.xlsx]Sheet1

	Average Monthly Balance	
Jan	6,352,215	
Feb	6,468,298	
Mar	6,417,859	
April	6,863,533	
May	6,953,841	
June	7,224,739	
July	7,207,822	
Aug	7,331,184	
Sept	7,804,218	
Oct	7,792,273	
Nov	7,785,153	
Dec	7,673,933	
	<u>85,875,067</u> /12	<u>Yearly Average 7,156,256</u>

NewMarket Foundation
FEIN 27-1586209
Attachment to Form 990-PF
Part XV, Line 3A
2017

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
1 1708 Gallery 319 West Broad Street Richmond, VA 23241	Public	InLight Richmond 2017	2,500
2 American Heart Association 4217 Park Place Court Glen Allen, VA 23060	Public	Heart Ball	2,500
3 Arthritis Foundation Mid-Atlantic Region 2201 West Broad St , Ste 100 Richmond, VA 23220	Public	Jingle Bell Run	1,500
4 ASK Childhood Cancer Foundation P O Box 17184 Richmond, VA 23226	Public	Fun Walk & 5K Event	5,000
5 Autism Society of Central Virginia 200 South 3rd Street Richmond, VA 23219	Public	General Use Fund	2,500
6 Batten Disease Family Association The Old Library 4 Boundary Road Farnborough GU14 6SF United Kingdom	Public	General Use Fund	28,000
7 Capital Region Land Conservancy P O Box 17306 Richmond, VA 23226	Public	General Use Fund	2,500
8 Children's Hospital of Richmond at VCU 2924 Brook Road Richmond, VA 23220-1298	Public	Children's Hospital Foundation Ball Event	10,000
9 College Orientation Workshop Virginia Military Institute Room 320 Lexington, VA 24450	Public	General Use Fund	25,000
10 Comfort Zone Camp Inc 7201 Glen Forest Drive, Suite 301 Richmond, VA 23230	Public	General Use Funds	25,000
11 Communities in Schools of Richmond, Inc 2922 W Marshall St , Ste 2 Richmond, VA 23230	Public	General Use Funds	5,000
12 Ducks Unlimited Inc One Waterfowl Way Memphis, TN 38120-2351	Public	Waterfowl & Wetlands Conservation	5,000
13 James River Association 4833 Old Main Street Richmond, VA 23231	Public	General Use Fund	5,000
14 JDRF International 1801 Libbie Avenue, Suite 106 Richmond, VA 23226	Public	Time for a Cure	5,000
15 Junior Achievement of Central Virginia 7217 West Broad Street Richmond, VA 23294	Public	Capital Campaign	110,000
16 Junior League of Richmond Virginia 205 West Franklin Street Richmond, VA 23220	Public	Book & Author Sponsorship	2,500

17	Junior League of Richmond Virginia 205 West Franklin Street Richmond, VA 23220	Public	Touch A Truck Sponsorship	1,000
18	Keep Virginia Beautiful 4121 Cox Road, Suite 200 Glen Allen, VA 23060	Public	Shiver in the River	1,500
19	KOVAR Corporation 10806 Moore Drive Manassas, VA 20111-2926	Public	KOVAR Campaign	1,000
20	Leukemia & Lymphoma Society Inc Virginia Chapter 5540 Falmouth Street, Suite 101 Richmond, VA 23230	Public	2017 Light the Night Walk	3,000
21	Maggie L Walker Governor's School Foundation 1000 N Lombardy Street Richmond, VA 23220	Public	We the People	7,600
22	Make A Wish Greater Virginia 2810 N Parham Road Richmond, VA 23294	Public	General Use Fund	5,000
23	Massey Cancer Center - VCU PO Box 843042 Richmond, VA 23284	Public	Massey Challenge	5,000
24	Mattaponi & Pamunkey Rivers Association Inc P O Box 157 Walkerton, VA 23177	Public	River Stewardship Day	1,000
25	Maymont Foundation 1700 Hampton Street Richmond, VA 23220	Public	General Use Fund	2,500
26	McShin Foundation 2300 Dumbarton Road Richmond, VA 23228	Public	Annual Holiday Silent Auction	2,500
27	Meals on Wheels 1415 Rhoadmiller Street Richmond, VA 23220	Public	Zest Fest	2,500
28	Muscular Dystrophy Association 1503 Santa Rosa Road, Suite 120 Richmond, VA 23229	Public	Passport to a Cure	2,000
29	National Merit Scholarship Corporation 1560 Sherman Avenue, Suite 200 Evanston, IL 60201-4897	Public	Annual Scholarship Commitments	35,920
30	National Multiple Sclerosis Society Central & Eastern Virginia Chapter 4200 Innslake Drive, Suite #301 Glen Allen, VA 23060	Public	General Use Fund	10,000
31	National Multiple Sclerosis Society Central & Eastern Virginia Chapter 4200 Innslake Drive, Suite #301 Glen Allen, VA 23060	Public	Bike Virginia	4,600
32	Noah's Children Bon Secours Richmond Health Care Foundation 7229 Forest Avenue, Suite 200 Richmond, VA 23226	Public	Children's Hope Gala	2,500
33	P&G Foundation 2302 Chamberlayne Ave Richmond, VA 23222	Public	Seersucker, Sundress & Sounds	2,500
34	Powell Center for Economic Literacy 103 N Mooreland Road Richmond, VA 23229	Public	2017 Cochrane Summer Economic Institute	2,000
35	Richmond Area Bicycling Association Foundation, Inc P O Box 6565 Ashland, VA 23005	Public	Bikes for Kids	1,000

36	Richmond Christmas Mother Fund 300 E Franklin Street Richmond, VA 23219	Public	General Use Fund	50,000
37	Richmond Parade, Inc 5306 Caledonia Road Richmond, VA 23225	Public	2015 Christmas Parade	4,000
38	Richmond Tennis Association 8600 Melwood Lane Richmond, VA 23229	Public	Autumn Cup	500
39	Science Museum of Virginia Foundation Incorporated 2500 West Broad Street Richmond, VA 23220	Public	General Use Fund	10,000
40	Semper Fi Fund 825 College Blvd, Suite 102, PMB 609 Oceanside, CA 92057	Public	General Use Fund	1,500
41	Sheltering Arms Hospital P O Box 8762 Richmond, VA 23226	Public	Bal du Bois	1,500
42	The Virginia Home 1101 Hampton Street Richmond, VA 23220	Public	Stones of Courage & Grace	15,000
43	The Doorways 612 East Marshall Street Richmond, VA 23219	Public	Savor 2017	2,500
44	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
45	U S Complete Shooting Dog Association 2 Kent Road Bloomsburg, PA 17815	Public	Waverley Coleman Life Patron Award	1,500
46	UnBoundRVA 2920 W Broad Street, Suite 224 Richmond, VA 23230	Public	General Use Fund	5,000
45	Varina Lions Club Foundation P O Box 38292 Richmond, VA 23231	Public	Buz Snyder Canoe-a-thon	1,500
46	Virginia Repertory Theatre 114 W Broad Street Richmond, VA 23220	Public	Anything Goes Gala	2,500
47	Virginia Commonwealth University Foundation P O Box 843042 Richmond, VA 23284-3042	Public	Institute for Contemporary Art Construction Fund	250,000
48	Venture Richmond 200 South Third Street Richmond, VA 23219	Public	General Use Funds	5,000
49	Virginia Capitol Foundation PO Box 396 Richmond, VA 23218	Public	General Use Funds	25,000
50	Virginia Foundation for Independent Colleges 8010 Ridge Road, Suite B Richmond, VA 23229-7288	Public	Undergraduate Science Research Fellowships Program	5,000
51	Virginia Historical Society 428 N Boulevard P O Box 7311 Richmond, VA 23221-0311	Public	Annual Fund	2,500
52	Virginia Home for Boys & Girls 8716 West Broad Street Henrico, VA 23294	Public	2017 Band Together	5,500

53 Virginia Museum of Fine Arts Foundation 200 N Boulevard Richmond, VA 23220-4007	Public	General Use Funds	2,500
54 Virginia War Memorial 621 S Belvidere Street Richmond, VA 23220	Public	Annual Benefit Gala	10,000
55 Walkerton Community Fire Association 2874 Walkerton Road Walkerton, VA 23177	Public	General Use Fund	2,500
56 World Pediatric Project 7201 Glen Forest Drive, Suite 304 Richmond, VA 23226	Public	Rock 'n' Heal Event	27,000
57 Althoff Catholic High School 5401 West Main Street Belleville, IL 62226-4796	Public	Matching Gift Donations	2,000
58 Carthage College 2001 Alford Park Drive Kenosha, WI 53140	Public	Matching Gift Donations	1,250
59 Duchesne High School Office of Advancement 2550 Elm Street St Charles, MO 63301	Public	Matching Gift Donations	1,500
60 Father McGivney Catholic High School 7190 Bouse Road Glen Carbon, Illinois 62034	Public	Matching Gift Donations	3,500
61 Grinnell College Office of Development and Alumni Relations Grinnell, Iowa 50112-1690	Public	Matching Gift Donations	100
62 Hampden-Sydney College Brown Student Center Box 637 Hampden-Sydney, Virginia 23943	Public	Matching Gift Donations	75
63 Harvey Mudd College 301 Platt Boulevard Claremont, California 91711	Public	Matching Gift Donations	3,000
64 Missouri University of Science and Technology 300 W 13th Street Rolla, Missouri 65409	Public	Matching Gift Donations	50
65 Mount Allison University 62 York Street Sackville, NB E4L 1E2	Public	Matching Gift Donations	3,500
66 Norfolk Academy 1585 Wesleyan Drive Norfolk, VA 23502	Public	Matching Gift Donations	3,000
67 North Carolina State University Campus Box 7474 Raleigh, NC 27695-7474	Public	Matching Gift Donations	70
68 Sam Houston State University Office of University Advancement Huntsville, Texas 77341-2537	Public	Matching Gift Donations	250
69 St. Catherine's School Foundation 6001 Grove Avenue Richmond, VA 23226	Public	Matching Gift Donations	3,500
70 St. Christopher's School 711 St Christopher's Road Richmond, VA 23226	Public	Matching Gift Donations	250
71 St. John's College 60 College Ave Annapolis, MD 21401	Public	Matching Gift Donations	250
72 St. Louis University 1 N Grand Boulevard St Louis, MO 63103	Public	Matching Gift Donations	250

73 Southern Illinois University 1263 Lincoln Drive Carbondale, Illinois 62901	Public	Matching Gift Donations	250
74 State University of New York at Oswego 7060 State Route 104 Oswego, New York 13126-3599	Public	Matching Gift Donations	150
75 University of Minnesota Foundation McNamara Alumni Center 200 Oak Street SE, Suite 500 Minneapolis, MN 55455-2010	Public	Matching Gift Donations	200
76 University of North Carolina at Chapel Hill Office of University Development 208 West Franklin Street, PO Box 309 Chapel Hill, NC 27514-0309	Public	Matching Gift Donations	100
77 University of Scranton Scranton, PA 18510	Public	Matching Gift Donations	50
78 University of Virginia PO Box 400331 Charlottesville, VA 22904-4331	Public	Matching Gift Donations	2,250
79 Veritas School 3400 Brook Road Richmond, VA 23227	Public	Matching Gift Donations	1,500
80 Virginia Tech Foundation University Gateway Center 902 Pnces Fork Road Blacksburg, VA 24061	Public	Matching Gift Donations	3,000
81 The College of William & Mary Foundation P O Box 8795 Williamsburg, VA 23187-8795	Public	Matching Gift Donations	2,850

Total **843,515**