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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation) ▶ The organization may have to use a copy of this return to satisfy state reporting requirements	OMB No 1545-0047
		2011
		Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011		
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE NEMOURS FOUNDATION Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 10140 CENTURION PARKWAY NORTH City or town, state or country, and ZIP + 4 JACKSONVILLE, FL 32256	D Employer identification number 59-0634433
		E Telephone number (904) 697-4100
		G Gross receipts \$ 1,081,213,305
	F Name and address of principal officer DAVID J BAILEY - PRESIDENT AND CEO 10140 CENTURION PARKWAY NORTH JACKSONVILLE, FL 32256	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀(insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	H(c) Group exemption number ▶ 8516	
J Website: ▶ WWW.NEMOURS.ORG		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1931
		M State of legal domicile FL

Part I		Summary	
Activities & Governance	1 Briefly describe the organization's mission or most significant activities PROVIDE LEADERSHIP, INSTITUTIONS, AND SERVICES TO RESTORE AND IMPROVE THE HEALTH OF CHILDREN THROUGH CARE AND PROGRAMS NOT READILY AVAILABLE, WITH ONE STANDARD OF QUALITY AND DISTINCTION REGARDLESS OF THE RECIPIENT'S FINANCIAL STATUS		
	2 Check this box <input checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	13
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	5,230
6 Total number of volunteers (estimate if necessary)	6	896	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-13,810,449	
b Net unrelated business taxable income from Form 990-T, line 34	7b	-16,465,194	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	117,308,790	132,592,912
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	575,955,721	625,094,701
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	18,504,754	30,495,753
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,199,956	23,732,927
		723,969,221	811,916,293
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	883,309	1,016,880
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	415,568,517	452,603,124
	16a Professional fundraising fees (Part IX, column (A), line 11e)	28,500	0
	b Total fundraising expenses (Part IX, column (D), line 25) <u>▶2,211,048</u>		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	246,929,317	263,056,446
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	663,409,643	716,676,450
	19 Revenue less expenses Subtract line 18 from line 12	60,559,578	95,239,843
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	1,588,536,435	1,670,510,557
	21 Total liabilities (Part X, line 26)	600,621,253	662,414,980
	22 Net assets or fund balances Subtract line 21 from line 20	987,915,182	1,008,095,577

Part II Signature Block				
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 officer) is based on all information of which preparer has any knowledge.				
Sign Here	Signature of officer			2012-11-13 Date
	ROBERT BRIDGES EVP ENTERPRISE SVCS & CFO Type or print name and title			
Paid Preparer's Use Only	Preparer's signature ▶ KPMG LLP	Date 2012-11-12	Check if self-employed ▶ <input type="checkbox"/>	Preparer's taxpayer identification number (see instructions) P00008888
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	KPMG LLP 300 NORTH GREENE STREET SUITE 400 GREENSBORO, NC 27401		EIN ▶
				Phone no ▶ (336) 275-3394
May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				

Check if Schedule O contains a response to any question in this Part III

NEMOURS MISSION IS TO PROVIDE LEADERSHIP, INSTITUTIONS, AND SERVICES TO RESTORE AND IMPROVE THE HEALTH OF CHILDREN THROUGH CARE AND PROGRAMS NOT READILY AVAILABLE, WITH ONE HIGH STANDARD OF QUALITY AND DISTINCTION REGARDLESS OF THE RECIPIENT'S FINANCIAL STATUS

If "Yes," describe these new services on Schedule O

If "Yes," describe these changes on Schedule O















4a	(Code)	(Expenses \$ 549,091,048	including grants of \$ 1,016,880)	(Revenue \$ 648,513,738)
	SEE SCHEDULE H, PART VI			

[illegible][illegible]

4e	Total program service expenses	\$ 549,091,048
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Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> 	1	Yes
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? 	2	Yes
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i> 	4	Yes
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> 	8	Yes
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>	9	No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> 	10	Yes
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	11a	Yes
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> 	11b	Yes
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>	11c	No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>	11d	No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	11e	Yes
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>	11f	No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> 	12a	No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i> 	14b	Yes
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Part II and IV.</i>	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? <i>If "Yes," complete Schedule F, Part III and IV.</i>	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i>	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> 	18	Yes
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i> 	20a	Yes
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements 	20b	Yes

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	Yes	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance			
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>			
		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	1a	550
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	5,230
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	Yes
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a	Yes
b	If "Yes," enter the name of the foreign country: <u>CJ, MP, UK</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	Yes
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	Yes
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	Yes
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	Yes
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a	
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the aggregate amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI

Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1a	13		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	13
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	Yes
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	Yes
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	Yes
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed <input checked="" type="checkbox"/> AL , <input checked="" type="checkbox"/> DC , <input checked="" type="checkbox"/> DE , <input checked="" type="checkbox"/> FL , <input checked="" type="checkbox"/> GA , <input checked="" type="checkbox"/> MD , <input checked="" type="checkbox"/> NJ , <input checked="" type="checkbox"/> NY , <input checked="" type="checkbox"/> PA , <input checked="" type="checkbox"/> VA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. <input checked="" type="checkbox"/> Robert Bridges - CFO 10140 Centurion Parkway North Jacksonville, FL 32256 (904) 697-4100

Check if Schedule O contains a response to any question in this Part VII

☐ Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

Form **990** (2011)

Part VII

1b	Sub-Total	▼			
c	Total from continuation sheets to Part VII, Section A	▼			
d	Total (add lines 1b and 1c)	▼	21,067,089	664,459	1,407,690

807

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*

individual

services rendered to the organization? If "Yes," complete Schedule J for such person

Section B. Independent Contractors

\$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

SKANSKA USA BUILDING INC 4030 BOY SCOUT BOULEVARD SUITE 200 TAMPA, FL 33607	BUILDING AND CONSTRUCTION	57,061,662
SODEXHO INC AND AFFILIATES PO BOX 905374 CHARLOTTE, NC 282905374	FACILITIES MANAGEMENT	13,248,485
FKP ARCHITECTS INC 8 GREENWAY PLAZA 300 HOUSTON, TX 77046	ARCHITECTURAL	5,407,529
HSC BUILDERS AND CONSTRUCTION MANAGERS 304 NEW MILL LANE EXTON, PA 19341	BUILDING AND CONSTRUCTION	3,528,973
STANLEY BEAMAN AND SEARS 180 PEACHTREE STREET NW SUITE 600 ATLANTA, GA 30303	DESIGN AND DEVELOPMENT	3,446,829

\$100,000 of compensation from the organization 119

Part VIII

Statement of Revenue

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a	0				
	b	Membership dues	1b	0				
	c	Fundraising events	1c	807,042				
	d	Related organizations	1d	125,252,826				
	e	Government grants (contributions)	1e	0				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	6,533,044				
	g	Noncash contributions included in lines 1a-1f \$ 78,694						
	h	Total. Add lines 1a-1f						132,592,912
Program Service Revenue			Business Code					
	2a	NET PATIENT SERVICE REVENUE	900099	609,298,457	609,298,457	0	0	
	b	NET RESEARCH GRANTS	900099	12,959,149	12,959,149	0	0	
	c	ELECTRONIC HEALTH RECORD REVENUE	900099	2,837,095	2,837,095	0	0	
	d							
	e							
	f	All other program service revenue		0	0	0	0	
	g	Total. Add lines 2a-2f			625,094,701			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)						
				13,338,285	0	-13,810,449	27,148,734	
	4	Income from investment of tax-exempt bond proceeds . . .			0	0	0	
	5	Royalties			342,146	0	342,146	
	6a	(i) Real		(ii) Personal				
		365,319		0				
		173,017		0				
		192,302		0				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)			192,302	0	0	192,302
	7a	(i) Securities		(ii) Other				
		285,857,754		0				
		268,700,286		0				
		17,157,468		0				
	b	Less cost or other basis and sales expenses						
	c	Gain or (loss)						
	d	Net gain or (loss)			17,157,468	0	0	17,157,468
	8a	Gross income from fundraising events (not including \$ 807,042 of contributions reported on line 1c) See Part IV, line 18			-220,558		0	-220,558
	a	203,151						
	b	Less direct expenses		423,709				
	c	Net income or (loss) from fundraising events . . .						
	9a	Gross income from gaming activities See Part IV, line 19						
	a							
	b	Less direct expenses						
c	Net income or (loss) from gaming activities . . .							
10a	Gross sales of inventory, less returns and allowances							
a								
b	Less cost of goods sold							
c	Net income or (loss) from sales of inventory . . .							
Miscellaneous Revenue		Business Code						
11a	SPECIALIZED SERVICES		900099	13,480,535	13,480,535	0	0	
b	GRADUATE MEDICAL EDUCATION FUNDING		900099	2,743,929	2,743,929	0	0	
c	KIDSHEALTH ORG LICENSING FEES		900099	1,863,434	1,863,434	0	0	
d	All other revenue			5,331,139	5,331,139	0	0	
e	Total. Add lines 11a-11d			23,419,037				
12	Total revenue. See Instructions			811,916,293	648,513,738	-13,810,449	44,620,092	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)
Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	846,807	846,807		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	170,073	170,073		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0	0		
4	Benefits paid to or for members	0	0		
5	Compensation of current officers, directors, trustees, and key employees	19,676,379	0	19,676,379	0
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7	Other salaries and wages	345,502,366	269,082,503	75,252,802	1,167,061
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	27,122,056	21,386,513	5,660,520	75,023
9	Other employee benefits	38,095,291	30,142,823	7,793,592	158,876
10	Payroll taxes	22,207,032	17,529,934	4,596,856	80,242
11	Fees for services (non-employees)				
a	Management	0	0	0	0
b	Legal	2,233,801	1,520,889	708,785	4,127
c	Accounting	426,510	291,178	135,332	0
d	Lobbying	321,241	0	321,241	0
e	Professional fundraising See Part IV, line 17	0			0
f	Investment management fees	1,005,282	686,306	318,976	0
g	Other	44,136,171	33,760,459	10,325,151	50,561
12	Advertising and promotion	6,358,972	6,795,342	-446,400	10,030
13	Office expenses	76,118,069	67,244,560	8,578,955	294,554
14	Information technology	13,200,887	7,593,957	5,578,139	28,791
15	Royalties	0	0	0	0
16	Occupancy	30,181,249	21,589,084	8,555,796	36,369
17	Travel	5,554,557	5,859,212	-371,199	66,544
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19	Conferences, conventions, and meetings	3,467,361	3,272,316	151,865	43,180
20	Interest	1,317,869	0	1,317,869	0
21	Payments to affiliates	0	0	0	0
22	Depreciation, depletion, and amortization	37,812,815	23,945,281	13,752,521	115,013
23	Insurance	7,936,037	7,597,620	338,075	342
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	PROVISION FOR BAD DEBT	22,090,597	22,090,597	0	0
b	REPAIRS AND MAINTENANCE	3,140,587	1,130,389	1,979,512	30,686
c	EMPLOYEE RECRUITMENT AND ADVERTISING	2,834,722	3,033,719	-198,997	0
d	SUBSCRIPTIONS (MAGS AND DB) BOOKS	2,300,962	2,120,094	167,510	13,358
e					
f	All other expenses	2,618,757	1,401,392	1,181,074	36,291
25	Total functional expenses. Add lines 1 through 24f	716,676,450	549,091,048	165,374,354	2,211,048
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			21,295,783	1	61,187,955
	2	Savings and temporary cash investments			108,051,774	2	79,866,229
	3	Pledges and grants receivable, net			5,197,894	3	5,218,154
	4	Accounts receivable, net			73,597,066	4	82,531,146
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L			0	6	0
	7	Notes and loans receivable, net			0	7	0
	8	Inventories for sale or use			1,890,127	8	2,011,152
	9	Prepaid expenses and deferred charges			7,588,226	9	7,230,157
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	1,047,106,287			
	b	Less: accumulated depreciation	10b	380,115,928	544,600,675	10c	666,990,359
	11	Investments—publicly traded securities			724,989,338	11	630,928,045
	12	Investments—other securities. See Part IV, line 11			85,982,204	12	127,124,232
	13	Investments—program-related. See Part IV, line 11			0	13	0
	14	Intangible assets			159,340	14	1,461,736
	15	Other assets. See Part IV, line 11			15,184,008	15	5,961,392
	16	Total assets. Add lines 1 through 15 (must equal line 34)			1,588,536,435	16	1,670,510,557
Liabilities	17	Accounts payable and accrued expenses			93,534,923	17	110,725,564
	18	Grants payable			0	18	0
	19	Deferred revenue			2,225,708	19	2,668,048
	20	Tax-exempt bond liabilities			369,353,558	20	367,621,944
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			0	22	0
	23	Secured mortgages and notes payable to unrelated third parties			0	23	0
	24	Unsecured notes and loans payable to unrelated third parties			0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			135,507,064	25	181,399,424
	26	Total liabilities. Add lines 17 through 25			600,621,253	26	662,414,980
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			592,385,781	27	618,341,558
	28	Temporarily restricted net assets			390,417,294	28	384,491,578
	29	Permanently restricted net assets			5,112,107	29	5,262,441
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			987,915,182	33	1,008,095,577
	34	Total liabilities and net assets/fund balances			1,588,536,435	34	1,670,510,557

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	811,916,293
2	Total expenses (must equal Part IX, column (A), line 25)	2	716,676,450
3	Revenue less expenses Subtract line 2 from line 1	3	95,239,843
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	987,915,182
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-75,059,448
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,008,095,577

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☐

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization THE NEMOURS FOUNDATION	Employer identification number 59-0634433
--	--

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3

☒

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10

☐

An organization organized and operated exclusively to test for public safety Se**section 509(a)(4).**

11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						


Section B. Total Support							
Calendar year (or fiscal year beginning in)		(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7	Amounts from line 4						
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11	Total support (Add lines 7 through 10)						
12	Gross receipts from related activities, etc (See instructions)					12	
13	First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage			
14	Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	
15	Public Support Percentage for 2010 Schedule A, Part II, line 14	15	
16a	33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b	33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a	10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
b	10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
18	Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		




Part IIIPart III

Support Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here 						

Section C. Computation of Public Support Percentage		
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions 		

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

If the organization answered “Yes,” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered “Yes,” to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization THE NEMOURS FOUNDATION	Employer identification number 59-0634433
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV	
2	Political expenditures	▶ \$
3	Volunteer hours	

Part I-B Complete if the organization is exempt under section 501(c)(3).

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> No
b	If "Yes," describe in Part IV	

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities	▶ \$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$
4	Did the filing organization file Form 1120-POL for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	2,000													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	477,339													
c	Total lobbying expenditures (add lines 1a and 1b)	479,339													
d	Other exempt purpose expenditures	716,197,111													
e	Total exempt purpose expenditures (add lines 1c and 1d)	716,676,450													
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000													
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000													
h	Subtract line 1g from line 1a If zero or less, enter -0-	0													
i	Subtract line 1f from line 1c If zero or less, enter -0-	0													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	535,041	318,455	310,156	479,339	1,642,991
d Grassroots non-taxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures	2,000	2,000	2,000	2,000	8,000

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities? If "Yes," describe in Part IV			
j	Total lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

		Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1	
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV

Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
SchC_P2A_S00_L01a	Schedule C, Part II-A, Line 1a	NEMOURS IS NOT AFFILIATED WITH ANY GROUPS AND DID NOT EXCEED EITHER THE LOBBYING OR GRASS ROOTS EXPENDITURE CEILING

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE NEMOURS FOUNDATION

Employer identification number
59-0634433

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)☐ Preservation of an historically importantly land area
☐ Protection of natural habitat☐ Preservation of a certified historic structure
☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4

Number of states where property subject to conservation easement is located ► _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
► \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

► \$ _____ 0

(ii) Assets included in Form 990, Part X

► \$ _____ 3,386,733

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

► \$ _____ 0

b

Assets included in Form 990, Part X

► \$ _____ 0

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2011

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☒

Public exhibition

b

☐

Scholarly research

c

☒

Preservation for future generations

d

☒

Loan or exchange programs

e

☐

Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☒ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance	392,975,995	367,585,658	332,209,589	491,454,901	
b Contributions	4,406,956	2,176,291	3,615,644	1,989,556	
c Investment earnings or losses	-581,412	37,275,018	46,910,682	-145,985,744	
d Grants or scholarships	0	0	0	0	
e Other expenditures for facilities and programs	11,968,151	13,764,709	15,034,448	14,229,620	
f Administrative expenses	297,525	296,263	115,809	1,019,504	
g End of year balance	384,535,863	392,975,995	367,585,658	332,209,589	

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 0 %

b

Permanent endowment ▶ 1 2 %

c

Term endowment ▶ 98 8 %

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

3a(i)

No

3a(ii)

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	106,095	92,185,815		92,291,910
b Buildings	0	337,285,621	179,349,453	157,936,168
c Leasehold improvements	0	13,907,509	8,515,677	5,391,832
d Equipment	0	295,608,955	192,250,798	103,358,157
e Other	0	308,012,292	0	308,012,292
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				666,990,359

Schedule D (Form 990) 2011

Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	811,916,293
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	716,676,450
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	95,239,843
4	Net unrealized gains (losses) on investments	4	-2,548,255
5	Donated services and use of facilities	5	0
6	Investment expenses	6	0
7	Prior period adjustments	7	0
8	Other (Describe in Part XIV)	8	-72,511,193
9	Total adjustments (net) Add lines 4 - 8	9	-75,059,448
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	20,180,395

Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	771,537,354
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-2,548,255
b	Donated services and use of facilities	2b	0
c	Recoveries of prior year grants	2c	0
d	Other (Describe in Part XIV)	2d	-10,122,447
e	Add lines 2a through 2d	2e	-12,670,702
3	Subtract line 2e from line 1	3	784,208,056
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	0
b	Other (Describe in Part XIV)	4b	27,708,237
c	Add lines 4a and 4b	4c	27,708,237
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	811,916,293

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	695,148,116
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	0
b	Prior year adjustments	2b	0
c	Other losses	2c	0
d	Other (Describe in Part XIV)	2d	-21,417,473
e	Add lines 2a through 2d	2e	-21,417,473
3	Subtract line 2e from line 1	3	716,565,589
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	0
b	Other (Describe in Part XIV)	4b	110,861
c	Add lines 4a and 4b	4c	110,861
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	716,676,450

Part XIVSupplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
SchD_P03_S00_L04	Schedule D, Part III, Line 4	COLLECTIONS OF ART THE NEMOURS MANSION IS THE 300-ACRE COUNTRY ESTATE OF THE LATE INDUSTRIALIST AND PHILANTHROPIST ALFRED I DUPONT THE MANSION IS LOCATED ON THE GROUNDS OF THE RENOWNED ALFRED I DUPONT HOSPITAL FOR CHILDREN IN WILMINGTON, DELAWARE IT DERIVES ITS NAME FROM THE TOWN IN FRANCE REPRESENTED BY MR DUPONT'S GREAT-GREAT-GRANDFATHER, PIERRE SAMUEL DUPONT DE NEMOURS, AS A MEMBER OF THE FRENCH ESTATES GENERAL IN 1789 THE MANSION WAS BUILT FROM 1909 TO 1910 AND IS A FINE EXAMPLE OF A FRENCH CHATEAU IN THE STYLE OF LOUIS XVI THE 47,000 SQ FT MANSION LOOMS OVER THE SURROUNDING FORMAL GARDENS AND IS FURNISHED WITH FINE ANTIQUES, FAMOUS WORKS OF ART, BEAUTIFUL TAPESTRIES, AND OTHER TREASURES THE GROUNDS SURROUNDING THE MANSION EXTEND FOR ONE THIRD OF A MILE ALONG THE MAIN VISTA FROM THE HOUSE, AND ARE AMONG THE FINEST EXAMPLES OF FRENCH-STYLE GARDENS IN THE UNITED STATES THE MANSION AND GARDENS ARE OPEN FOR TOURS BETWEEN MAY AND DECEMBER TOUR GROUPS ARE KEPT SMALL AND INCLUDE EXPERT COMMENTARY BY GUIDES FAMILIAR WITH THE DUPONT FAMILY HISTORY
SchD_P05_S00_L04	Schedule D, Part V, Line 4	NEMOURS' ENDOWMENTS HAVE BEEN ESTABLISHED FOR A VARIETY OF PURPOSES INCLUDING OPHTHALMOLOGY AND DENTAL RESEARCH
SchD_P11_S00_L08	Schedule D, Part XI, Line 8	RECONCILIATION OF CHANGE IN NET ASSETS FROM FORM 990 TO AUDITED FINANCIAL STATEMENTS PENSION LIABILITY ADJUSTMENT (\$51,942,808) + TEMPORARILY RESTRICTED UNREALIZED LOSSES + (\$20,568,385) = (\$72,511,193)
SchD_P12_S00_L02d	Schedule D, Part XII, Line 2d	RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STATEMENTS WITH REVENUE PER RETURN NET ASSETS RELEASED FROM RESTRICTION - ED BALL \$10,384,796 + NET ASSETS RELEASED FROM RESTRICTION - DONATIONS \$1,583,354 + BAD DEBT EXPENSE (\$22,090,597) = (\$10,122,447)
SchD_P12_S00_L04b	Schedule D, Part XII, Line 4b	RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STATEMENTS WITH REVENUE PER RETURN TEMP RESTRICTED CONTRIBUTIONS AND PLEDGES \$7,073,567 + TEMP RESTRICTED INVESTMENT INCOME \$4,437,981 + TEMP RESTRICTED REALIZED GAINS/(LOSSES) \$15,360,468 + TAX EXEMPT BOND REVENUE \$2 + RENTAL EXPENSES (\$173,017) + FUNDRAISING EXPENSES (\$423,709) + GAIN ON LAND VALUATION - MARKET VALUE CHANGE \$1,509,345 + PHYSICIAN SERVICES PROVIDED BY NCCW TO NHPS (\$76,400) = \$27,709,237
SchD_P13_S00_L02d	Schedule D, Part XIII, Line 2d	RECONCILIATION OF EXPENSES PER AUDITED FINANCIAL STATEMENTS BAD DEBT EXPENSE (\$22,090,597) + TAX EXEMPT BOND REVENUE (\$2) + RENTAL EXPENSES \$173,017 + FUNDRAISING EXPENSES \$423,709 + PHYSICIAN SERVICES PROVIDED BY NCCW TO NHPS \$76,400 00 = (\$21,417,473)
SchD_P13_S00_L04b	Schedule D, Part XIII, Line 4b	RECONCILIATION OF EXPENSES PER AUDITED FINANCIAL STATEMENTS TEMP RESTRICTED INVESTMENT EXPENSES \$109,653 + TEMP RESTRICTED OCCUPANCY EXPENSES \$1,208 = \$110,861

3 Activites per Region (Use Part V If additional space is needed)

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat No 50082W Schedule F (Form 990) 2011

1

(i) Method of valuation
(book, FMV, appraisal, other)

3 Enter total number of other organizations or entities

Part III

[illegible]

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)*

☒ Yes ☐ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If " Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*

☐ Yes ☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)*

☒ Yes ☐ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)*

☒ Yes ☐ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)*

☒ Yes ☐ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).*

☐ Yes ☒ No

Supplemental Information

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

[illegible]

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
THE NEMOURS FOUNDATION

Employer identification number
59-0634433

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1

Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a

☐ Mail solicitations

b

☐ Internet and e-mail solicitations

c

☐ Phone solicitations

d

☐ In-person solicitations

e

☐ Solicitation of non-government grants

f

☐ Solicitation of government grants

g

☐ Special fundraising events

2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ Yes ☐ No

b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total ▶						

3

List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II Fundraising Events.

Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events	
		<u>DELAWARE GALA</u> (event type)	<u>JACKSONVILLE GALA</u> (event type)	<u>4</u> (total number)	(Add col (a) through col (c))	
Revenue	1	Gross receipts	383,495	246,270	380,428	1,010,193
	2	Less Charitable contributions	251,376	203,820	351,846	807,042
	3	Gross income (line 1 minus line 2)	132,119	42,450	28,582	203,151
Direct Expenses	4	Cash prizes	0	0	0	0
	5	Non-cash prizes	0	0	0	0
	6	Rent/facility costs	82,460	4,875	44,763	132,098
	7	Food and beverages	80,011	45,365	28,041	153,417
	8	Entertainment	9,895	5,810	1,814	17,519
	9	Other direct expenses	15,932	29,970	74,773	120,675
	10	Direct expense summary Add lines 4 through 9 in column (d). ▶				(423,709)
	11	Net income summary Combine lines 3 and 10 in column (d). ▶				-220,558

Part III Gaming.

Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

Revenue		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				()
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain _____

- 11

Does the organization operate gaming activities with nonmembers?

Yes

No
- 12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

Yes

No

13

Indicate the percentage of gaming activity operated in

a	The organization's facility	13a
b	An outside facility	13b

14

Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name

Address

15a

Does the organization have a contract with a third party from whom the organization receives gaming revenue?

Yes

No

b

If "Yes," enter the amount of gaming revenue received by the organization \$ and the amount of gaming revenue retained by the third party \$

c

If "Yes," enter name and address

Name

Address

16

Gaming manager information

Name

Gaming manager compensation

\$

Description of services provided

Director/officer

Employee

Independent contractor

17

Mandatory distributions

a

Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

Yes

No

b

Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$

Part IV

Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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SCHEDULE H
(Form 990)

Department of the Treasury
Internal Revenue Service

Hospitals

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, question 20.**
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE NEMOURS FOUNDATION

Employer identification number
59-0634433

Part I

Charity Care and Certain Other Community Benefits at Cost

		Yes	No	
1a	Did the organization have a charity care policy? If "No," skip to question 6a	1a	Yes	
b	If "Yes," is it a written policy?	1b	Yes	
2	If the organization had multiple hospitals, indicate which of the following best describes application of the charity care policy to the various hospitals <div><input checked="" type="checkbox"/> Applied uniformly to all hospitals <input type="checkbox"/> Generally tailored to individual hospitals</div> <div><input type="checkbox"/> Applied uniformly to most hospitals</div>			
3	Answer the following based on the charity care eligibility criteria that applies to the largest number of the organization's patients during the tax year a Did the organization use Federal Poverty Guidelines (FPG) to determine eligibility for providing <i>free</i> care? If "Yes," indicate which of the following is the FPG family income limit for eligibility for free care <div><input type="checkbox"/> 100%<input type="checkbox"/> 150%<input type="checkbox"/> 200%<input checked="" type="checkbox"/> Other <u>2.50 %</u></div> b Did the organization use FPG to determine eligibility for providing <i>discounted</i> care? If "Yes," indicate which of the following is the family income limit for eligibility for discounted care <div><input type="checkbox"/> 200%<input type="checkbox"/> 250%<input type="checkbox"/> 300%<input type="checkbox"/> 350%<input checked="" type="checkbox"/> 400%<input type="checkbox"/> Other _____%</div> c If the organization did not use FPG to determine eligibility, describe in Part VI the income based criteria for determining eligibility for free or discounted care Include in the description whether the organization uses an asset test or other threshold, regardless of income, to determine eligibility for free or discounted care	3a	Yes	
4	Did the organization's policy provide free or discounted care to the "medically indigent"?	4	Yes	
5a	Did the organization budget amounts for free or discounted care provided under its financial assistance policy during the tax year?	5a		No
b	If "Yes," did the organization's charity care expenses exceed the budgeted amount?	5b		
c	If "Yes" to line 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligible for free or discounted care?	5c		
6a	Did the organization prepare a community benefit report during the tax year?	6a	Yes	
6b	If "Yes," did the organization make it available to the public?	6b	Yes	
Complete the following table using the worksheets provided in the Schedule H instructions Do not submit these worksheets with the Schedule H				

7

Charity Care and Certain Other Community Benefits at Cost

Charity Care and Means-Tested Government Programs	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community benefit expense	(d) Direct offsetting revenue	(e) Net community benefit expense	(f) Percent of total expense
a Charity care at cost (from Worksheet 1)			6,833,960	805,393	6,028,567	0 87 %
b Medicaid (from Worksheet 3, column a)			271,565,869	224,068,409	47,497,460	6 83 %
c Costs of other means-tested government programs (from Worksheet 3, column b)			0	0	0	0 %
d Total Charity Care and Means-Tested Government Programs	0	0	278,399,829	224,873,802	53,526,027	7 70 %
Other Benefits						
e Community health improvement services and community benefit operations (from Worksheet 4)			29,882,771	4,370,052	25,512,719	3 67 %
f Health professions education (from Worksheet 5)			9,785,270	4,319,633	5,465,637	0 79 %
g Subsidized health services (from Worksheet 6)			0	0	0	0 %
h Research (from Worksheet 7)			24,837,612	8,153,608	16,684,004	2 4 %
i Cash and in-kind contributions for community benefit (from Worksheet 8)			574,825	0	574,825	0 08 %
j Total Other Benefits	0	0	65,080,478	16,843,293	48,237,185	6 94 %
k Total. Add lines 7d and 7j	0	0	343,480,307	241,717,095	101,763,212	14 64 %

Part IICommunity Building Activities

Complete this table if the organization conducted any community building activities.

	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community building expense	(d) Direct offsetting revenue	(e) Net community building expense	(f) Percent of total expense
1Physical improvements and housing						
2Economic development						
3Community support						
4Environmental improvements						
5Leadership development and training for community members						
6Coalition building						
7Community health improvement advocacy						
8Workforce development						
9Other						
10Total						

Part IIIBad Debt, Medicare, & Collection Practices

Section A. Bad Debt Expense

		Yes	No
1Did the organization report bad debt expense in accordance with Heathcare Financial Management Association Statement No. 15?	1	Yes	
2Enter the amount of the organization's bad debt expense	2	9,662,534	
3Enter the estimated amount of the organization's bad debt expense attributable to patients eligible under the organization's charity care policy	3	0	
4Provide in Part VI the text of the footnote to the organization's financial statements that describes bad debt expense. In addition, describe the costing methodology used in determining the amounts reported on lines 2 and 3, and rationale for including a portion of bad debt amounts as community benefit.			

Section B. Medicare

5Enter total revenue received from Medicare (including DSH and IME)	5	649,475	
6Enter Medicare allowable costs of care relating to payments on line 5	6	838,423	
7Subtract line 6 from line 5. This is the surplus or (shortfall)	7	-188,948	
8Describe in Part VI the extent to which any shortfall reported in line 7 should be treated as community benefit. Also describe in Part VI the costing methodology or source used to determine the amount reported on line 6. Check the box that describes the method used: <input type="checkbox"/> Cost accounting system <input type="checkbox"/> Cost to charge ratio <input checked="" type="checkbox"/> Other			

Section C. Collection Practices

9aDid the organization have a written debt collection policy during the tax year?	9a		No
bIf "Yes," did the organization's collection policy that applied to the largest number of its patients during the tax year contain provisions on the collection practices to be followed for patients who are known to qualify for financial assistance? Describe in Part VI.	9b		

Part IVManagement Companies and Joint Ventures (see instructions)

(a) Name of entity	(b) Description of primary activity of entity	(c) Organization's profit % or stock ownership %	(d) Officers, directors, trustees, or key employees' profit % or stock ownership%	(e) Physicians' profit % or stock ownership %
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				

Section A. Hospital Facilities

(list in order of size from largest to smallest)

How many hospital facilities did the organization operate during the tax year? 1

Name and address

[illegible]

Part V Facility Information (continued)

Section B. Facility Policies and Practices.

(Complete a separate Section B for each of the hospital facilities listed in Part V, Section A)

ALFRED I DUPONT HOSPITAL FOR CHILDREN

Name of Hospital Facility: _____

Line Number of Hospital Facility (from Schedule H, Part V, Section A): _____1_____

	Yes	No
Community Health Needs Assessment (Lines 1 through 7 are optional for 2011)		
1 During the tax year or any prior tax year, did the hospital facility conduct a community health needs assessment ("Needs Assessment")? If "No," skip to question 8 If "Yes," indicate what the Needs Assessment describes (check all that apply) a <input type="checkbox"/> A definition of the community served by the hospital facility b <input type="checkbox"/> Demographics of the community c <input type="checkbox"/> Existing health care facilities and resources within the community that are available to respond to the health needs of the community d <input type="checkbox"/> How data was obtained e <input type="checkbox"/> The health needs of the community f <input type="checkbox"/> Primary and chronic disease needs and other health issues of uninsured persons, low-income persons, and minority groups g <input type="checkbox"/> The process for identifying and prioritizing community health needs and services to meet those needs h <input type="checkbox"/> The process for consulting with persons representing the community's interests i <input type="checkbox"/> Information gaps that limit the hospital facility's ability to assess the community's health needs j <input type="checkbox"/> Other (describe in Part VI)	1	No
2 Indicate the tax year the hospital facility last conducted a Needs Assessment 20 ____		
3 In conducting its most recent Needs Assessment, did the hospital facility take into account input from persons who represent the community served by the hospital facility? If "Yes," describe in Part VI how the hospital facility took into account input from persons who represent the community, and identify the persons the hospital facility consulted	3	
4 Was the hospital facility's Needs Assessment conducted with one or more other hospital facilities? If "Yes," list the other hospital facilities in Part VI	4	
5 Did the hospital facility make its Needs Assessment widely available to the public? If "Yes," indicate how the Needs Assessment was made widely available (check all that apply) a <input type="checkbox"/> Hospital facility's website b <input type="checkbox"/> Available upon request from the hospital facility c <input type="checkbox"/> Other (describe in Part VI)	5	
6 If the hospital facility addressed needs identified in its most recently conducted Needs Assessment, indicate how (check all that apply) a <input type="checkbox"/> Adoption of an implementation strategy to address the health needs of the hospital facility's community b <input type="checkbox"/> Execution of the implementation strategy c <input type="checkbox"/> Development of a community-wide community benefit plan for the facility d <input type="checkbox"/> Participation in community-wide community benefit plan e <input type="checkbox"/> Inclusion of a community benefit section in operational plans f <input type="checkbox"/> Adoption of a budget for provision of services that address the needs identified in the CHNA g <input type="checkbox"/> Prioritization of health needs in the community h <input type="checkbox"/> Prioritization of services that the hospital facility will undertake to meet health needs in its community i <input type="checkbox"/> Other (describe in Part VI)		
7 Did the hospital facility address all of the needs identified in its most recently conducted Needs Assessment? If "No," explain in Part VI which needs it has not addressed together with the reasons why it has not addressed such needs	7	
Financial Assistance Policy		
Did the hospital facility have in place during the tax year a written financial assistance policy that		
8 Explains eligibility criteria for financial assistance, and whether such assistance includes free or discounted care?	8	Yes
9 Used federal poverty guidelines (FPG) to determine eligibility for providing free care? If "Yes," indicate the FPG family income limit for eligibility for free care <u>250</u> % If "No," explain in Part VI the criteria the hospital facility used	9	Yes

Part V

Facility Information (continued)

		Yes	No	
10	Used FPG to determine eligibility for providing discounted care? If "Yes," indicate the FPG family income limit for eligibility for discounted care <u>400</u> % If "No," explain in Part VI the criteria the hospital facility used	10	Yes	
11	Explained the basis for calculating amounts charged to patients? If "Yes," indicate the factors used in determining such amounts (check all that apply) a <input checked="" type="checkbox"/> Income level b <input checked="" type="checkbox"/> Asset level c <input type="checkbox"/> Medical indigency d <input type="checkbox"/> Insurance status e <input type="checkbox"/> Uninsured discount f <input type="checkbox"/> Medicaid/Medicare g <input type="checkbox"/> State regulation h <input type="checkbox"/> Other (describe in Part VI)	11	Yes	
12	Explained the method for applying for financial assistance?	12	Yes	
13	Included measures to publicize the policy within the community served by the hospital facility? If "Yes," indicate how the hospital facility publicized the policy (check all that apply) a <input checked="" type="checkbox"/> The policy was posted at all times on the hospital facility's web site b <input type="checkbox"/> The policy was attached to all billing invoices c <input type="checkbox"/> The policy was posted in the hospital facility's emergency rooms or waiting rooms d <input type="checkbox"/> The policy was posted in the hospital facility's admissions offices e <input checked="" type="checkbox"/> The policy was provided, in writing, to patients upon admission to the hospital facility f <input checked="" type="checkbox"/> The policy was available upon request g <input checked="" type="checkbox"/> Other (describe in Part VI)	13	Yes	

Billing and Collections

14	Did the hospital facility have in place during the tax year a separate billing and collections policy, or a written financial assistance policy (FAP) that explained actions the hospital facility may take upon non-payment?	14	Yes	
15	Check all of the following collection actions against an individual that were permitted under the hospital facility's policies during the tax year before making reasonable efforts to determine the patient's eligibility under the facility's FAP a <input type="checkbox"/> Reporting to credit agency b <input type="checkbox"/> Lawsuits c <input type="checkbox"/> Liens on residences d <input type="checkbox"/> Body attachments or arrests e <input checked="" type="checkbox"/> Other similar actions (describe in Part VI)			
16	Did the hospital facility or an authorized third party perform any of the following actions during the tax year before making reasonable efforts to determine the patient's eligibility under the facility's FAP? If "Yes," check all actions in which the hospital facility or a third party engaged a <input type="checkbox"/> Reporting to credit agency b <input type="checkbox"/> Lawsuits c <input type="checkbox"/> Liens on residences d <input type="checkbox"/> Body attachments e <input type="checkbox"/> Other similar actions (describe in Part VI)	16		No
17	Indicate which efforts the hospital facility made before initiating any of the actions checked in question 16 (check all that apply) a <input type="checkbox"/> Notified patients of the financial assistance policy upon admission b <input type="checkbox"/> Notified patients of the financial assistance policy prior to discharge c <input type="checkbox"/> Notified patients of the financial assistance policy in communications with the patients regarding the patients' bills d <input type="checkbox"/> Documented its determination of whether patients were eligible for financial assistance under the hospital facility's financial assistance policy e <input type="checkbox"/> Other (describe in Part VI)			

Part V

Facility Information (continued)

Policy Relating to Emergency Medical Care

		Yes	No
18	Did the hospital facility have in place during the tax year a written policy relating to emergency medical care that requires the hospital facility to provide, without discrimination, care for emergency medical conditions to individuals regardless of their eligibility under the hospital facility's financial assistance policy? If "No," indicate why	Yes	
a	<input type="checkbox"/> The hospital facility did not provide care for any emergency medical conditions		
b	<input type="checkbox"/> The hospital facility's policy was not in writing		
c	<input type="checkbox"/> The hospital facility limited who was eligible to receive care for emergency medical conditions (describe in Part VI)		
d	<input type="checkbox"/> Other (describe in Part VI)		

Individuals Eligible for Financial Assistance

19	Indicate how the hospital facility determined, during the tax year, the maximum amounts that can be charged to FAP-eligible individuals for emergency or other medically necessary care		
a	<input type="checkbox"/> The hospital facility used its lowest negotiated commercial insurance rate when calculating the maximum amounts that can be charged		
b	<input type="checkbox"/> The hospital facility used the average of it's three lowest negotiated commercial insurance rates when calculating the maximum amounts that can be charged		
c	<input type="checkbox"/> The hospital facility used the Medicare rates when calculating the maximum amounts that can be charged		
d	<input type="checkbox"/> Other (describe in Part VI)		
20	Did the hospital facility charge any of its patients who were eligible for assistance under the hospital facility's financial assistance policy, and to whom the hospital facility provided emergency or other medically necessary services, more than the amounts generally billed to individuals who had insurance covering such care? If "Yes," explain in Part VI		No
21	Did the hospital facility charge any of its FAP-eligible patients an amount equal to the gross charge for services provided to that patient? If "Yes," explain in Part VI		No

Part V

Facility Information (continued)

Section C. Other Facilities That Are Not Licensed, Registered, or Similarly Recognized as a Hospital Facility

(list in order of size from largest to smallest)

How many non-hospital facilities did the organization operate during the tax year? 42

Name and address	Type of Facility (Describe)
1 See Additional Data Table	
2	
3	
4	
5	
6	
7	
8	
9	
10	

Part VI

Supplemental Information

Complete this part to provide the following information

- 1
- Required descriptions.** Provide the descriptions required for Part I, lines 3c, 6a, and 7, Part II, Part III, lines 4, 8, and 9b, and Part V, Section B, lines 1j, 3, 4, 5c, 6i, 7, 9, 10, 11h, 13g, 15e, 16e, 17e, 18d, 19d, 20, and 21
- 2
- Community health needs assessment.** Describe how the organization assesses the health care needs of the communities it serves, in addition to any community health needs assessments reported in Part V, Section B
- 3
- Patient education of eligibility for assistance.** Describe how the organization informs and educates patients and persons who may be billed for patient care about their eligibility for assistance under federal, state, or local government programs or under the organization's financial assistance policy
- 4
- Community information.** Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves
- 5
- Promotion of community health.** Provide any other information important to describing how the organization's hospital facilities or other health care facilities further its exempt purpose by promoting the health of the community (e g , open medical staff, community board, use of surplus funds, etc)
- 6
- Affiliated health care system.** If the organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communities served
- 7
- State filing of community benefit report.** If applicable, identify all states with which the organization, or a related organization, files a community benefit report

Identifier	ReturnReference	Explanation
SchH_P01_S00_L06a	Schedule H, Part I, Line 6a	A COPY OF THE COMMUNITY BENEFIT REPORT CAN BE FOUND AT HTTP //WWW.NEMOURS.ORG/MEDIAROOM/KIT/PUBLICATION.HTML

Identifier	ReturnReference	Explanation
SchH_P01_S00_L07	Schedule H, Part I, Line 7	<p>THE AMOUNTS INCLUDED IN PART I, LINES 7A-B WERE CALCULATED UTILIZING THE METHODOLOGY PROVIDED IN THE VARIOUS WORKSHEETS INCLUDED IN THE INSTRUCTIONS FOR SCHEDULE H OF FORM 990. SUCH WORKSHEETS INCLUDE WORKSHEET 1, CHARITY CARE AT COST, WORKSHEET 2, RATIO OF PATIENT CARE COST-TO-CHARGES AND WORKSHEET 3, UNREIMBURSED MEDICAID AND OTHER MEANS-TESTED GOVERNMENT PROGRAM. PROGRAM SERVICE ACCOMPLISHMENTS LINES 7A-B AND FORM 990, PART III, QUESTION 4A. NEMOURS' MISSION IS TO "PROVIDE LEADERSHIP, INSTITUTIONS, AND SERVICES TO RESTORE AND IMPROVE THE HEALTH OF CHILDREN THROUGH CARE AND PROGRAMS NOT READILY AVAILABLE, WITH ONE HIGH STANDARD OF QUALITY AND DISTINCTION REGARDLESS OF THE RECIPIENT'S FINANCIAL STATUS." AT NEMOURS, OUR PLAN TO DO THAT BEGINS BEFORE ILLNESS OR INJURY WITH OUR INTEGRATED MODEL OF CARE. WE BEGIN WITH EDUCATION THROUGH THE NEMOURS CENTER FOR CHILDREN'S HEALTH MEDIA AND KIDSHEALTH. THEN, ADD PREVENTION IN OUR COMMUNITIES WITH THE PERSPECTIVE OF NEMOURS HEALTH & PREVENTION SERVICES AND LITERACY AIDED BY OUR BRIGHTSTART[®] DYSLEXIA INITIATIVE. IN THE CENTER ARE HEALTH OPERATIONS, RESEARCH AND EDUCATION-STAPLES OF AN ACADEMIC ENVIRONMENT PROVIDING THE RIGHT COMBINATION OF EVIDENCE-BASED HEALTH SERVICES. TWO MORE INGREDIENTS ENABLE NEMOURS TO ENERGIZE THIS POWERFUL MIX: INNOVATION AND TECHNOLOGY. OUR MODEL OF CARE HAS GAINED DEFINITION FROM OUR FAMILIES AND EXPERTS IN THE FIELD WHO SOUGHT THE "IDEAL" COMBINATION OF SERVICES THROUGHOUT NEMOURS. THE MODEL IS FAMILY-CENTERED AND INCORPORATES WHAT WE HAVE FOUND TO WORK IN GUARDING THE HEALTHY, JOYFUL LIFE EXPERIENCE OF A CHILD: WHETHER HOSPITALIZED OR VISITING FOR A CHECK-UP, CHILDREN AND FAMILIES FIND A CENTRALIZED, PLEASANT RECEPTION AREA WHERE THE SAME NURSES, PHYSICIANS AND THERAPISTS GREET THEM. PATIENT FAMILIES ALSO FIND ADVICE AND CAN REPORT PROGRESS ELECTRONICALLY FROM A REMOTE LOCATION. OUR EYE IS ON THE BEST HEALTH AND QUALITY OUTCOMES, MEASURED AND MONITORED ACCORDING TO ESTABLISHED BENCHMARKS AND SATISFACTION AS REPORTED BY THE CHILDREN AND FAMILIES WHO HAVE HELPED DEFINE THE MODEL. NEMOURS CHILDREN'S CLINIC LOCATIONS PROVIDE SERVICES AT SEVERAL PRIMARY AND SATELLITE LOCATIONS RANGING FROM PRIMARY CARE TO SUB-SPECIALTY CARE IN THE DELAWARE VALLEY, AND SUB-SPECIALTY CARE IN FLORIDA. THESE LOCATIONS ARE LISTED IN SCHEDULE H, PART V, SECTION A AND C. IN THE DELAWARE VALLEY, CARE WAS PROVIDED TO OVER 153,000 NEMOURS CHILDREN'S CLINIC PATIENTS DURING MORE THAN 385,000 OUTPATIENT VISITS. NEMOURS CHILDREN'S CLINIC FLORIDA LOCATIONS TREATED NEARLY 108,000 PATIENTS DURING OVER 240,000 CLINIC AND OUTPATIENT VISITS. COMMUNITY BENEFIT: NEMOURS IS UNIQUE AMONG PEDIATRIC HEALTH CARE SYSTEMS, PROVIDING TREATMENT, CARE, HEALTH INFORMATION AND PREVENTION SERVICES THAT FORM A CONTINUUM OF CARE AIMED AT ACHIEVING OUR VISION OF FREEDOM FROM DISABLING CONDITIONS. ALFRED I. DUPONT ENVISIONED A WORLD WHERE ALL CHILDREN COULD RECEIVE TOP-NOTCH MEDICAL CARE, ESPECIALLY CHILDREN DISABLED IN SOME WAY. AT NEMOURS, WE DEMONSTRATE SOUND STEWARDSHIP BY STAYING TRUE TO MR. DUPONT'S VISION. IN 2011, NEMOURS CARED FOR MORE THAN 290,000 UNIQUE PATIENTS WHO EXPERIENCED MORE THAN 1,000,000 ENCOUNTERS, NEARLY 650,000 CLINIC AND OUTPATIENT VISITS, AND NEARLY 45,000 HOSPITAL DAYS OF THESE VISITS, MORE THAN 115,000 WERE NEW PATIENTS. DURING 2011, NEMOURS PROVIDED CARE AND SERVICES TOTALING MORE THAN \$500 MILLION FOR OUR COMMUNITIES THROUGHOUT THE DELAWARE VALLEY, FLORIDA AND BEYOND. COMMUNITY HEALTH IMPROVEMENT SERVICES AND COMMUNITY BENEFIT OPERATIONS: DURING 2011, NEMOURS CONTINUED TO FOCUS ON LEADERSHIP AND PROGRAMS DEALING WITH NOT JUST HEALTH CARE, BUT ALSO AREAS OF CHILDREN'S HEALTH PROMOTION AND DISEASE PREVENTION. THROUGH NEMOURS HEALTH & PREVENTION SERVICES, NEMOURS CENTER FOR CHILDREN'S HEALTH MEDIA, NEMOURS BRIGHTSTART[®] AND OTHERS, NEMOURS SUBSIDIZED PREVENTION AND CHILDREN'S HEALTH PROGRAMS IN EXCESS OF \$21 MILLION IN 2011. NEMOURS PROVIDED A VARIETY OF COMMUNITY HEALTH SERVICES FOR 5,900 OF DELAWARE'S LOW-INCOME SENIOR CITIZENS OF APPROXIMATELY \$4.5 MILLION. THESE OUTPATIENT HEALTH CARE SERVICES INCLUDED DENTAL CARE, EYE EXAMINATIONS AND EYEGLASSES, AS WELL AS HEARING TESTS AND HEARING AIDS AT THE NEMOURS SENIORCARE RESEARCH. NEMOURS CONTINUES TO IMPROVE CHILDREN'S LIVES THROUGH THE POWER OF DISCOVERY. HOWEVER, NEW DISCOVERIES ARE NOT ENOUGH. WE ARE INTEGRATING RESEARCH FINDINGS AT THE BEDSIDE AND EXAM ROOM WHERE IT HAS THE GREATEST IMPACT ON CHILDREN. IN TOTAL, NEMOURS SUBSIDIZED HEALTH RESEARCH BY OVER \$14 MILLION DURING 2011. EDUCATION & TRAINING OF HEALTH PROFESSIONALS: NEMOURS CONTINUES TO TRAIN THE NEXT GENERATION OF PEDIATRIC SPECIALISTS THROUGH AFFILIATIONS WITH THOMAS JEFFERSON UNIVERSITY, THE MAYO CLINIC MEDICAL COLLEGE AND OTHERS. IN 2011, NEMOURS HOSTED 626 RESIDENTS AND 906 MEDICAL STUDENTS WHILE PROVIDING FELLOWSHIP ROTATIONS FOR 103 PHYSICIANS. NEMOURS SUPPORTED EDUCATION AND TRAINING PROGRAMS FOR HEALTH PROFESSIONALS IN EXCESS OF \$8 MILLION UNCOMPENSATED.</p>

Identifier	ReturnReference	Explanation
SchH_P01_S00_L07	Schedule H, Part I, Line 7	MEDICAL CARE NEMOURS' SERVICES CLASSIFIED AS "CHARITY CARE" OR WHERE THE RECIPIENT COULD NOT AFFORD SERVICES OR LACKED ADEQUATE HEALTH INSURANCE EXCEEDED \$4 MILLION IN 2011 NEMO URS ALSO COVERS THE COSTS IN EXCESS OF GOVERNMENT PAYMENTS FOR SERVICES PROVIDED TO MEDICA ID AND OTHER PUBLIC HEALTH BENEFICIARIES OF OVER \$52 MILLION WITH AN ADDITIONAL \$24 MILLIO N IN UNCOLLECTED PATIENT CARE CHARGES WRITTEN OFF BY NEMOURS DURING EH SAME PERIOD ALL TO TALED, UNCOMPENSATED CARE FOR 2011 APPROXIMATES \$80 MILLION

Identifier	ReturnReference	Explanation
SchH_P01_S00_L072f	Schedule H, Part I, Line 7, Column f	NEMOURS INCLUDED PROVISION FOR BAD DEBT (BAD DEBT EXPENSE) IN FORM 990, PART IX, LINE 24 OF \$22,090,597 SUCH AMOUNT WAS SUBTRACTED FROM TOTAL EXPENSES OF \$716,735,588 FOR PURPOSES OF DETERMINING PERCENT OF TOTAL EXPENSE CALCULATIONS

Identifier	ReturnReference	Explanation
SchH_P03_S0A_L04	Schedule H, Part III, Section A, Line 4	THE AMOUNTS INCLUDED IN PART III, LINE 2 WERE CALCULATED USING THE METHODOLOGY PROVIDED IN WORKSHEET A, ESTIMATED BAD DEBT EXPENSE (AT COST) INCLUDED IN THE INSTRUCTIONS FOR SCHEDULE H OF FORM 990

Identifier	ReturnReference	Explanation
SchH_P03_S0B_L08	Schedule H, Part III, Section B, Line 8	THE ENTIRE SHORTFALL RELATED TO MEDICARE REPORTED ON LINE 7 SHOULD BE CONSIDERED A COMMUNITY BENEFIT NEMOURS IS BEARING THE BURDEN OF PROVIDING CARE IN EXCESS OF OUR COSTS TO THOSE MEDICARE PATIENTS THE SOURCE OF THE MEDICARE ALLOWABLE COSTS COMES FROM THE 2011 MEDICARE COST REPORT

Identifier	ReturnReference	Explanation
SchH_P05_S0B_L13	Schedule H, Part V, Section B, Line 13	LINE 13G - BROCHURES REGARDING THE NEMOURS FINANCIAL ASSISTANCE PROGRAM ARE MADE AVAILABLE AT A NUMBER OF LOCATIONS THROUGHOUT AIDHC AND THE PHYSICIAN PRACTICES, AS WELL AS ON-LINE AT WWW.NEMOURS.ORG. PERSONNEL THROUGHOUT EACH FACILITY ARE INSTRUCTED TO DIRECT FAMILIES THAT MAY BE HAVING FINANCIALS CONCERNS OR DIFFICULTY TO ONE OF THE FINANCIAL COUNSELORS.

Identifier	ReturnReference	Explanation
SchH_P05_S0B_L15	Schedule H, Part V, Section B, Line 15	LINE 15E - NEMOURS UTILIZES AN INTERNAL COLLECTIONS DEPARTMENT

Identifier	ReturnReference	Explanation
SchH_P05_S0B_L19	Schedule H, Part V, Section B, Line 19	LINE 19D - NEMOURS OFFERS FINANCIAL ASSISTANCE TO ALL ELIGIBLE INDIVIDUALS WHO DO NOT HAVE INSURANCE COVERING EMERGENCY OR OTHER MEDICALLY NECESSARY CARE ALL PATIENTS OF NEMOURS RECEIVE A STATEMENT RELATIVE TO CARE PROVIDED, WHICH CONSITUTES A BILL FOR SERVICES THIS STATEMENT PROVIDES PATIENTS WITH THE AMOUNT OF GROSS CHARGES LESS DISCOUNTS DISCOUNTS ARE BASED UPON ELIGIBILITY CRITERIA INCLUDING FAMILY INCOME, FAMILY SIZE, FEDERAL POVERTY GUIDLINE LEVELS OR OTHER ELIGIBILITY CRITERIA

Identifier	ReturnReference	Explanation
SchH_P06_S00_L02	Schedule H, Part VI, Line 2	A NEMOURS HAS CLINICAL OPERATIONS IN COMMUNITIES IN DELAWARE, SOUTHEASTERN PENNSYLVANIA AND SOUTHERN NEW JERSEY (REFERRED TO AS THE DELAWARE VALLEY) AND FLORIDA NEMOURS ASSESSES THE HEALTHCARE NEEDS OF THESE COMMUNITIES USING VARIOUS METHODS FOR EXAMPLE, NEMOURS PARTNERS WITH OTHER HEALTHCARE ORGANIZATIONS AND EXPERTS IN PUBLISHING A CHARTBOOK FOR BOTH DELAWARE AND FLORIDA THE CHARTBOOK IS A COMPREHENSIVE REPORT ON CHILDREN'S HEALTH, HEALTH BEHAVIORS AND QUALITY OF THOSE SERVICES, COMPARING THE INDIVIDUAL STATES' RESULTS WITH NATIONAL BENCHMARKS THIS INFORMATION IS USED IN IDENTIFYING OPPORTUNITIES TO IMPROVE THE HEALTH AND WELLBEING OF CHILDREN IN BOTH FLORIDA AND THE DELAWARE VALLEY ADDITIONALLY, NEMOURS' COMMUNITY RELATIONS TEAM IS ACTIVE AT ALL SITES TO IDENTIFY SPECIFIC COMMUNITY NEEDS FOR CHILDREN

Identifier	ReturnReference	Explanation
SchH_P06_S00_L03	Schedule H, Part VI, Line 3	NEMOURS, WITH ITS CHILDREN'S HOSPITAL IN DELAWARE, THE ALFRED I DUPONT HOSPITAL FOR CHILDREN (AIDHC) AND PHYSICIAN PRACTICES THROUGHOUT DELAWARE, SOUTHEASTERN PENNSYLVANIA, SOUTHERN NEW JERSEY AND FLORIDA, SHARE THE SAME PRACTICE OF EDUCATING PATIENTS AND PATIENT FAMILIES IN THE ELIGIBILITY PROCESS NEMOURS EMPLOYS FINANCIAL COUNSELORS, AS WELL AS ENGAGES AN INDEPENDENT FIRM (COLLECTIVELY REFERRED TO AS FINANCIAL COUNSELORS) TO ASSIST IN DETERMINING MEDICAID ELIGIBILITY THE FINANCIAL COUNSELORS, SOME OF WHOM ARE MULTI-LINGUAL, WORK WITH FAMILIES, EDUCATE AND ASSIST THEM WITH FORM COMPLETION REGARDING ANY PROGRAM FOR WHICH THEY MIGHT BE ELIGIBLE, INCLUDING PROGRAMS IN THE STATE OF RESIDENCE PATIENTS THAT ARRIVE FOR AN APPOINTMENT AT ONE OF OUR PRACTICES, OR ADMITTED TO OR PRESENTS TO THE EMERGENCY ROOM AT AIDHC AS "SELF PAY" ARE SCREENED FOR MEDICAID ELIGIBILITY THE FINANCIAL COUNSELORS FOLLOWUP DIRECTLY WITH THE RESPECTIVE STATE REGARDING THEIR DECISION/DETERMINATION CERTAIN FINANCIAL COUNSELORS MAY GO TO THE FAMILIES HOME IF NECESSARY IN SOME INSTANCES, CERTAIN FINANCIAL COUNSELORS WILL ASK FOR AND RECEIVE LIMITED POWER OF ATTORNEY, AN EFFORT TO ASSIST THE FAMILY WITH THE MEDICAID ELIGIBILITY PROCESS TO BENEFIT FROM NEMOURS FINANCIAL ASSISTANCE PROGRAM, A FAMILY MUST PARTICIPATE IN THE MEDICAID ELIGIBILITY PROCESS DESCRIBED ABOVE THROUGH THAT PROCESS, NEMOURS ASSESSES ELIGIBILITY FOR OUR CHARITY CARE PROGRAM, WHICH IS BASED ON FEDERAL POVERTY GUIDELINES AS INDICATED IN SCHEDULE H, PART I, LINES 3A AND B ELIGIBILITY FOR THE NEMOURS FINANCIAL ASSISTANCE PROGRAM IS COMPLETED BY THE FINANCIAL COUNSELORS PERSONNEL AT AIDHC HAVE ALSO ESTABLISHED THE FAMILY ADVISORY COUNCIL (FAC), A GROUP OF PARENTS WHOSE CHILDREN HAVE HAD SERVICES AT AIDHC THE PURPOSE OF THE FAC IS TO OBTAIN FEEDBACK FROM FAMILIES ABOUT ADDITIONAL WAYS NEMOURS CAN ASSIST WITH FINANCIAL ELIGIBILITY ISSUES NEMOURS' REPRESENTATIVES HAVE PARTICIPATED IN THE ROBERT WOOD JOHNSON FOUNDATION FUNDED "CHILDREN'S HOSPITAL ELIGIBILITY PROCESS IMPROVEMENT COLLABORATIVE", AN EFFORT ABOUT EDUCATING PROVIDERS REGARDING ELIGIBILITY BEST PRACTICES THE COLLABORATIVE TOUCHED ON TOPICS FROM LITERACY AND HOW TO WRITE AND SHARE A BROCHURE IN A WAY THAT THE FAMILY CAN UNDERSTAND, TO ASSESSING WHAT AN APPROPRIATE STAFFING LEVEL SHOULD BE IN AN EFFORT TO PERFORM PROACTIVE OUTREACH IN THE DELAWARE VALLEY, NEMOURS' FINANCIAL COUNSELORS GO TO OUR VARIOUS LOCATIONS, AS WELL AS LOCAL COMMUNITY HEALTH CENTER FACILITIES BOTH TYPES OF PLACES REPRESENT A SOURCE FROM WHICH FAMILIES COME TO NEMOURS SUCH VISITS FOCUS ON EDUCATING FAMILIES ABOUT THE VARIOUS FUNDING SOURCES FOR WHICH THEY MIGHT BE ELIGIBLE

Identifier	ReturnReference	Explanation
SchH_P06_S00_L04	Schedule H, Part VI, Line 4	<p>NEMOURS' CLINICAL OPERATIONS INCLUDES A CHILDREN'S HOSPITAL AND OUTPATIENT PEDIATRIC CLINIC IN WILMINGTON, DELAWARE, SPECIALTY AND PRIMARY CARE CHILDREN'S CLINICS IN AND AROUND DELAWARE AND A HEALTH CLINIC FOR THE ELDERLY, ALSO IN DELAWARE NEMOURS' SERVICE AREA INCLUDES 27 COUNTIES THROUGHOUT DELAWARE, SOUTHEASTERN PENNSYLVANIA, AND SOUTHERN NEW JERSEY IN 2010, THERE ARE AN ESTIMATED 205,865 CHILDREN AND YOUTH UNDER THE AGE OF 18 LIVING IN DELAWARE, (US CENSUS BUREAU, 2010) COMPRISING APPROXIMATELY 22.9% OF THE AREA'S TOTAL POPULATION. NATIONALLY, AN ESTIMATED 74,181,467 CHILDREN AND YOUTH UNDER 18 MAKE UP 24% OF THE TOTAL POPULATION (US CENSUS BUREAU, 2010). WHILE AMERICANS' OVERALL HEALTH STATUS HAS BEEN IMPROVING, DISPARITIES REMAIN IN THE PREVALENCE OF ILLNESS AND DEATH EXPERIENCED BY MINORITY POPULATIONS, AS COMPARED TO THE U.S. POPULATION AS A WHOLE, THESE DISPARITIES AFFECT CHILDREN AS WELL AS ADULTS. CURRENTLY, DELAWARE'S CHILDREN AND YOUTH POPULATION IS COMPRISED PRIMARILY OF 58.4% WHITE AND 26.3% AFRICAN AMERICAN, COMPARED TO 65.3% WHITE AND 14.6% AFRICAN AMERICAN, NATIONALLY (US CENSUS BUREAU, 2010). HOUSEHOLD INCOME LEVEL CAN HAVE A SIGNIFICANT IMPACT ON THE HEALTH STATUS OF CHILDREN LIVING IN THE HOUSEHOLD. FOR EXAMPLE, CHILDREN LIVING IN LOW-INCOME HOUSEHOLDS MAY NOT HAVE ADEQUATE HEALTH INSURANCE OR ACCESS TO PRIMARY CARE. OVERALL, A SMALLER PERCENTAGE OF CHILDREN AND YOUTH IN THE DELAWARE (17%) LIVE BELOW 100% OF THE FEDERAL POVERTY LEVEL (FPL) WHEN COMPARED TO THE NATIONAL RATE OF CHILDREN IN POVERTY (20.1%) (US CENSUS BUREAU, 2010). APPROXIMATELY, 67% OF THE AREA'S CHILDREN AND YOUTH LIVE IN HOUSEHOLDS WITH INCOMES AT OR ABOVE 200 PERCENT OF THE POVERTY LEVEL (NSCH, 2007). CHILDREN WHO HAVE HEALTH INSURANCE TYPICALLY HAVE BETTER ACCESS TO PREVENTIVE SERVICES, SUCH AS VACCINATIONS, ROUTINE SCREENINGS, AND MEDICAL TREATMENT. THE VAST MAJORITY OF CHILDREN AND YOUTH IN THE DELAWARE (93.8%) HAVE HEALTH INSURANCE COVERAGE (US CENSUS BUREAU, 2010), EITHER THROUGH A PRIVATE SOURCE OR A PUBLIC HEALTH INSURANCE PROGRAM SUCH AS MEDICAID. NEMOURS' CLINICAL OPERATIONS IN FLORIDA INCLUDE A STATEWIDE PHYSICIAN PRACTICE WITH CAMPUSES IN JACKSONVILLE, PENSACOLA AND ORLANDO. ADDITIONALLY, CONSTRUCTION IS UNDERWAY FOR A NEW CHILDREN'S HOSPITAL IN ORLANDO WITH A PLANNED OPENING IN OCTOBER 2012. IN 2010, 4,002,091 CHILDREN AND YOUTH UNDER THE AGE OF 18 YEARS ARE LIVING IN FLORIDA (US CENSUS BUREAU, 2010). CHILDREN UNDER THE AGE OF 18 MAKE UP 21.3% OF FLORIDA'S TOTAL POPULATION COMPARED TO 24% OF THE TOTAL POPULATION NATIONALLY (US CENSUS BUREAU, 2010). THE MAJORITY OF CHILDREN AND YOUTH IN FLORIDA ARE WHITE (65.4%) WHILE AFRICAN AMERICAN CHILDREN MAKE UP 21.6% OF THE POPULATION (US CENSUS BUREAU, 2010). A SLIGHTLY LARGER NUMBER OF CHILDREN AND YOUTH IN FLORIDA (21.3%) LIVE BELOW 100% OF THE FPL WHEN COMPARED TO THE NATIONAL RATE OF CHILDREN IN POVERTY (20.1%). BASED ON THE NATIONAL SURVEY OF CHILDREN'S HEALTH (2007), CHILDREN IN FLORIDA ARE MORE LIKELY TO BE UNINSURED OR PUBLICLY INSURED (39.8%), AND LESS LIKELY TO BE PRIVATELY INSURED (60.2%) THAN CHILDREN AND YOUTH NATIONALLY (38.3% AND 61.8%, RESPECTIVELY). THE MAJORITY OF CHILDREN AND YOUTH IN FLORIDA ARE COVERED THROUGH PRIVATE, LARGELY EMPLOYER-SPONSORED, HEALTH INSURANCE. ABOUT 31.4% OF CHILDREN AND YOUTH IN FLORIDA ARE COVERED BY PUBLIC HEALTH INSURANCE (NSCH, 2007), A PERCENTAGE WHICH IS SLIGHTLY LOWER THAN THE NATIONAL AVERAGE (32.0%). FINALLY, A GREATER PROPORTION OF CHILDREN AND YOUTH ARE UNINSURED IN FLORIDA THAN NATIONALLY (15% VS. 8.7%) (US CENSUS BUREAU, 2010).</p>

Identifier	ReturnReference	Explanation
SchH_P06_S00_L06	Schedule H, Part VI, Line 6	A NEMOURS IS NOT APART OF AN AFFILIATED HEALTH CARE SYSTEM

Additional Data

Software ID: 11000129
Software Version: v1.00
EIN: 59-0634433
Name: THE NEMOURS FOUNDATION

Form 990 Schedule H, Part V Section C. Other Facilities That Are Not Licensed, Registered, or Similarly Recognized as a Hospital Facility

[illegible]

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
THE NEMOURS FOUNDATION

Employer identification number
59-0634433

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

29

3

Enter total number of other organizations listed in the line 1 table ▶

0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) AGGREGATE EMPLOYEE RELIEF FUND DONATIONS	5	5,000		FMV	
(2) AGGREGATE RESEARCH PATIENT PARTICIPATION PAYMENT	709	165,073		FMV	

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
SchI_P01_S00_L02	Schedule I, Part I, Line 2	THE GRANTS MADE BY NEMOURS WERE MADE TO PUBLIC CHARITIES FOR USE IN THEIR RESPECTIVE EXEMPT MISSIONS ACCORDINGLY, NEMOURS EXPECTS THE ORGANIZATION TO USE THE FUNDS FOR PROPER PURPOSES, AND AS SUCH, DOES NOT SUBSEQUENTLY MONITOR THESE GRANTS

Software ID: 11000129
Software Version: v1.00
EIN: 59-0634433
Name: THE NEMOURS FOUNDATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ORLANDO REGIONAL HOSPITAL1414 KUHL AVE ORLANDO, FL 32806	59-2244943	501(c)(3)	60,592		FMV		Donation
ORANGE COUNTY BOARD OF COUNTY COMMISSIONERS201 SOUTH ROSALIND AVE ORLANDO, FL 32819	000000000	GOV'T	12,374		FMV		Hug Me Program

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AM CANCER SOCIETYPO BOX 102454 ATLANTA, GA 30368	58-0659875	501(c)(3)	6,650		FMV		Donation
HOLOCAUST MEMORIAL RESOURCES AND EDUCATION CENTER OF FL INC 851 N MAITLAND AVENUE MAITLAND, FL 32751	59-2219851	501(c)(3)	6,000		FMV		Donation

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ATLANTICARE FOUNDATION2500 ENGLISH CREEK AVENUE BLDG 500 EGGHARBOR TOWNSHIP,NJ 08234	22-2148992	501(c)(3)	9,375		FMV		Sponsorship
WOLFSON CHILDRENS HOSPITAL THE WOMENS BOARD1325 SAN MARCO BLVD SUITE 802 JACKSONVILLE,FL 32207	59-1452787	501(c)(3)	10,000		FMV		Sponsorship

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CYSTIC FIBROSIS FOUNDATION2004 SPROUL RD STE 208 BROOMALL, PA 19008	23-1518199	501(c)(3)	7,500		FMV		Sponsorship
UNIVERSITY OF CENTRAL FLORIDA COLLEGE OF EDUCATIONPO BOX 161250 ORLANDO, FL 32816	59-6211832	501(c)(3)	15,000		FMV		Sponsorship

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MARCH OF DIMES CENTRAL FLORIDA CHAPTER341 N MAITLAND AVE STE 115 MAITLAND, FL 32751	13- 1846366	501(c) (3)	7,500		FMV		Sponsorship
MARCH OF DIMES 236-C N JAMES ST NEWPORT, DE 19804	13- 1846366	501(c) (3)	6,000		FMV		Sponsorship

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MARCH OF DIMES 3012 MAIN ST VOORHEES, NJ 08043	13-1846366	501(c) (3)	8,000		FMV		Sponsorship
RONALD MCDONALD HOUSE 1901 ROCKLAND RD WILMINGTON, DE 19803	59-3211250	501(c) (3)	32,500		FMV		Sponsorship

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RONALD MCDONALD HOUSE1030 N ORANGE AVENUE SUITE 105 ORLANDO, FL 32801	59-3211250	501(c) (3)	10,000		FMV		Sponsorship
UNIV OF N CAROLINA NC INSTITUTE FOR PUBLIC HEALTH1700 MLK JR BLVD CB 7426 CHAPEL HILL,NC 27599	000000000	Govt	10,000		FMV		Sponsorship

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JACKSONVILLE ZOO 370 ZOO PARKWAY JACKSONVILLE, FL 32218	59-1319010	501(c)(3)	7,000		FMV		Sponsorship
TOM COUGHLIN JAY FOUNDATION CELEBRITY GOLF CLASSIC PO BOX 50798 JACKSONVILLE BEACH, FL 32240	59-3426937	501(c)(3)	11,500		FMV		Sponsorship

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
DE DIV OF PARKS RECREATION89 KINGS HIGHWAY PO BOX 1401 DOVER, DE 19903	000000000	Govt	10,000		FMV		Sponsorship
CURESEARCH200 S TRYON STREET SUITE 1200 CHARLOTTE, NC 28202	95-4132414	501(c)(3)	6,000		FMV		Sponsorship

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LEAPFROG GROUP 1150 17TH ST NW SUITE 600 WASHINGTON, DC 20036	52- 2359517	501(c)(3)	25,000		FMV		Sponsorship
ST VINCENTS FOUNDATION INC PO BOX 41564 JACKSONVILLE, FL 32203	59- 2219923	501(c)(3)	6,000		FMV		Sponsorship

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
DELAWARE CHILDRENS MUSEUM550 JUSTISON STREET WILMINGTON, DE 19801	51-0305812	501(c)(3)	20,000		FMV		Sponsorship
COMMUNITY HOSPICE FOUNDATION4266 SUNBEAM ROAD JACKSONVILLE, FL 32257	59-3583920	501(c)(3)	6,000		FMV		Sponsorship

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CALIFORNIA STATE UNIVERSITY3000 STATE UNIVERSITY DR EAST NAPPA HALL SACRAMENTO, CA 95819	000000000	Govt	15,000		FMV		Sponsorship
SOUTH JERSEY HEALTHCARE FND 2950 COLLEGE DRIVE SUITE 1F VINELAND,NJ 08360	26-4827936	501(c)(3)	5,450		FMV		Sponsorship

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FBVA1626 S CONWAY RD SUITE B ORLANDO, FL 32812	59- 3160213	501(c)(3)	7,600		FMV		Sponsorship
VIERA SUNTREE LITTLE LEAGUE 6300 WICKHAM RD SUITE 130 211 MELBOURNE, FL 32940	65- 0905126	501(c)(3)	6,500		FMV		Sponsorship

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HARRY P LEU GARDENS1920 N FOREST AVENUE ORLANDO, FL 32803	59-2319239	501(c) (3)	9,000		FMV		Sponsorship
HARMS STUDY GROUP FOUNDATIONPO BOX 178130 SAN DIEGO, CA 92177	26-2957475	501(c) (3)	20,000		FMV		Sponsorship

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PARTNERSHIP FOR A HEALTHIER AMERICA1301 K STREET NW WASHINGTON DC, DC 20005	27-1712188	501(c)(3)	275,000		FAIR MARKET VALUE		CHILDHOOD OBESITY PREVENTION

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
THE NEMOURS FOUNDATION

Employer identification number

59-0634433

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input checked="" type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. <div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization: <div><div>a Receive a severance payment or change-of-control payment?</div><div>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div><div>c Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4a	Yes
		4b	Yes
		4c	No
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: <div><div>a The organization?</div><div>b Any related organization?</div></div> If "Yes," to line 5a or 5b, describe in Part III	5a	No
		5b	No
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: <div><div>a The organization?</div><div>b Any related organization?</div></div> If "Yes," to line 6a or 6b, describe in Part III	6a	No
		6b	No
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	Yes
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

[illegible]

Part III **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
SchJ_P01_S00_L01a	Schedule J, Part I, Line 1a	NEMOURS HAS ESTABLISHED A POLICY FOR THE REIMBURSEMENT OF TRAVEL AND RELATED EXPENSES INCURRED BY ITS EMPLOYEES. ALL TRANSPORTATION AND TRAVEL ARRANGEMENTS SHALL BE THE MOST ECONOMICAL UNDER THE CIRCUMSTANCES. EXCURSION OR COACH FARES SHALL BE ORDERED WHENEVER AVAILABLE. APPROVAL OF A VICE PRESIDENT SHALL BE REQUIRED FOR ANY OTHER CLASS OF TRAVEL. EACH DEPARTMENT HAS THE RIGHT TO LIMIT TRAVEL EXPENDITURES BASED ON BUDGETARY RESTRICTIONS AND MAY LIMIT COVERAGE TO CERTAIN CATEGORIES OF TRAVEL EXPENSE. FIRST CLASS TRAVEL MAY OCCUR IN SITUATIONS FOR NEMOURS EMPLOYEES WHEREIN OTHER FARES ARE NOT AVAILABLE OR TRAVEL IS FOR A LONG PERIOD OF TIME OR OVERSEAS. BOARD MEMBERS ALSO HAVE THE OPTION OF TRAVELING FIRST CLASS. EFFECTIVE, JANUARY 1, 2009, NEMOURS INSTITUTED A WRITTEN POLICY REGARDING SUCH TRAVEL.
SchJ_P01_S00_L04	Schedule J, Part I, Line 4	THE NEMOURS FOUNDATION MAINTAINED A SUPPLEMENTAL EMPLOYEE BENEFIT PLAN ("SEBP") FOR CERTAIN MEMBERS OF THE NEMOURS EXECUTIVE TEAM AS DETERMINED BY THE BOARD OF DIRECTORS. IN 2011, A MAJORITY OF NEMOURS OFFICERS PARTICIPATED IN THE PLAN. CONTRIBUTIONS TO THE PLAN ARE DISCLOSED IN FORM 990, PART VII, COLUMN F AND SCHEDULE J, PART II, COLUMN (C). SEVERANCE PAYMENT SCHEDULE J, PART I, QUESTION 4, THOMAS FERRY RECEIVED A SEVERANCE PAYMENT OF \$394,704.
SchJ_P01_S00_L07	Schedule J, Part I, Line 7	CERTAIN EMPLOYEES OF NEMOURS ARE ELIGIBLE FOR INCENTIVE COMPENSATION. THIS COMPENSATION IS BASED ON QUALITATIVE AND QUANTITATIVE ORGANIZATIONAL GOALS AND THE ACHIEVEMENT OF SUCH GOALS BY THE ORGANIZATION, ITS DIVISION AND INDIVIDUALS.

Software ID: 11000129
Software Version: v1.00
EIN: 59-0634433
Name: THE NEMOURS FOUNDATION

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
THOMAS P FERRY	(i) (ii)	25,170 0	293,998 0	401,555 0	0 0	16,678 0	737,401 0	0 0
RANDALL W HARTLEY	(i) (ii)	159,442 0	25,500 0	575 0	0 0	6,909 0	192,426 0	0 0
KEVIN P SHEAHAN	(i) (ii)	214,135 0	12,680 0	466 0	6,744 0	24,893 0	258,918 0	0 0
BARBARA D MEEKS	(i) (ii)	258,935 0	23,250 0	1,032 0	0 0	22,234 0	305,451 0	0 0
WILLIAM B BLANCHARD MD	(i) (ii)	271,226 0	28,500 0	3,048 0	5,910 0	9,627 0	318,311 0	0 0
PAUL A PITEL MD	(i) (ii)	281,750 0	28,900 0	1,584 0	6,724 0	10,690 0	329,648 0	0 0
JUDITH E WALL MD	(i) (ii)	290,204 0	38,438 0	1,584 0	5,877 0	10,690 0	346,793 0	0 0
JAY S GREENSPAN	(i) (ii)	361,087 0	33,000 0	552 0	5,594 0	20,965 0	421,198 0	0 0
PAUL KEMPINSKI	(i) (ii)	336,090 0	80,151 0	552 0	3,742 0	22,949 0	443,484 0	0 0
JAMES S REILLY	(i) (ii)	395,166 0	24,500 0	3,048 0	6,326 0	10,690 0	439,730 0	0 0
ANDREW T COSTARINO JR MD	(i) (ii)	418,013 0	42,300 0	1,032 0	4,877 0	345 0	466,567 0	0 0
GARY D JOSEPHSON MD	(i) (ii)	440,379 0	23,000 0	360 0	5,019 0	18,978 0	487,736 0	0 0
SALVATORE R GOODWIN MD	(i) (ii)	432,581 0	43,742 0	1,584 0	5,535 0	15,008 0	498,450 0	0 0
LESLIE GRISSOM	(i) (ii)	448,364 0	44,500 0	1,584 0	7,151 0	10,690 0	512,289 0	0 0
MICHAEL J ERHARD MD	(i) (ii)	460,583 0	43,500 0	360 0	5,860 0	22,949 0	533,252 0	0 0
DEBBIE J MERINBAUM MD	(i) (ii)	479,602 0	39,595 0	552 0	6,169 0	17,655 0	543,573 0	0 0
ERIC A LOVELESS MD	(i) (ii)	493,277 0	30,500 0	1,032 0	6,243 0	10,045 0	541,097 0	0 0
WILLIAM G MACKENZIE	(i) (ii)	642,256 0	60,500 0	1,032 0	6,257 0	16,994 0	727,039 0	0 0

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
CHRISTIAN PIZARRO	(i) (ii)	1,238,525 0	140,500 0	552 0	5,643 0	22,305 0	1,407,525 0	0 0
WILLIAM W HIGGINBOTHAM II	(i) (ii)	196,842 0	17,940 0	174 0	3,740 0	18,903 0	237,599 0	0 0
DEBORAH CHANG	(i) (ii)	237,049 0	63,250 0	335 0	14,521 0	326 0	315,481 0	0 0
RODNEY A MCKENDREE	(i) (ii)	240,380 0	63,293 0	341 0	23,357 0	18,198 0	345,569 0	0 0
THERESA M YOUNG	(i) (ii)	248,939 0	66,082 0	1,020 0	24,573 0	8,775 0	349,389 0	0 0
STEVEN R SPARKS	(i) (ii)	275,080 0	73,681 0	552 0	26,404 0	16,994 0	392,711 0	0 0
GINA ALTIERI	(i) (ii)	299,954 0	77,275 0	552 0	28,415 0	345 0	406,541 0	0 0
STEPHEN LAWLESS	(i) (ii)	334,706 0	89,375 0	1,032 0	31,605 0	12,287 0	469,005 0	0 0
BERNARD J CLARK III	(i) (ii)	359,698 0	122,375 0	3,048 0	32,006 0	10,690 0	527,817 0	0 0
ROGER A OXENDALE	(i) (ii)	462,738 0	109,570 0	1,032 0	0 0	29,244 0	602,584 0	0 0
R J CUMMINGS MD	(i) (ii)	464,350 0	154,687 0	3,048 0	41,300 0	10,271 0	673,656 0	0 0
ROBERT D BRIDGES	(i) (ii)	468,476 0	158,087 0	552 0	87,835 0	16,466 0	731,416 0	0 0
ROY PROUJANSKY	(i) (ii)	502,917 0	159,150 0	1,032 0	103,342 0	16,994 0	783,435 0	0 0
LANE F DONNELLY	(i) (ii)	661,842 0	100,000 0	330 0	48,071 0	35,199 0	845,442 0	0 0
KEVIN CHURCHWELL MD	(i) (ii)	555,531 0	570,000 0	552 0	0 0	39,170 0	1,165,253 0	0 0
DAVID J BAILEY MD	(i) (ii)	726,053 0	287,700 0	120,820 0	124,071 0	10,690 0	1,269,334 0	0 0
KIRK W DABNEY	(i) (ii)	441,898 0	86,651 0	552 0	6,560 0	16,994 0	552,655 0	0 0
PETER G GABOS	(i) (ii)	445,588 0	84,505 0	360 0	5,140 0	18,978 0	554,571 0	0 0

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
JOSEPH H PIATT JR	(i) (ii)	614,193 0	500 0	1,032 0	0 0	41,156 0	656,881 0	0 0
JEFFREY CAMPBELL MD	(i) (ii)	621,775 0	878 0	360 0	3,710 0	18,978 0	645,701 0	0 0
SUKEN A SHAH	(i) (ii)	597,725 0	133,091 0	240 0	5,057 0	18,978 0	755,091 0	0 0

Schedule K
(Form 990)

Supplemental Information on Tax Exempt Bonds

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
THE NEMOURS FOUNDATION

Employer identification number
59-0634433

Part I Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A DELAWARE HEALTH FACILITIES AUTHORITY	51-0272458	246388NE8	01-26-2005	50,950,000	SEE PART V		X		X		X
B ORANGE COUNTY HEALTH FACILITIES AUTHORITY	52-1035390	6845036W0	10-15-2009	326,242,302	SEE PART V		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired	2,360,000		280,000					
2	Amount of bonds defeased	0		0					
3	Total proceeds of issue	50,950,000		326,242,302					
4	Gross proceeds in reserve funds	0		0					
5	Capitalized interest from proceeds	0		0					
6	Proceeds in refunding escrow	0		24,350,000					
7	Issuance costs from proceeds	483,143		1,834,712					
8	Credit enhancement from proceeds	0		0					
9	Working capital expenditures from proceeds	0		0					
10	Capital expenditures from proceeds	50,466,857		266,629,956					
11	Other spent proceeds	0		0					
12	Other unspent proceeds	0		33,427,634					
13	Year of substantial completion	2007		2012					
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X	X					
15	Were the bonds issued as part of an advance refunding issue?		X		X				
16	Has the final allocation of proceeds been made?	X			X				
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X				
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X			X				

Part IIIPrivate Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?	X		X					
b	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X					
c	Are there any research agreements that may result in private business use of bond-financed property?		X		X				
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	2 94 %		0 67 %					
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 %		0 %					
6	Total of lines 4 and 5	2 94 %		0 67 %					
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X					

Part IVArbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X		X				
2	Is the bond issue a variable rate issue?	X		X					
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X		X				
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?	X			X				
b	Name of provider	XL Asset Funding							
c	Term of GIC	1 5							
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X							
5	Were any gross proceeds invested beyond an available temporary period?		X		X				
6	Did the bond issue qualify for an exception to rebate?	X		X					

Part VProcedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations ☐ Yes ☒ No

Part VISupplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation
SchK_P01_S00_L00a	Schedule K, Part I, Column a	DELAWARE HEALTH FACILITIES AUTHORITY REVENUE BONDS - THE PROCEEDS OF THESE BONDS WERE USED TO FINANCE THE COST OF THE ACQUISITION, CONSTRUCTION, AND INSTALLATION OF CERTAIN HEALTH CARE FACILITIES USED IN CONNECTION WITH THE ALFRED I DUPONT HOSPITAL LOCATED IN WILMINGTON, DE THESE FACILITIES INCLUDE IMPROVEMENTS TO AN EXISTING TWO-STORY BUILDING AND MULTI-LEVEL PARKING STRUCTURE, CONSTRUCTION OF A MULTI-LEVEL PARKING STRUCTURE ON THE GROUNDS OF THE HOSPITAL, THE ACQUISITION AND INSTALLATION OF MEDICAL EQUIPMENT, FURNISHINGS AND OTHER CAPITAL IMPROVEMENTS AT THE HOSPITAL
SchK_P01_S00_L00b	Schedule K, Part I, Column b	ORANGE COUNTY (FL) HEALTH FACILITIES AUTHORITY REVENUE BONDS - A PORTION OF THE PROCEEDS OF THESE BONDS WERE USED TO REFUND ON A CURRENT BASIS ALL OF THE OUTSTANDING JACKSONVILLE HEALTH FACILITY AUTHORITY REVENUE BONDS (THE NEMOURS FOUNDATION PROJECT), SERIES 2007, ORIGINALLY ISSUED ON OCTOBER 3, 2007, THE PROCEEDS OF WHICH WERE USED TO FINANCE THE COST OF THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A NEW ADMINISTRATIVE FACILITY LOCATED IN JACKSONVILLE, FLORIDA, AND OWNED AND OPERATED BY NEMOURS, AND RELATED FIXTURES, FURNISHINGS AND EQUIPMENT THE REMAINING PORTION OF THE PROCEEDS OF THESE BONDS ARE BEING USED FOR THE PURPOSE OF PROVIDING FUNDS WHICH, TOGETHER WITH OTHER AVAILABLE FUNDS, ARE BEING USED TO FINANCE A PORTION OF THE COST OF THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A PEDIATRIC HEALTHCARE FACILITY TO BE OWNED AND OPERATED BY NEMOURS, INCLUDING A 95-BED FREESTANDING CHILDREN'S HOSPITAL TO BE KNOWN AS NEMOURS CHILDREN'S HOSPITAL AND OUTPATIENT CLINIC, AND RELATED FACILITIES, EQUIPMENT, FIXTURES AND FURNISHINGS, TO BE LOCATED IN ORLANDO, FLORIDA
SchK_P03_S00_L04	Schedule K, Part III, Line 4	FOR THE YEAR ENDED DECEMBER 31, 2011, PRIVATE USE DISCLOSED IN SCHEDULE K, PART III LINE 4 COLUMN A IS 2 94% INCLUDED IN THE PRIVATE USE CALCULATION IS SPACE LEASED PURSUANT TO A LEASE AGREEMENT WITH A LOCAL HEALTHCARE PROVIDER ("LEASE") WHICH REPRESENTS ALL PRIVATE USE FOR THE NOTED BOND ISSUE IN 2011 THE LEASE WILL EXPIRE JUNE 30, 2015 AND MANAGEMENT DOES NOT ANTICIPATE RENEWING THE LEASE ASSUMING THE LEASE IS NOT RENEWED, THE ADJUSTED PRIVATE BUSINESS USE AMOUNT RELATING TO THE LEASE OVER THE LIFE OF THE 2005 DELAWARE BONDS IS 1 1205%

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

►Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE NEMOURS FOUNDATION

Employer identification number
59-0634433

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art	X	1	350	COST OR SALES PRICE
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	X		1,700	COST OR SALES PRICE
5 Clothing and household goods	X		156,064	COST OR SALES PRICE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	3	78,694	COST OR SALES PRICE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory	X	1	250	COST OR SALES PRICE
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (MEDIA)	X	1	2,584	COST OR SALES PRICE
26 Other ► (MISCELLANEOUS)	X	20	50,628	COST OR SALES PRICE
27 Other ► ()				
28 Other ► ()				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement	29			0
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a	Yes	No	No
b If "Yes," describe the arrangement in Part II	31	Yes		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	32a		No	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?				
b If "Yes," describe in Part II				
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II				

Part III

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
SchM_P01_S00_L00	Schedule M, Part I	THE NEMOURS FOUNDATION REPORTS THE NUMBER OF CONTRIBUTIONS RECEIVED AND NOT BY THE NUMBER OF ITEMS

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization THE NEMOURS FOUNDATION	Employer identification number 59-0634433
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Identifier	Return Reference	Explanation
F990_P06_S0A_L02	Form 990, Part VI, Section A, Line 2	MR DURDEN, MR PORTER, MR LORD, MR THORNTON AND MR THOMPSON HAVE A SHARED BUSINESS RELATIONSHIP. THESE DIRECTORS SERVE AS TRUSTEES OF THE ALFRED I. DUPONT TESTAMENTARY TRUST, OF WHICH THE NEMOURS FOUNDATION IS THE ONLY CHARITABLE BENEFICIARY.

Identifier	Return Reference	Explanation
F990_P06_S0A_L06	Form 990, Part VI, Section A, Line 6	THE NEMOURS FOUNDATION'S (NEMOURS) ORGANIZATIONAL DOCUMENTS INCLUDE MEMBERS WHO CONSTITUTE A PORTION OF THE GOVERNING BODY. SPECIFICALLY, THE MEMBERS ARE THOSE INDIVIDUALS WHO ALSO SERVE AS TRUSTEES OF THE ALFRED I. DUPONT TESTAMENTARY TRUST (THE TRUST). THE TRUST'S PRIMARY PURPOSE IS TO PROVIDE FUNDING FOR NEMOURS' CHARITABLE ACTIVITIES IN THE COMMUNITIES IT SERVES. AS TRUSTEES OF THE TRUST, THESE INDIVIDUALS ARE APPOINTED AS MEMBERS OF NEMOURS. THE MEMBERS HAVE CERTAIN GENERAL OVERSIGHT RIGHTS AND SOME LIMITED RETAINED POWERS. THE BOARD OF DIRECTORS, MADE UP OF MEMBER DIRECTORS (THOSE MEMBERS THAT OPT TO ALSO SERVE ON THE BOARD OF DIRECTORS) AND NON-MEMBER DIRECTORS, WHO ARE SELECTED BY THE MEMBERS OF NEMOURS. THE BOARD OF DIRECTORS HAS FULL GOVERNANCE OVER THE ACTIVITIES OF NEMOURS.

Identifier	Return Reference	Explanation
F990_P06_S0A_L07a	Form 990, Part VI, Section A, Line 7a	SEE QUESTION 6

Identifier	Return Reference	Explanation
F990_P06_S0A_L07b	Form 990, Part VI, Section A, Line 7b	SEE QUESTION 6

Identifier	Return Reference	Explanation
F990_P06_S0B_L11b	Form 990, Part VI, Section B, Line 11b	DURING NOVEMBER 2012, MANAGEMENT DISTRIBUTED A DRAFT OF THE 2010 FORM 990 TO THE BUSINESS AND ETHICS COMMITTEE PRIOR TO THE SCHEDULED BOARD OF DIRECTORS MEETING ON NOVEMBER 13, 2012 DURING THE COURSE OF THE BOARD OF DIRECTORS MEETING, MANAGEMENT PRESENTED AN OVERVIEW OF FORM 990 TO THE BUSINESS AND ETHICS COMMITTEE AND GAVE THE COMMITTEE MEMBERS AN OPPORTUNITY TO PROVIDE COMMENTS AND ASK QUESTIONS WITH RESPECT TO THE DRAFT BASED ON FEEDBACK PROVIDED FROM THE COMMITTEE MEMBERS, MANAGEMENT UPDATED THE DRAFT FORM 990 UPON FINALIZATION OF THE RETURN, MANAGEMENT PROVIDED A FINAL COPY OF THE RETURN VIA E-MAIL TO THE BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
F990_P06_S0B_L12c	Form 990, Part VI, Section B, Line 12c	<p>THE NEMOURS FOUNDATION HAS ESTABLISHED A CONFLICT OF INTEREST POLICY WHICH HAS BEEN REVIEWED AND APPROVED BY THE BOARD OF DIRECTORS. NEMOURS IS COMMITTED TO THE BELIEF THAT SOUND BUSINESS PRACTICES START WITH AN ABSOLUTE COMMITMENT FROM EACH EMPLOYEE TO ACT ETHICALLY IN CARRYING OUT NEMOURS BUSINESS, AND TO COMPLY WITH THE LAWS AND REGULATIONS THAT IMPACT ITS BUSINESS, THUS NEMOURS' EMPLOYEES MUST AVOID PARTICIPATING IN ACTIVITIES THAT CREATE OR APPEAR TO CREATE A CONFLICT OF INTEREST. NEMOURS HAS SPECIFICALLY IDENTIFIED THE FOLLOWING AREAS IN ITS POLICY TO BE POTENTIAL CONFLICTS OF INTEREST: FINANCIAL INTEREST, OUTSIDE EMPLOYMENT, PAID FACULTY ARRANGEMENTS, CONSULTANT OR RESEARCH CONTRACTS, ACCEPTANCE OF GIFTS, GRATUITIES, BUSINESS COURTESIES, TRAVEL, LODGING AND ENTERTAINMENT, MISUSE OF RESOURCES OR ASSETS, PERSONAL GAIN USING UNDUE INFLUENCE, DIRECT DEALINGS WITH VENDORS, USE OF CONFIDENTIAL INFORMATION, AND AN INDIVIDUAL'S SUPPORT OF POLITICAL CAUSES. NEMOURS' POLICY REQUIRES CERTAIN INDIVIDUALS TO DISCLOSE PARTICIPATION IN ACTIVITIES OR CIRCUMSTANCES THAT MAY PRESENT A CONFLICT OF INTEREST ON AN ANNUAL BASIS OR IF AT ANY TIME SUCH INDIVIDUAL BECOMES AWARE OF CIRCUMSTANCES THAT MAY PRESENT A CONFLICT OF INTEREST. THESE DISCLOSURES ARE REVIEWED BY THE CONFLICT OF INTEREST COMMITTEE AND THE BUSINESS & ETHICS COMMITTEE, AS NECESSARY.</p>

Identifier	Return Reference	Explanation
F990_P06_S0B_L15	Form 990, Part VI, Section B, Line 15	THE NEMOURS FOUNDATION'S BOARD OF DIRECTORS DESIGNATED THE CRITICAL SUPPORT COMMITTEE (CSC) TO SERVE AS A COMPENSATION COMMITTEE RESPONSIBLE FOR ESTABLISHING COMPENSATION PRACTICES WHICH ARE REASONABLE AND DO NOT VIOLATE THE PRIVATE INJUREMENT PROHIBITION. THE PRACTICES AND PROCESSES ARE DESIGNED TO AVOID ANY CLAIM FOR INTERMEDIATE SANCTIONS AND TO SATISFY THE REQUIREMENTS TO OBTAIN THE REBUTTABLE PRESUMPTION. THE CSC ANNUALLY REVIEWS OUTSIDE, INDEPENDENT DATA TO ESTABLISH THE COMPENSATION OF OUR OFFICERS AND KEY EMPLOYEES. THE BOARD OF DIRECTORS REVIEWS AND SET FORTH THE COMPENSATION FOR THE CEO USING THE SAME PROCESS AS THE CSC. THE COMMITTEE ENGAGES AND UTILIZES AN INDEPENDENT CONSULTING FIRM, TO PROVIDE EXPERT INFORMATION REGARDING INDUSTRY-WIDE COMPENSATION NORMS. THE CSC MEETS WITH A REPRESENTATIVE FROM THE CONSULTING FIRM AND THE HUMAN RESOURCES DEPARTMENT WHEN REVIEWING COMPENSATION FOR THE SENIOR LEADERSHIP GROUP ON A YEARLY BASIS. THE COMPANY PHILOSOPHY IS TO MATCH THE MARKET ON AVERAGE PAY, IDENTIFYING THE MEDIAN TOTAL CASH COMPENSATION IS GENERALLY TARGETED TO BE AT THE MEDIAN OF NEMOURS' PEERS.

Identifier	Return Reference	Explanation
F990_P06_S0C_L19	Form 990, Part VI, Section C, Line 19	GENERALLY, NEMOURS DOES NOT MAKE ITS GOVERNING DOCUMENTS OR ITS CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC. HOWEVER, NEMOURS' ARTICLES OF INCORPORATION ARE PUBLICLY AVAILABLE THROUGH FLORIDA'S SECRETARY OF STATE WEBSITE WWW.SUNBIZ.ORG. ADDITIONALLY, NEMOURS' AUDITED FINANCIAL STATEMENTS CAN BE ACCESSED THROUGH DIGITAL ASSURANCE CERTIFICATION LLC, WEBSITE WWW.DACBOND.COM.

Identifier	Return Reference	Explanation
F990_P11_S00_L05	Form 990, Part XI, Line 5	UNRESTRICTED NET ASSETS UNREALIZED LOSSES (\$2,548,255) + PENSION LIABILITY ADJUSTMENT (\$51,942,808) + TEMPORARILY RESTRICTED NET ASSETS CHANGE UNREALIZED LOSSES (\$20,568,385) = (\$75,059,448)

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE NEMOURS FOUNDATION

Employer identification number
59-0634433

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) CRUDEN BAY RISK RETENTION GROUP INC 40 MAIN STREET SUITE 500 BURLINGTON, VT 05401 27-0057453	RISK RETENTION	VT	501(C)(3)	509(A)(3)	THE NEMOURS FOUNDATION	Yes	
(2) PEDIATRIC MEDICAL SERVICES OF FLORIDA INC 9145 NARCOOSSEE ROAD SUITE A203 ORLANDO, FL 32827 45-3584225	HEALTH CARE	FL	501(C)(3)	509(A)(2)	THE NEMOURS FOUNDATION	Yes	

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) DORNOCH SUTHERLAND ASSURANCE LTD PO BOX 1085 GT CJ 98-0404800	CAPTIVE INSURANCE	CJ	THE NEMOURS FOUNDATION	C	1,410,000	33,021,475	1 00 %
(2) ALFRED I DUPONT TESTAMENTARY TRUST 510 ALFRED DUPONT PLACE JACKSONVILLE, FL 32202 59-0226560	CHARITY INVESTMENT	FL	N/A	T			

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

Yes

No

No

No

No

Yes

No

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) DORNOCH SUTHERLAND ASSURANCE LTD	k	1,000,000	FAIR MARKET VALUE
(2) CRUDEN BAY RISK RETENTION GROUP INC	k	3,130,000	FAIR MARKET VALUE
(3) CRUDEN BAY RISK RETENTION GROUP INC	p	574,809	FAIR MARKET VALUE
(4)			
(5)			
(6)			

Schedule R (Form 990) 2011

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
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ALFRED I. duPONT HOSPITAL FOR CHILDREN
(An Operating Division of The Nemours Foundation)

Financial Statements

December 31, 2011 and 2010

(With Independent Auditors' Report Thereon)

ALFRED I. duPONT HOSPITAL FOR CHILDREN
(An Operating Division of The Nemours Foundation)

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KPMG LLP
Suite 1100
Independent Square
One Independent Drive
Jacksonville, FL 32202

Independent Auditors' Report

The Board of Directors
The Nemours Foundation

We have audited the accompanying balance sheets of Alfred I. duPont Hospital for Children (the Hospital), an operating division of The Nemours Foundation, as of December 31, 2011 and 2010, and the related statements of operations, changes in net assets, and cash flows for the years then ended. These financial statements are the responsibility of the Hospital's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Hospital's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Alfred I. duPont Hospital for Children, an operating division of The Nemours Foundation, as of December 31, 2011 and 2010, and the changes in its net assets and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

KPMG LLP

April 30, 2012
Certified Public Accountants

ALFRED I. duPONT HOSPITAL FOR CHILDREN
(An Operating Division of The Nemours Foundation)

Balance Sheets

December 31, 2011 and 2010

Assets	2011	2010
Current assets		
Cash	\$ 1,850	1,350
Patient accounts receivable, less allowances for doubtful accounts of approximately \$9,651,000 in 2011 and \$12,186,000 in 2010	56,479,975	48,055,752
Assets whose use is limited	—	1,295,000
Supplies	2,000,595	1,884,208
Prepaid expenses and other current assets	719,616	1,569,270
Due from The Nemours Foundation	—	6,555,318
Total current assets	<u>59,202,036</u>	<u>59,360,898</u>
Assets whose use is limited	177,230,461	101,633,015
Temporarily restricted pledges receivable, net	4,025,016	1,150,197
Property and equipment		
Land and land improvements	10,644,409	10,635,387
Buildings and improvements	265,107,797	257,618,397
Equipment	<u>182,252,716</u>	<u>174,602,722</u>
	458,004,922	442,856,506
Less accumulated depreciation	<u>(267,476,069)</u>	<u>(245,483,250)</u>
	190,528,853	197,373,256
Construction in progress	<u>30,772,268</u>	<u>8,899,335</u>
	221,301,121	206,272,591
Other assets	596,807	625,484
Permanently restricted pledges receivable, net	<u>17,090</u>	<u>—</u>
	<u>\$ 462,372,531</u>	<u>369,042,185</u>
Liabilities and Net Assets		
Current liabilities		
Accounts payable and accrued expenses	\$ 15,217,810	10,229,312
Accrued compensation and benefits	10,483,265	8,523,454
Current portion of long-term debt	1,210,000	1,295,000
Deferred revenue	171,381	174,711
Due to The Nemours Foundation	<u>8,579,885</u>	<u>—</u>
Total current liabilities	35,662,341	20,222,477
Long-term debt, net of current portion	<u>42,765,000</u>	<u>43,975,000</u>
Total liabilities	<u>78,427,341</u>	<u>64,197,477</u>
Net assets		
Unrestricted	375,997,892	301,912,983
Temporarily restricted	7,930,158	2,931,725
Permanently restricted	<u>17,140</u>	<u>—</u>
Total net assets	<u>383,945,190</u>	<u>304,844,708</u>
	<u>\$ 462,372,531</u>	<u>369,042,185</u>

See accompanying notes to financial statements

ALFRED I. duPONT HOSPITAL FOR CHILDREN
(An Operating Division of The Nemours Foundation)

Statements of Operations

Years ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Unrestricted revenues and other support		
Patient service revenue (net of contractual allowances and discounts)	\$ 358,477,913	325,174,319
Provision for bad debts	(7,062,611)	(6,764,286)
Net patient service revenue less provision for bad debts	351,415,302	318,410,033
Net assets released from restrictions used for operations	616,038	53,013
Investment income	597,446	650,579
Contracted services revenue	484,984	631,082
Grant revenue	434,566	732,747
Other	7,576,918	4,960,523
Total operating revenues	<u>361,125,254</u>	<u>325,437,977</u>
Operating expenses		
Salaries and benefits	157,400,872	145,956,460
Professional fees	18,717,907	16,598,576
Supplies	53,098,640	50,400,685
Repairs and maintenance	5,870,449	6,018,831
Purchased services	22,230,574	20,691,767
Management fees	4,595,059	4,533,688
Depreciation	24,338,491	24,323,427
Rent and lease	1,539,868	1,687,892
Utilities and telephone	9,687,257	9,872,712
Insurance	1,757,771	1,511,314
Interest	478,236	585,015
Advertising	2,510,285	1,290,505
Other	3,391,829	2,898,339
Total operating expenses	<u>305,617,238</u>	<u>286,369,211</u>
Operating income	55,508,016	39,068,766
Distributions from (to) affiliates, net	642,099	(508,074)
Distributions from Nemours, net	17,934,794	17,242,252
Increase in unrestricted net assets	<u>\$ 74,084,909</u>	<u>55,802,944</u>

See accompanying notes to financial statements

ALFRED I. duPONT HOSPITAL FOR CHILDREN
(An Operating Division of The Nemours Foundation)

Statements of Changes in Net Assets

Years ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Unrestricted net assets		
Operating income	\$ 55,508,016	39,068,766
Distributions from (to) affiliates, net	642,099	(508,074)
Distributions from Nemours, net	<u>17,934,794</u>	<u>17,242,252</u>
Increase in unrestricted net assets	<u>74,084,909</u>	<u>55,802,944</u>
Temporarily restricted net assets		
Net assets released from restrictions used for operations	(616,038)	(53,013)
Contributions	5,438,298	1,689,884
Transfers from Nemours	<u>176,173</u>	<u>294,854</u>
Increase in temporarily restricted net assets	<u>4,998,433</u>	<u>1,931,725</u>
Permanently restricted net assets		
Contributions	<u>17,140</u>	<u>—</u>
Increase in permanently restricted net assets	<u>17,140</u>	<u>—</u>
Increase in net assets	79,100,482	57,734,669
Net assets, beginning of year	<u>304,844,708</u>	<u>247,110,039</u>
Net assets, end of year	<u><u>\$ 383,945,190</u></u>	<u><u>304,844,708</u></u>

See accompanying notes to financial statements

ALFRED I. duPONT HOSPITAL FOR CHILDREN
(An Operating Division of The Nemours Foundation)

Statements of Cash Flows

Years ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Cash flows from operating activities		
Increase in net assets	\$ 79,100,482	57,734,669
Adjustments to reconcile increase in net assets to net cash provided by operating activities		
Distributions from Nemours, net	(17,934,794)	(17,242,252)
Distributions (from) to affiliates, net	(642,099)	508,074
Transfers from Nemours	(176,173)	(294,854)
Depreciation	24,338,491	24,323,427
Net realized and unrealized losses on investments	1,781,683	1,237,246
Net loss on disposal of property and equipment	43,843	119,041
Provision for bad debts	7,062,611	6,764,286
Restricted contributions received	(2,563,529)	(539,687)
Increase in patient accounts receivable	(15,486,834)	(9,387,478)
(Increase) decrease in supplies	(116,387)	83,320
Decrease in prepaid expenses and other current assets	849,654	331,552
Increase in pledges receivable, net	(2,891,909)	(1,150,197)
Decrease in other assets	28,677	223,623
Increase in accounts payable and accrued expenses	573,198	750,669
Increase in accrued compensation and benefits	1,959,811	734,680
(Decrease) increase in deferred revenue	(3,330)	20,647
Net cash provided by operating activities	<u>75,923,395</u>	<u>64,216,766</u>
Cash flows from investing activities		
Purchases of property and equipment	(31,940,156)	(26,752,040)
Sale of investments	23,603,532	42,272,706
Purchases of investments	(99,687,661)	(96,553,922)
Proceeds from sale of property and equipment	<u>51,050</u>	<u>20,985</u>
Net cash used in investing activities	<u>(107,973,235)</u>	<u>(81,012,271)</u>
Cash flows from financing activities		
Repayment of long-term debt	(1,295,000)	(1,260,000)
Distributions to Nemours	(78,346,225)	(60,513,365)
Distributions from Nemours to finance capital projects	108,951,863	77,734,729
Proceeds from restricted contributions	2,563,529	539,687
Transfers from Nemours	<u>176,173</u>	<u>294,854</u>
Net cash provided by financing activities	<u>32,050,340</u>	<u>16,795,905</u>
Increase in cash	500	400
Cash, at beginning of year	<u>1,350</u>	<u>950</u>
Cash, at end of year	<u>\$ 1,850</u>	<u>1,350</u>
Supplemental disclosures of cash flow information		
Cash paid during the year for interest	\$ 88,503	124,737
Transfer of furniture, equipment, and software (from) to affiliates	(642,099)	508,074
Change in construction in progress in accounts payable	4,415,300	2,202,365

See accompanying notes to financial statements

ALFRED I. duPONT HOSPITAL FOR CHILDREN
(An Operating Division of The Nemours Foundation)

Notes to Financial Statements

December 31, 2011 and 2010

(1) Significant Accounting Policies

(a) Organization

Alfred I. duPont Hospital for Children (the Hospital) is an operating division of The Nemours Foundation (Nemours). The Hospital is located on an estate consisting of approximately 300 acres in Wilmington, Delaware and its principal operations consist of a full-service, 200-bed children's hospital. Nemours periodically provides funds for the Hospital. With the exception of Medicaid, there are no significant federal or state program funds through healthcare entitlement programs that are currently accepted by the Hospital.

These financial statements, which are presented on the accrual basis of accounting, have been prepared to focus on the Hospital as a whole and to present balances and transactions according to the existence or absence of donor-imposed restrictions. This has been accomplished by classification of net assets and transactions as unrestricted, temporarily restricted, and permanently restricted as follows:

- Unrestricted net assets are resources generated from operations, unrestricted donations, and lapse of temporary restrictions and are not subject to donor-imposed stipulations.
- Temporarily restricted net assets are those whose use by the Hospital has been limited by donors to a specific time period or purpose.
- Permanently restricted net assets have been restricted by donors to be maintained by the Hospital in perpetuity.

(b) Use of Estimates

The preparation of financial statements, in conformity with U.S. generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(c) Concentrations of Credit Risk

Financial instruments, which potentially expose the Hospital to concentrations of credit risk, consist primarily of patient accounts receivable. The Hospital has not experienced significant losses related to receivables from individual customers or groups of customers in a particular industry or geographic area. Due to these factors, management believes no additional credit risk beyond amounts provided for collection losses are inherent in the Hospital's patient accounts receivable.

(d) Community Benefit

The Hospital has policies providing financial assistance for patients requiring care but who have limited or no means to pay for that care. These policies provide free or discounted health and health-related services to patients who qualify under certain income and asset criteria. Because the Hospital does not pursue collection of amounts determined to qualify for financial assistance, they are not

ALFRED I. duPONT HOSPITAL FOR CHILDREN
(An Operating Division of The Nemours Foundation)

Notes to Financial Statements

December 31, 2011 and 2010

reported as net patient service revenue. The Hospital maintains records to identify and monitor levels of financial assistance it provides. Charges foregone for services provided under the Hospital's financial assistance policy as a percentage of total charges for the year ended December 31, 2011 was approximately 1.3%.

(e) *Supplies*

Supplies are stated at the lower of cost or market. Cost is determined on a first-in, first-out basis.

(f) *Assets Whose Use is Limited*

Assets whose use is limited include assets for future capital improvements as designated by the Board of Directors and assets held by trustee under bond indenture for principal payments. These assets consist of cash, cash equivalents, and investments as described in note 3.

(g) *Debt Issue Costs*

Debt issue costs, net of accumulated amortization of \$30,000 and \$21,000, were approximately \$207,000 and \$216,000 as of December 31, 2011 and 2010, respectively, and are included in other assets in the accompanying balance sheets. Debt issue costs are being amortized using the straight-line method over the life of the related debt, which approximates the effective-interest method. Amortization of debt issue costs is included in interest expense in the statements of operations.

(h) *Property and Equipment*

Property and equipment have been recorded at historical cost at the date of acquisition or fair value at the date of donation. Major asset classifications and useful lives are generally in accordance with those recommended by the American Hospital Association and range from 3 to 40 years. The straight-line method of computing depreciation is used for all depreciable assets.

Construction in progress at December 31, 2011 and 2010 consists primarily of amounts expended toward the design and construction of a new inpatient expansion facility. At December 31, 2011 and 2010, the remaining commitment on the various ongoing capital projects was approximately \$237,900,000 and \$253,000,000, respectively.

(i) *Net Patient Service Revenue*

Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered.

(j) *Contracted Services Revenue*

Nemours contracts to provide certain medical services to other healthcare providers. The reimbursement for these services is classified as contracted services revenue in the accompanying statements of operations.

ALFRED I. duPONT HOSPITAL FOR CHILDREN
(An Operating Division of The Nemours Foundation)

Notes to Financial Statements

December 31, 2011 and 2010

(k) *Grant and Deferred Revenue*

The Hospital defers recognition of grant revenue received from outside parties until expenditures are incurred or patients are seen

(l) *Cash Management*

Under Nemours' cash management system, receipts are deposited daily into a centralized cash management bank account and funds are transferred into appropriate accounts as disbursement and pay roll checks clear the bank. As these functions are centralized, there is minimal cash reflected in the Hospital's balance sheets

(m) *Impairment of Long-Lived Assets*

Management regularly evaluates whether events or changes in circumstances have occurred that could indicate an impairment in the value of long-lived assets. If there is an indication that the carrying amount of an asset is not recoverable, the Hospital estimates the projected undiscounted cash flows, excluding interest, to determine if an impairment loss should be recognized. The amount of impairment loss, if any, is determined by comparing the historical carrying value of the asset to its estimated fair value. During the years ended December 31, 2011 and 2010, no impairment losses were recognized.

In addition to consideration of impairment upon the events or changes in circumstances described above, management regularly evaluates the remaining lives of its long-lived assets. If estimates are revised, the carrying value of affected assets is depreciated or amortized over the remaining lives. No such adjustments were recorded during the years ended December 31, 2011 and 2010.

(n) *Fair Value Measurements*

The Hospital follows the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, for fair value measurements and disclosures of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a framework for measuring fair value and expands disclosures about fair value measurements (note 11).

(o) *Operating Income*

The statements of operations include operating income. Transactions deemed by the Hospital to be ongoing, major, or central to the provision of services are reported as elements of operating income.

(p) *Income Taxes*

The Hospital does not provide for income taxes, as Nemours is exempt from federal income taxes on related income under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3). The Hospital is also exempt from state income taxes.

ALFRED I. duPONT HOSPITAL FOR CHILDREN
(An Operating Division of The Nemours Foundation)

Notes to Financial Statements

December 31, 2011 and 2010

(q) Pledges Receivable

The Hospital reports unconditional promises to give as contributions. If pledges are expected to be collected in less than one year, they are recorded at the estimated amount to be ultimately realized. If pledges are to be paid to the organization over a period of years, they are recorded at the present value of their estimated cash flows using the prime rate as of the date of the donation. Amortization of discounts is included in contribution revenue. The allowance for uncollectible pledges receivable is determined based on management's evaluation of the collectability of individual promises. Pledges that remain uncollected more than one year after their due date are written off unless the donors indicate that payment is merely postponed.

(r) New Accounting Pronouncements

In August 2010, the FASB issued Accounting Standard Update ASU 2010-23, *Health Care Entities: Measuring Charity Care for Disclosure*. ASU 2010-23 amends ASC Subtopic 954-605, *Health Care Entities – Revenue Recognition*, to require that cost be used as the measurement bases for charity care disclosure purposes. The method used to estimate such costs as well as any funds received to offset or subsidize charity services provided should also be disclosed. The Hospital adopted ASU 2010-23 as of December 31, 2011.

In July 2011, the FASB issued ASU 2011-07, *Health Care Entities: Presentation and Disclosure of Patient Service Revenue, Provision for Bad Debts and the Allowance for Doubtful Accounts for Certain Health Care Entities*. This ASU changes the Hospital's presentation of provision for bad debts in the statements of operations from an operating expense to a deduction from net patient service revenue. It also expands disclosures regarding policies for recognizing revenue, assessing contra revenue line items, and activity in the allowance for uncollectible accounts. The Hospital adopted ASU 2011-07 as of December 31, 2011.

(s) Reclassifications

Certain reclassifications are reflected in the 2010 financial statements to conform to the 2011 presentation.

(2) Net Patient Service Revenue

The Hospital has agreements with third-party payors that provide for payment at amounts different from established rates. The basis for payment under certain commercial insurance carriers, health maintenance organizations, and preferred provider organization agreements and for Medicaid program beneficiaries include prospectively determined rates per procedure, discounts from established charges, and prospectively determined per diem rates. Laws and regulations governing the Medicaid program are extremely complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates could change in the near term.

ALFRED I. duPONT HOSPITAL FOR CHILDREN
(An Operating Division of The Nemours Foundation)

Notes to Financial Statements

December 31, 2011 and 2010

Net patient service revenue consist of the following for the year ended December 31, 2011

Gross patient charges	\$ 713,937,690
Contractual adjustments	(355,459,777)
Provision for bad debts	(7,062,611)
Net patient service revenue	<u>\$ 351,415,302</u>

The 2011 gross patient charges are comprised of the following

	<u>Percent inpatient revenue</u>	<u>Percent outpatient revenue</u>	<u>Percent total revenue</u>
Payor			
Commercial	1%	1%	1%
Managed Care	45	59	51
Medicaid – Managed Care	35	26	32
Medicaid – Traditional	15	10	13
Child Financial Services	2	1	1
Other	2	3	2
Total	<u>100%</u>	<u>100%</u>	<u>100%</u>

Medicaid

The Hospital services patients from many states, mainly due to its location and proximity to so many different states. The two main sources of Medicaid revenue are Delaware and Pennsylvania. Inpatient services rendered to Delaware Medicaid program beneficiaries are reimbursed services based on a case rate while outpatient services are reimbursed based, for the most part, on a fee schedule. Pennsylvania Medicaid reimburses for inpatient services based on a diagnostic related group and outpatient services are paid based on a fee schedule. The reimbursable cost in the Medicaid cost report is not directly used to determine reimbursement for services in Delaware or Pennsylvania. Rather, the information in the cost report is used to update certain factors and to determine if the Hospital is eligible for Disproportionate Share Payments (DSH). Currently, the Hospital is not eligible for Pennsylvania Medicaid DSH payments. The state of Delaware does not have a DSH program.

The classification of patients and the appropriateness of their admission are subject to review by the fiscal intermediaries administering the Medicaid programs.

Laws and regulations governing the Medicaid programs are complex and subject to interpretation. As a result, a possibility exists that recorded estimates associated with this program will change by a material amount in the near term. The Hospital believes that it is in compliance with all applicable laws and regulations. Compliance with such laws and regulations can be subject to future governmental review and interpretation as well as significant regulatory action including fines, penalties, and exclusion from the Medicaid programs.

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Other

Nemours has also entered into payment arrangements with certain commercial insurance carriers, health maintenance organizations, and preferred provider organizations. The basis for payment under these arrangements includes prospectively determined rates per discharge, discounts from established charges, and prospectively determined rates. Some of these arrangements provide for review of paid claims for compliance with the terms of the contract and result in retroactive settlement with third parties. Retroactive adjustments for other third-party claims are recorded in the period when final settlement is determined.

(3) Assets Whose Use is Limited

Assets whose use is limited consists of assets to be used in the construction of a new inpatient expansion facility and for other future capital improvements as designated by the Board of Directors, and assets held by the trustee under bond indenture for principal payments. Assets held by the trustee under bond indenture were \$1,295,000 as of December 31, 2010. No amounts were required as of December 31, 2011.

Assets whose use is limited at December 31, 2011 and 2010 are summarized as follows:

	<u>2011</u>	<u>2010</u>
Cash and cash equivalents	\$ 27,778,515	6,739,460
U S Treasury bills, notes, and bonds	34,424,610	22,963,016
Corporate bonds and notes	81,049,560	40,124,575
U S government mortgage obligations	33,148,873	32,515,397
Interest receivable	828,903	585,567
	<u>\$ 177,230,461</u>	<u>102,928,015</u>

Investment return on assets whose use is limited is comprised of the following for the years ended December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Interest and dividend income, net	\$ 2,379,129	1,887,825
Realized losses on sales of securities	(1,075,452)	(1,004,219)
Net unrealized losses on investments	(706,231)	(233,027)
	<u>\$ 597,446</u>	<u>650,579</u>

(4) Long-Term Debt

On January 26, 2005, the Delaware Health Facilities Authority (Authority) issued \$50,950,000 in tax-exempt auction rate revenue bonds (Bonds) pursuant to a bond trust indenture between the Authority and Nemours. The proceeds of the Bonds were used by Nemours to (a) finance the cost of the acquisition and renovation of an office building adjacent to the Hospital campus, (b) finance the cost of the acquisition and installation of equipment to be used in connection with the operation of the Hospital, (c) finance the construction of a parking garage containing approximately 1,500 spaces located on the campus of the

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Hospital, and (d) pay certain expenses of issuing the Bonds. The estimated fair value of the outstanding principal of the Bonds at December 31, 2011 and 2010 was \$43,975,000 and \$45,270,000, respectively. The Bonds mature in various years beginning January 1, 2006 through January 1, 2035. The interest rate at December 31, 2011 and 2010 was 0.13% and 0.41%, respectively.

During 2008, Nemours converted the Bonds from auction rate revenue bonds to variable rate demand bonds bearing interest in variable rate weekly mode. In conjunction with the conversion, Nemours entered into a standby bond purchase agreement with Bank of America, N.A. (Bank) which will expire on April 20, 2017. Under the terms of the agreement, the Bank has agreed to purchase those bonds, if any, which have been optionally tendered for purchase or that are subject to mandatory tender for purchase but are not remarketed.

The master trust agreement and related documents for the Bonds contain certain covenants and restrictions with which Nemours is required to comply. Noncompliance with any of these covenants or the occurrence of any other event of default, if not waived or corrected, could accelerate the maturity of the borrowings outstanding under the indenture. Management believes that Nemours is in compliance with such covenants at December 31, 2011.

The principal and interest payments for the Bonds are unsecured general obligations of Nemours.

Long-term debt attributed to the Hospital consists of the following at December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Delaware Health Facilities Authority Revenue Bonds, The Nemours Foundation Project, Series 2005	\$ 43,975,000	45,270,000
Less current portion of long-term debt	<u>(1,210,000)</u>	<u>(1,295,000)</u>
Long-term debt, less current portion	<u>\$ 42,765,000</u>	<u>43,975,000</u>

Scheduled principal repayments of long-term debt as of December 31, 2011 are as follows:

2012	\$ 1,210,000
2013	1,370,000
2014	1,290,000
2015	1,445,000
2016	1,380,000
Thereafter	<u>37,280,000</u>
	<u>\$ 43,975,000</u>

(5) Restricted Net Assets

The Hospital has temporarily restricted gifts from donors in the amount of \$7,930,158 and \$2,931,725 at December 31, 2011 and 2010, respectively. Net assets were released from donor restrictions by incurring

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costs satisfying various restricted purposes of approximately \$616,000 and \$53,000 in 2011 and 2010, respectively

The Hospital has permanently restricted gifts from donors in the amount of \$17,140 as of December 31, 2011. The Hospital's endowment has been established for nightingale nursing. The endowment is all donor restricted and internally controlled. As required by relevant accounting literature, net assets associated with endowment funds are classified and reported based on the existence of donor-imposed restrictions. There are restrictions on the use of the related income of the endowment.

The Hospital classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Hospital in a manner consistent with the donor designations.

(6) Pension Plans

(a) Defined Contribution Plan

The Hospital participates in a defined contribution plan (403(b) Plan) sponsored by Nemours. The plan covers substantially all employees. Nemours formalized its existing 403(b) Plan to include base contribution and employer match provisions. The Hospital's contribution to the 403(b) Plan was approximately \$1,278,000 and \$138,000 in 2011 and 2010, respectively. These amounts are included in salaries and benefits expense in the accompanying statements of operations.

(b) Noncontributory Defined Benefit Pension Plan

The Hospital also participates in a noncontributory defined benefit pension plan (the Plan) sponsored by Nemours. Effective January 1, 2010, Nemours closed the Plan to new participants. The Plan's expense allocated to the Hospital was approximately \$6,651,000 and \$6,819,000 for 2011 and 2010, respectively. These amounts are included in salaries and benefits expense in the accompanying statements of operations.

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(7) Concentrations of Credit Risk

The Hospital grants credit without collateral to its patients, most of whom are local patients and are insured under third-party payor agreements. The percentages of receivables from patients and third-party payors at December 31, 2011 and 2010 were as follows:

	<u>2011</u>	<u>2010</u>
Medicaid	45%	46%
Managed care	36	34
Commercial	1	1
Other third-party payors	5	5
Self-pay	13	14
	<u>100%</u>	<u>100%</u>

(8) Transactions with Affiliated Organizations

Nemours provides certain general management services to the Hospital based on allocated costs. Such amounts included in operating expenses were approximately \$4,595,000 and \$4,534,000 in 2011 and 2010, respectively. Also, allocated depreciation of approximately \$2,464,000 and \$3,141,000 is included in depreciation expense in 2011 and 2010, respectively. Additionally, the Hospital is allocated expenses related to professional liability insurance from Nemours (note 12(a)).

At December 31, 2011, the Hospital had amounts due to Nemours of approximately \$8,580,000 and at December 31, 2010 amounts due from Nemours of approximately \$6,555,000.

As part of the cash management system, the Hospital made distributions to Nemours of approximately \$78,346,000 and \$60,513,000 representing cash generated from operations in 2011 and 2010, respectively. The Hospital received distributions from Nemours of approximately \$96,281,000 and \$77,756,000 to fund the purchase of property and equipment in 2011 and 2010, respectively.

(9) Lease Commitments

The Hospital leases certain equipment under cancelable and noncancelable operating leases. Rental expense relating to these leases was approximately \$991,000 and \$1,194,000 in 2011 and 2010, respectively. Minimum future rentals on existing noncancelable operating leases as of December 31, 2011 are approximately as follows:

Year ending December 31	
2012	\$ 315,629
2013	139,113
2014	68,444
2015	58,645
2016	39,690
	<u>\$ 621,521</u>

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(10) Functional Expenses

The Hospital provides healthcare services to residents within its geographic region and research and educational activities. Expenses in 2011 and 2010 related to providing these services are as follows:

	<u>2011</u>	<u>2010</u>
Healthcare services	\$ 239,181,865	224,977,725
Research	1,785,182	2,045,944
Education	6,952,440	6,611,141
General and administrative	57,697,751	52,734,401
	<u>\$ 305,617,238</u>	<u>286,369,211</u>

Expenses associated with occupying and maintaining the organization's facilities have been allocated to the respective functional area based on the square footage of space occupied by each program and supporting service.

(11) Fair Value Measurements

Fair value guidance defines fair value as the exit price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. It requires investments to be grouped into three categories based on certain criteria as noted below:

- Level 1: Fair value is determined by using quoted prices for identical assets or liabilities in active markets.
- Level 2: Fair value is determined by using other than quoted prices that are observable for the asset (e.g., quoted prices for identical assets in inactive markets, quoted prices for similar assets in active markets, observable inputs other than quoted prices, and inputs derived principally from or corroborated by observable market data by correlation or other means).
- Level 3: Fair value is determined by using inputs based on management assumptions that are not directly observable.

The Hospital's policy is to recognize transfers in and transfers out of the different levels as of the actual date of the event or circumstance that caused the transfer. No transfers occurred between Level 1 and Level 2 for the years ended December 31, 2011 and 2010.

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The tables below summarize the fair values of the Hospital's significant financial assets and liabilities as of December 31, 2011 and 2010

		Fair value measurements at reporting date using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	December 31, 2011			
Assets				
Cash and cash equivalents	\$ 27,778,515	27,778,515	—	—
U.S. Treasury bills, notes, and bonds	34,424,610	—	34,424,610	—
Corporate bonds and notes	81,049,560	—	81,049,560	—
U.S. government mortgage obligations	33,148,873	—	33,148,873	—
Interest receivable	828,903	828,903	—	—
	<u>\$ 177,230,461</u>	<u>28,607,418</u>	<u>148,623,043</u>	<u>—</u>

		Fair value measurements at reporting date using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	December 31, 2010			
Assets				
Cash and cash equivalents	\$ 6,739,460	6,739,460	—	—
U.S. Treasury bills, notes, and bonds	22,963,016	—	22,963,016	—
Corporate bonds and notes	40,124,575	—	40,124,575	—
U.S. government mortgage obligations	32,515,397	—	32,515,397	—
Interest receivable	585,567	585,567	—	—
	<u>\$ 102,928,015</u>	<u>7,325,027</u>	<u>95,602,988</u>	<u>—</u>

Level 1 assets and liabilities include cash and cash equivalents and interest receivable and are valued at the quoted market prices

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Level 2 assets include investments in Treasury bills, notes, and bonds, corporate bonds and notes, and government mortgage obligations with fair values modeled by external pricing vendors

The Hospital did not have any Level 3 assets as of December 31, 2011 and 2010

Estimates of fair values are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could affect the estimates

(12) Contingencies

(a) *Professional and Patient Care Liability Insurance*

Effective February 22, 1993, Nemours established a self-insurance trust fund to provide for losses sustained on professional and patient care liability claims reported and incurred but not reported during the period subsequent to the effective date. The self-insurance trust fund is administered by a trustee and provides for the first layer of coverage of professional and patient care liability for the Hospital. Professional insurance consultants have been utilized to determine funding requirements for this first layer. The self-insurance trust fund is reported as assets whose use is limited in the balance sheets of Nemours. Nemours has purchased a policy to cover claims occurring prior to but reported subsequent to February 22, 1993.

Excess policy coverage has been purchased from an unrelated insurance company for losses exceeding the self-insurance trust fund's retention and for claims occurring prior to February 18, 2002. During 2002, Nemours formed a wholly owned captive insurance company, Dornoch-Sutherland Assurance, Ltd (Dornoch). With the establishment of Dornoch, effective February 18, 2002, Nemours' excess policy coverage for losses exceeding the self-insurance trust fund's retention has been secured through Dornoch and other unrelated insurance companies. The responsibility for funding these risks lies with Nemours and in the opinion of management, after consultation with legal counsel and risk management experts, these matters will be resolved without a material adverse effect on the financial position of the Hospital or Nemours.

Professional liability insurance expense allocated to the Hospital by Nemours was approximately \$1,274,000 and \$1,018,000 for the years ended December 31, 2011 and 2010, respectively, and is included in insurance expense in the accompanying statements of operations. Nemours allocates professional liability insurance expense based on the relative risks of the various operating divisions based on information from unrelated insurance companies.

Self-insurance liability expense for workers' compensation allocated to the Hospital by Nemours was approximately \$452,000 and \$1,009,000 for the years ended December 31, 2011 and 2010. These amounts are included in salaries and benefits expense in the accompanying statements of operations.

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Self-insurance liability expense for health insurance allocated to the Hospital by Nemours was approximately \$10,179,000 and \$10,575,000 for the years ended December 31, 2011 and 2010. These amounts are included in salaries and benefits expense in the accompanying statements of operations.

(b) *Litigation*

The Hospital is involved in various litigation arising from the ordinary course of business. In the opinion of management, after consultation with legal counsel, these matters will be resolved without a material adverse effect on the Hospital's financial position.

(c) *Conditional Asset Retirement Obligation*

The Hospital has buildings that were constructed with certain asbestos products that, based on regulations, may require special handling and disposal if the Hospital undergoes major renovations. An asset retirement obligation has not been recorded as the fair value cannot be reasonably estimated. No activity requiring special treatment has occurred in the current year and no such activity is currently planned in future periods.

(d) *Healthcare Industry*

The healthcare industry is highly regulated, and no reassurance exists that the regulatory environment in which the Hospital operates will not change significantly and adversely in the future. In general, regulation of healthcare providers and companies is increasing.

Federal and state laws regulate the healthcare industry, the relationship between hospitals and physicians, and the relationship among physicians and other providers of healthcare services.

(13) Subsequent Events

The Hospital evaluated events subsequent through April 30, 2012, the date on which the financial statements were available for issuance.

Additional Data

Software ID: 11000129

Software Version: v1.00

EIN: 59-0634433

Name: THE NEMOURS FOUNDATION

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
BRIAN P ANDERSON DIRECTOR	2 5	X						44,625	0	0
HUGH M DURDEN DIRECTOR	16	X						0	142,210	0
J MICHAEL MCGINNIS DIRECTOR	2 5	X						44,625	0	0
JOHN F PORTER DIRECTOR	18	X						0	114,646	0
JOHN S LORD CHAIRMAN	30	X						0	142,210	0
LEONARD BERRY PHD DIRECTOR	2 5	X						29,925	0	0
RICHARD CHRISTOPHER DIRECTOR	8	X						54,625	0	0
ROBERT RINEY DIRECTOR	2 5	X						44,625	0	0
ROSA HAKALA DIRECTOR	2 5	X						46,725	0	0
TERRI L KELLY DIRECTOR	3	X						46,725	0	0
TONI JENNINGS DIRECTOR	2 5	X						54,625	0	0
WL THORNTON DIRECTOR	10	X						0	124,414	0
WT THOMPSON DIRECTOR	4	X						0	140,979	0
BERNARD J CLARK III VP, PHYSICIAN PRACTICES-DE	40			X				485,121	0	42,696
DAVID J BAILEY MD PRESIDENT/CEO	40			X				1,134,573	0	134,761
DEBORAH CHANG VP POLICY & PREVENTION	40			X				300,634	0	14,847
DIANE C GOIN SECRETARY TO THE PRESIDENT CEO	40			X				63,264	0	13,130
GINA ALTIERI VP, CORPORATE SERVICES	40			X				377,781	0	28,760
CAMERON MORROW ASSISTANT TREASURER	40			X				82,245	0	17,961
MARYLYNN GIROUARD EXEC COORDINATOR BOD/G COUNSEL	40			X				62,073	0	8,236
R J CUMMINGS MD VP, PHYSICIAN PRACTICES-FL	40			X				622,085	0	51,571
ROBERT D BRIDGES EXECUTIVE VP ENTERPRISE SVCS AND CFO	40			X				627,115	0	104,301
RODNEY A MCKENDREE VP, FINANCE	40			X				304,014	0	41,555
ROGER A OXENDALE SENIOR VP & CHIEF EXEC OFFICER,NCH	40			X				573,340	0	29,244
ROY PROUJANSKY EXECUTIVE VP, HEALTH OPS & COO	40			X				663,099	0	120,336

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
STEPHEN LAWLESS VP, QUALITY & SAFETY	40			X				425,113	0	43,892
STEVEN R SPARKS SENIOR VP GENERAL COUNSEL	40			X				349,313	0	43,398
THERESA M YOUNG VP - HUMAN RESOURCES	40			X				316,041	0	33,348
WILLIAM W HIGGINBOTHAM II MANAGING DIRECTOR CORP FINANCE	40			X				214,956	0	22,643
LANE F DONNELLY VP, CHIEF MEDICAL OFFICER	40			X				762,172	0	83,270
KEVIN CHURCHWELL MD SR VP, NEMOURS & CEO, AIDHC	40			X				1,126,083	0	39,170
ANDREW T COSTARINO JR MD CHAIRMAN, ANESTHESIOLOGY/CRITICAL CARE	40				X			461,345	0	5,222
BARBARA D MEEKS CHIEF NURSE EXECUTIVE	40				X			283,217	0	22,234
CHRISTIAN PIZARRO DIRECTOR OF NEMOURS CARDIAC CENTER	40				X			1,379,577	0	27,948
DEBBIE J MERINBAUM MD RADIOLOGIST DEPT CHAIR JACKSONVILLE	40				X			519,749	0	23,824
ERIC A LOVELESS MD DIVISION CHIEF	40				X			524,809	0	16,288
GARY D JOSEPHSON MD PHYSICIAN, DEPARTMENT CHAIR	40				X			463,739	0	23,997
JAMES S REILLY CHAIR, DEPT OF SURGERY	40				X			422,714	0	17,016
JAY S GREENSPAN CHAIRMAN DEPARTMENT OF PEDIATRICS	40				X			394,639	0	26,559
JUDITH E WALL MD MEDICAL DIRECTOR	40				X			330,226	0	16,567
KEVIN P SHEAHAN CHIEF, DU PONT PEDIATRICS	40				X			227,281	0	31,637
LESLIE GRISSOM CHAIR DEPARTMENT MEDICAL IMAGING	40				X			494,448	0	17,841
MICHAEL J ERHARD MD MEDICAL DIRECTOR	40				X			504,443	0	28,809
PAUL A PITEL MD CHAIR, PEDIATRICS-NCCJ	40				X			312,234	0	17,414
PAUL KEMPINSKI COO FOR AIDHC	40				X			416,793	0	26,691
RANDALL W HARTLEY CHIEF ADMIN OFFICER NCH	40				X			185,517	0	6,909
SALVATORE R GOODWIN MD PHYSICIAN, DEPARTMENT CHAIR	40				X			477,907	0	20,543
WILLIAM B BLANCHARD MD MEDICAL DIRECTOR	40				X			302,774	0	15,537
WILLIAM G MACKENZIE CHAIRMAN, DEPT OF ORTHOPAEDICS	40				X			703,788	0	23,251
KIRK W DABNEY ORTHOPAEDIC SURGEON	40					X		529,101	0	23,554

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
SUKEN A SHAH ORTHOPAEDIC SURGEON	40					X		731,056	0	24,035
PETER G GABOS ORTHOPAEDIC SURGEON	40					X		530,453	0	24,118
JEFFREY CAMPBELL MD DIVISION CHIEF	40					X		623,013	0	22,688
JOSEPH H PIATT JR PEDIATRIC NEUROSURGEON	40					X		615,725	0	41,156
THOMAS P FERRY SENIOR VP, HOSPITAL OPERATIONS	40						X	720,723	0	16,678
KAREN K BRYANT EXECUTIVE ASSISTANT II	40						X	56,296	0	14,055