Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning OCT 1, 2010 **, and ending** SEP 30, 2011

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

Name of foundation	A Employer identification number
LONGWOOD FOUNDATION, INC.	51-0066734
Number and street (or P O box number if mail is not delivered to street address) 100 WEST 10TH STREET — Room/suite 1109	B Telephone number (302)654-2477
City or town, state, and ZIP code WILMINGTON, DE 19801	C If exemption application is pending, check here [ ]

D 1. Foreign organizations, check here [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation [ ]

H Check type of organization: [ ] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [X] 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)* ▶$ 516,022,605.

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	11,173,915.	11,173,915.		STATEMENT 1
	4 Dividends and interest from securities	62,412.	62,412.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	24,000,875.			
	b Gross sales price for all assets on line 6a 597,043,057.				
	7 Capital gain net income (from Part IV, line 2)		24,000,875.		
	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	<745,357.>	<745,357.>		STATEMENT 3
	12 **Total.** Add lines 1 through 11	34,491,845.	34,491,845.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	268,578.	134,289.		134,289.
	14 Other employee salaries and wages	216,560.	108,280.		108,280.
	15 Pension plans, employee benefits	335,797.	167,899.		167,899.
	16a Legal fees STMT 4	35,877.	17,939.		17,938.
	b Accounting fees STMT 5	18,593.	9,297.		9,296.
	c Other professional fees STMT 6	2,524,522.	2,470,829.		53,693.
	17 Interest				
	18 Taxes STMT 7	344,083.	14,552.		14,551.
	19 Depreciation and depletion				
	20 Occupancy	59,843.	29,922.		29,921.
	21 Travel, conferences, and meetings	8,266.	4,133.		4,133.
	22 Printing and publications	629.	315.		314.
	23 Other expenses STMT 8	72,683.	36,364.		36,359.
	24 **Total operating and administrative expenses** Add lines 13 through 23	3,885,431.	2,993,819.		576,673.
	25 Contributions, gifts, grants paid	32,381,780.			32,381,780.
	26 **Total expenses and disbursements** Add lines 24 and 25	36,267,211.	2,993,819.		32,958,453.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,775,366.>			
	b **Net investment income** (if negative, enter -0-)		31,498,026.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	304,621.	423,625.	423,625.
	2	Savings and temporary cash investments	10,515,216.	7,769,899.	7,769,899.
	3	Accounts receivable ▶ 1,776,975.			
		Less: allowance for doubtful accounts ▶	1,703,109.	1,776,975.	1,776,975.
	4	Pledges receivable ▶ 218,778.			
		Less: allowance for doubtful accounts ▶	218,778.	218,778.	218,778.
	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	537,846.	822,866.	822,866.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 9	565,213,636.	505,010,462.	505,010,462.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	578,493,206.	516,022,605.	516,022,605.
Liabilities	17	Accounts payable and accrued expenses	3,615,088.	3,349,816.	
	18	Grants payable	3,090,000.	2,725,000.	
	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)	6,705,088.	6,074,816.	
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	571,569,340.	509,729,011.	
	25	Temporarily restricted	218,778.	218,778.	
	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**	571,788,118.	509,947,789.	
	31	**Total liabilities and net assets/fund balances**	578,493,206.	516,022,605.	

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	571,788,118.
2	Enter amount from Part I, line 27a	2	<1,775,366.>
3	Other increases not included in line 2 (itemize) ▶ DECREASE IN GRANTS PAYABLE	3	365,000.
4	Add lines 1, 2, and 3	4	570,377,752.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	60,429,963.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	509,947,789.

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 SCHEDULE	P		
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	597,043,057.		573,042,182.	24,000,875.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				24,000,875.
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 24,000,875.

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 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))
2009	21,897,399.	546,276,698.	.040085
2008	18,941,579.	492,478,542.	.038462
2007	42,159,284.	801,364,144.	.052609
2006	43,531,075.	799,452,140.	.054451
2005	38,522,229.	757,468,122.	.050857

2	**Total** of line 1, column (d)	2	.236464
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	.047293
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	609,816,027.
5	Multiply line 4 by line 3	5	28,840,029.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	314,980.
7	Add lines 5 and 6	7	29,155,009.
8	Enter qualifying distributions from Part XII, line 4	8	32,958,453.

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	314,980.
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	314,980.
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	314,980.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,137,846.		
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	1,137,846.
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	822,866.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 822,866. **Refunded** ▶		11	0.

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 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) ▶ DE			
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 2010 or the taxable year beginning in 2010 (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)*

			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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.LONGWOODFOUNDATION.ORG

14 The books are in care of ▶ STEPHEN A. MARTINENZA Telephone no. ▶ 302-654-2489

Located at ▶ 100 W 10TH ST. STE 1109, WILMINGTON, DE ZIP+4 ▶ 19801

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

			Yes	No
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			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 page 22 of the instructions)? N/A	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 2010 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 2010.)* 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 2010?	4b		X

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

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

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

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

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

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

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** No: 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 10		268,578.	19,681.	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
STEPHEN A. MARTINENZA - 100 W. 10TH ST., STE. 1109, WILMINGTON, DE 19801	ASST SEC/TREAS 40.00	104,712.	17,767.	0.
SANDRA S. DREW - 100 W. 10TH ST., STE. 1109, WILMINGTON, DE 19801	ACCOUNTANT 40.00	55,924.	17,810.	0.
JOANNE REILLY - 100 W. 10TH ST., STE. 1109, WILMINGTON, DE 19801	ASST TO DIR 40.00	55,924.	17,543.	0.

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
FRIESS ASSOCIATES P.O. BOX 4166, GREENVILLE, DE 19807	INVESTMENT ADVICE	999,846.
CAPITAL GROWTH MANAGEMENT 1 INTERNATIONAL PLACE, BOSTON, MA 02110	INVESTMENT ADVICE	436,423.
ADVISORY RESEARCH MANAGEMENT 180 NORTH STETSON, CHICAGO, IL 60601	INVESTMENT ADVICE	383,258.
WELLINGTON 75 STATE STREET, BOSTON, MA 02109	INVESTMENT ADVICE	359,039.
WILMINGTON TRUST 1100 NORTH MARKET ST, WILMINGTON, DE 19890	CUSTODY FEES	142,469.
Total number of others receiving over $50,000 for professional services ▶		1

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 N/A	0.
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	618,604,225.
b	Average of monthly cash balances	1b	498,340.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	619,102,565.
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	619,102,565.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,286,538.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	609,816,027.
6	**Minimum investment return** Enter 5% of line 5	6	30,490,801.

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	30,490,801.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	314,980.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	314,980.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	30,175,821.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	30,175,821.
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	30,175,821.

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	32,958,453.
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	32,958,453.
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	314,980.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	32,643,473.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				30,175,821.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			2,652,264.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 32,958,453.				
a Applied to 2009, but not more than line 2a			2,652,264.	
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 2010 distributable amount				30,175,821.
e Remaining amount distributed out of corpus	130,368.			
5 Excess distributions carryover applied to 2010 (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	130,368.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	130,368.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010 130,368.				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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 the 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 of the person to whom applications should be addressed:

SEE STATEMENT 11

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*				
SEE ATTACHED LIST	N/A-NO INDIVIDUAL RECIPIENTS	501(C)(3) ORGS	TO BENEFIT THE RECIPIENTS' CHARITABLE PURPOSES.	32,381,780.
Total			▶ 3a	32,381,780.
b *Approved for future payment*				
SEE ATTACHED LIST	N/A-NO INDIVIDUAL RECIPIENTS	501(C)(3) ORGS	TO BENEFIT THE RECIPIENTS' CHARITABLE PURPOSES.	2725000.
Total			▶ 3b	2725000.

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	11,173,915.	
4 Dividends and interest from securities			14	62,412.	
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			14	<745,357.>	
8 Gain or (loss) from sales of assets other than inventory			18	24,000,875.	
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.		34,491,845.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 34,491,845.

(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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 2/24/12 | Title ASST. TREAS.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PETER S. KENNEDY, CPA		02/13/12		P00571422

Firm's name ▶ COVER & ROSSITER, P.A. | Firm's EIN ▶ 51-0232475

Firm's address ▶ 62 ROCKFORD ROAD, SUITE 200 WILMINGTON, DE 19806 | Phone no. 302-656-6632

Form **990-PF** (2010)

023622
04-26-11

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

SOURCE	AMOUNT
INTEREST INCOME	11,173,915.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,173,915.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	62,412.	0.	62,412.
TOTAL TO FM 990-PF, PART I, LN 4	62,412.	0.	62,412.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER K-1 INCOME (EXPENSE)	<745,357.>	<745,357.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<745,357.>	<745,357.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	35,877.	17,939.		17,938.
TO FM 990-PF, PG 1, LN 16A	35,877.	17,939.		17,938.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	18,593.	9,297.		9,296.
TO FORM 990-PF, PG 1, LN 16B	18,593.	9,297.		9,296.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	2,319,906.	2,319,906.		0.
COMPUTER CONSULTANT FEES	16,908.	8,454.		8,454.
BANK SERVICE FEES	142,469.	142,469.		0.
DIRECT PROGRAM EXPENDITURES	45,239.	0.		45,239.
TO FORM 990-PF, PG 1, LN 16C	2,524,522.	2,470,829.		53,693.

FORM 990-PF	TAXES	STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	314,980.	0.		0.
PAYROLL TAXES	29,103.	14,552.		14,551.
TO FORM 990-PF, PG 1, LN 18	344,083.	14,552.		14,551.

FORM 990-PF	OTHER EXPENSES	STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER SERVICES	145.	93.		92.
SUPPLIES AND EQUIPMENT	20,639.	10,320.		10,319.
COMPUTER EQUIPMENT	1,602.	801.		801.
MISCELLANEOUS	5,871.	2,936.		2,935.
TELEPHONE	16,275.	8,138.		8,137.
INSURANCE	10,722.	5,361.		5,361.
PROFESSIONAL DEVELOPMENT	17,429.	8,715.		8,714.
TO FORM 990-PF, PG 1, LN 23	72,683.	36,364.		36,359.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED LIST	505,010,462.	505,010,462.
TOTAL TO FORM 990-PF, PART II, LINE 10B	505,010,462.	505,010,462.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELEUTHERE I. DU PONT, II C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	PRESIDENT 40.00	268,578.	19,681.	0.
DR. M. LYNN DU PONT C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	VICE PRESIDENT & TRUSTEE 2.00	0.	0.	0.
C.RODERICK MARONEY C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	SECRETARY & TRUSTEE 2.00	0.	0.	0.
CHARLES L. COPELAND C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	CHAIRMAN & TRUSTEE 2.00	0.	0.	0.
GERRET VAN S. COPELAND C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	0.	0.	0.
PIERRE S. DU PONT IV C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	0.	0.	0.
DAVID L. CRAVEN C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	0.	0.	0.
EDWARD B. DU PONT C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	0.	0.	0.
ELI R. SHARP C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	TREASURER & TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		268,578.	19,681.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ELEUTHERE I. DU PONT II
100 W. 10TH ST. STE. 1109
WILMNGTON, DE 19801

TELEPHONE NUMBER

302-654-2477

FORM AND CONTENT OF APPLICATIONS

GRANT REQUESTS MAY BE SUBMITTED ON-LINE THROUGH OUR WEBSITE WWW.LONGWOODFOUNDATION.ORG FOLLOWING THE GUIDELINES SPECIFIED. THE FOUNDATION CONTINUES TO ACCEPT HARD-COPY REQUESTS DELIVERED TO ITS OFFICES.

ANY SUBMISSION DEADLINES

MARCH 15 AND SEPTEMBER 15

RESTRICTIONS AND LIMITATIONS ON AWARDS

GENERALLY LIMITED TO DELAWARE AND SOUTHERN CHESTER COUNTY, PENNSYLVANIA.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

VIA E-MAIL TO GRANTREQUEST@LONGWOOD.ORG

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

Longwood Foundation
EIN 51-0066734
Capital Gains and Losses for Tax on Investment Income
Form 990-PF, Page 3, Part IV
Year Ended September 30, 2011

Investment Account	Proceeds	Basis	Gain / (Loss)
Capital Growth Management	339,856,341	330,519,750	9,336,591
Friess Associates	228,738,295	214,249,555	14,488,740
Advisory Research Management	9,960,344	10,429,272	(468,928)
ARM Adjustment for Sun Healthcare Transactions	118,959	416,742	(297,783)
Thornburg International	5,000,000	4,789,826	210,174
Thornburg International K-1	-	1,051,515	(1,051,515)
Artio / Julius Baer	1,000,000	945,744	54,256
Artio / Julius Baer K-1	4,541,892		4,541,892
Wellington Small Cap Transactions	143,730	174,259	(30,530)
Wellington Trust Co Small Cap K-1	-		-
Wellington DIH Transactions	5,715,310	5,917,672	(202,362)
Wellington Trust Co DIH K-1	392,891		392,891
Mondrian K-1	-	251,038	(251,038)
GMO K-1	-	2,315,871	(2,315,871)
State Street 500 Fund	1,525,077	1,698,714	(173,637)
State Street K-1	-	268,770	(268,770)
Commonfund Capital International Partners VII K-1	-	156	(156)
Commonfund Capital Venture Partners IX K-1	151		151
Commonfund Multi-Strategy Global Hedged Investor K	-	13,297	(13,297)
Miscellaneous Class Action Proceeds	50,067	-	50,067
Totals	597,043,057	573,042,182	24,000,875
Amounts for 990PF	**597,043,057**	**573,042,182**	**24,000,875**
	Part IV, Column (e)	**Part IV, Column (g)**	**Part I, Line 6a**

Longwood Foundation, Inc. EIN 51-0066734
Form 990-PF for Year Ended September 30, 2011
Schedule of Grants Paid and Payable

	Grant Payable 9/30/2010	Amount Approved	Amount Disbursed	Amount Rescinded	Amount Payable 9/30/2011
Delaware Health Corp	1,000,000	-	-	(1,000,000)	-
Centreville School	650,000	-	-	(650,000)	-
Delaware Tech	400,000	-	(400,000)	-	-
Children & Families First	200,000		(150,000)	(50,000)	-
Las Americas Aspiras Academy	200,000	-	(200,000)	-	-
Teach for America	200,000	-	(200,000)	-	-
Delaware Military Heritage Education Foundation	165,000	-	(165,000)	-	-
Revolution Foods	100,000	-	(100,000)	-	-
Delaware Art Museum	50,000	-	(50,000)	-	-
Learning Link of Delaware	50,000		(50,000)	-	-
Wilmington Housing Partnership	50,000	-	-	(50,000)	-
Rodel Foundation	15,000	-	-	(15,000)	-
Kennett Symphony Orchestra	10,000		(10,000)	-	-
Delaware Symphony Orchestra	-	100,000		-	100,000
Edgemoor Community Center	-	50,000	(50,000)	-	-
Fraunhofer USA	-	500,000	(500,000)	-	-
Freedom Center for Independent Living	-	2,874	(2,795)	(79)	-
United Way of Chester County	-	45,000	(45,000)	-	-
United Way of Delaware	-	400,000	(400,000)	-	-
United Way of Southern Chester County	-	38,000	(38,000)	-	-
University of Delaware	-	1,000,000	(1,000,000)	-	-
YWCA of Delaware	-	750,000	(750,000)	-	-
1212 Corporation		50,000 00	(50,000)		-
All the Difference		100,000	(100,000)		-
Autism Delaware		200,000	(200,000)		-
Bayhealth Foundation		900,000	(900,000)		-
Best Buddies International		8,550	(8,550)		-
Brady Kohn Foundation		25,000	(25,000)		-
Brandywine Conservancy		250,000	(250,000)		-
Brandywine Counseling and Community Services		150,000	(150,000)		-
Cancer Care Connection		110,000	(110,000)		-
Cathedral Choir School of Delaware		75,000			75,000
Center for Education Policy Research		200,000			200,000
Central Delaware Habitat for Humanity		100,000	(100,000)		-
Centreville School		470,000	(470,000)		-
Chadds Ford Historical Society		30,000	(30,000)		-
Communities in Schools		50,000			50,000
Connecting Generations		180,000	(60,000)		120,000
Delaware Aging Network		150,000	(150,000)		-
Delaware Art Museum		500,000	(500,000)		-
Delaware Association of Nonprofit Agencies		225,000	(225,000)		-
Page Totals Forward	**3,090,000**	**6,659,424**	**(7,439,345)**	**(1,765,079)**	**545,000**

Longwood Foundation, Inc. EIN 51-0066734
Form 990-PF for Year Ended September 30, 2011
Schedule of Grants Paid and Payable

	Grant Payable 9/30/2010	Amount Approved	Amount Disbursed	Amount Rescinded	Amount Payable 9/30/2011
Totals Forwarded	**3,090,000**	**6,659,424**	**(7,439,345)**	**(1,765,079)**	**545,000**
Delaware Breast Cancer Coalition		35,000	(35,000)		-
Delaware Center for Horticulture		500,000	(500,000)		-
Delaware Center for the Contemporary Arts		90,000	(90,000)		-
Delaware Community Reinvestment Action Council		50,000	(50,000)		-
Delaware Federation of Garden Clubs		50,000	(50,000)		-
Delaware Health Corp - (Parkview)		750,000	(750,000)		-
Delaware Humane Association		300,000	(300,000)		-
Delaware Nature Society		300,000	(300,000)		-
Delaware Pro-Choice Medical Fund		10,000	(10,000)		-
Delaware Safety Council		6,600	(6,600)		-
Delaware State University		1,000,000	(500,000)		500,000
Delaware Theatre Company		50,000	(50,000)		-
Delmarva Community Wellnet Foundation		65,000	(65,000)		-
Delmarva Teen Challenge		200,000	(200,000)		-
Dover Interfaith Mission for Housing		20,000	(20,000)		-
Dover Library Foundation		300,000	(300,000)		-
Easter Seals Delaware and Maryland's Eastern Shore		200,000			200,000
Elementary Workshop		65,000	(65,000)		-
Elizabeth House Family Life Center		150,000			150,000
Elizabeth Murphey School		200,000	(200,000)		-
First State Community Action Agency		350,000	(350,000)		-
First State Innovation		200,000	(200,000)		-
Gateway Charter School		200,000	(200,000)		-
Gilpin Hall		147,010	(147,010)		-
Girls on the Run of New Castle County		30,000	-	(30,000)	-
Habitat for Humanity of New Castle County		200,000	(200,000)		-
Henrietta Johnson Medical Center		200,000	(200,000)		-
Holy Trinity (Old Swedes) Foundation of Delaware		65,000	(65,000)		-
Homeward Bound		12,095	(12,095)		-
Hope Medical Clinic		45,000	(45,000)		-
Howard J Weston Community and Senior Center		135,000	(135,000)		-
Ingleside Homes		250,000	(250,000)		-
Innovative Schools Development Corp		300,000	(300,000)		-
Kennett Symphony Orchestra		5,500	(5,500)		-
Kind to Kids		50,000	(50,000)		-
Krysti Bingham Cerebral Palsy Foundation		187,500	(187,500)		-
Latin American Community Center		316,624	(316,624)		-
Layton Preparatory School		300,000	(300,000)		-
Leadership Delaware		30,000			30,000
Limen House		100,000	(100,000)		-
Longwood Gardens		12,000,000	(12,000,000)		-
Lutheran Senior Services of Delaware		40,000	(40,000)		-
Page Totals Forward	**3,090,000**	**26,164,753**	**(26,034,674)**	**(1,795,079)**	**1,425,000**

Longwood Foundation, Inc. EIN 51-0066734
Form 990-PF for Year Ended September 30, 2011
Schedule of Grants Paid and Payable

	Grant Payable 9/30/2010	Amount Approved	Amount Disbursed	Amount Rescinded	Amount Payable 9/30/2011
Totals Forwarded	3,090,000	26,164,753	(26,034,674)	(1,795,079)	1,425,000
Mary Campbell Center		200,000	(200,000)		-
Metropolitan Wilmington Urban League		50,000	(50,000)		-
Milford Housing Development Corp		300,000	(300,000)		-
Milton & Hattie Kutz Home		400,000			400,000
Milton Historical Society		7,700	(7,700)		-
Ministry of Caring		25,000	(25,000)		-
National Council on Agricultural Life & Labor Research Fund		100,000	(100,000)		-
National Alliance on Mental Illness Delaware		75,000	(75,000)		-
National Multiple Sclerosis Society Delaware Chapter		28,000	(28,000)		-
Nativity Preparatory School		75,000	(75,000)		-
Newark Symphony Orchestra		8,000	(8,000)		-
Npower Delaware		150,000	(150,000)		-
Odyssey Charter School		500,000			500,000
Opera Delaware		100,000	(100,000)		-
Operation Warm		250,000	(250,000)		-
Philanthropy Roundtable		25,000	(25,000)		-
Practice Without Pressure		500,000	(500,000)		-
Preservation Delaware		35,000	(35,000)		-
Rotary Area 4 Can Do Playground		100,000	(100,000)		-
Salvation Army		500,000	(500,000)		-
Seamen's Center of Wilmington		45,800	(45,800)		-
Sewell Biggs Museum of American Art		250,000			250,000
Sojourner's Place		125,000	(125,000)		-
St Edmond's Academy		150,000			150,000
St Elizabeth High School		300,000	(300,000)		-
Stand Up for What's Right & Just		50,000	(50,000)		-
Summerwind Stables		50,000	(50,000)		-
Supporting KIDDS		31,219	(31,219)		-
Survivors of Abuse in Recovery		35,387	(35,387)		-
The Way Home		30,000	(30,000)		-
Tower Hill School		2,000,000	(2,000,000)		-
United Cerebral Palsy of Delaware		125,000	(125,000)		-
Ursuline Academy		481,000	(481,000)		-
West Center City Early Learning Center		50,000	(50,000)		-
Wilmington Hope Commission		200,000	(200,000)		-
Wilmington Montessori School		200,000	(200,000)		-
Wilmington Senior Center		50,000	(50,000)		-
Wilmington Youth Rowing Association		45,000	(45,000)		-
Totals	3,090,000	33,811,859	(32,381,780)	(1,795,079)	2,725,000
	Part II Line 18(a)		Part XV Line 3a		Part XV Line 3b

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
	LONGWOOD FOUNDATION, INC.	51-0066734
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions 100 WEST 10TH STREET, NO. 1109	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WILMINGTON, DE 19801	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEPHEN A. MARTINENZA 100 W 10TH ST. STE 1109 - WILMINGTON, DE 19801
  Telephone No ▶ 302-654-2489 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MAY 15, 2012 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [ ] calendar year ____ or
▶ [X] tax year beginning OCT 1, 2010 , and ending SEP 30, 2011

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 314,980.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 1,137,846.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

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01-16-12