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

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

2012

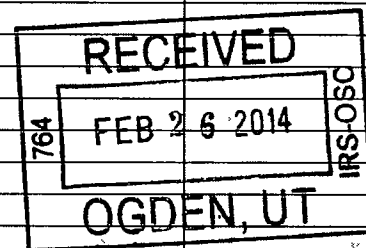
Open to public inspection

For calendar year 2012 or tax year beginning OCT 1, 2012, and ending SEP 30, 2013

Name of foundation LONGWOOD FOUNDATION, INC.		A Employer identification number 51-0066734
Number and street (or P.O. box number if mail is not delivered to street address) 100 WEST 10TH STREET	Room/suite 1109	B Telephone number (302) 654-2477
City or town, state, and ZIP code WILMINGTON, DE 19801		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 625,762,845.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		208,863.	208,863.		STATEMENT 1
4 Dividends and interest from securities		8,855,850.	8,756,174.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		26,053,492.			
b Gross sales price for all assets on line 6a 305,979,311.					
7 Capital gain net income (from Part IV, line 2)			26,053,492.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		632,145.	632,145.		STATEMENT 3
12 Total. Add lines 1 through 11		35,750,350.	35,650,674.		
13 Compensation of officers, directors, trustees, etc.		284,243.	142,122.		142,121.
14 Other employee salaries and wages		247,306.	123,653.		123,653.
15 Pension plans, employee benefits		<125,823.>	<62,912.>		<62,911.>
16a Legal fees STMT 4		24,987.	10,744.		10,743.
b Accounting fees STMT 5		20,633.	10,317.		10,316.
c Other professional fees STMT 6		1,411,258.	1,325,920.		78,231.
17 Interest		15,125.	0.		0.
18 Taxes STMT 7		386,660.	16,666.		16,666.
19 Depreciation and depletion					
20 Occupancy		58,724.	29,362.		29,362.
21 Travel, conferences, and meetings		3,428.	1,714.		1,714.
22 Printing and publications		1,419.	710.		709.
23 Other expenses STMT 8		86,345.	43,174.		43,171.
24 Total operating and administrative expenses. Add lines 13 through 23		2,414,305.	1,641,470.		393,775.
25 Contributions, gifts, grants paid		32,386,913.			32,386,913.
26 Total expenses and disbursements. Add lines 24 and 25		34,801,218.	1,641,470.		32,780,688.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		949,132.			
b Net investment income (if negative, enter -0-)			34,009,204.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	395,968.	292,632.	292,632.
	2 Savings and temporary cash investments	32,049,511.	12,065,699.	12,065,699.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 220,686.			
	Less: allowance for doubtful accounts ▶	224,273.	220,686.	220,686.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	576,499.	223,171.	223,171.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	544,135,821.	612,960,657.	612,960,657.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	577,382,072.	625,762,845.	625,762,845.
	17 Accounts payable and accrued expenses	939,986.	247,107.	
	18 Grants payable	3,960,000.	6,680,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	4,899,986.	6,927,107.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24 Unrestricted	572,263,308.	618,616,960.	
	25 Temporarily restricted	218,778.	218,778.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	572,482,086.	618,835,738.	
	31 Total liabilities and net assets/fund balances	577,382,072.	625,762,845.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	572,482,086.
2 Enter amount from Part I, line 27a	2	949,132.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	48,124,520.
4 Add lines 1, 2, and 3	4	621,555,738.
5 Decreases not included in line 2 (itemize) ▶ INCREASE IN GRANTS PAYABLE	5	2,720,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	618,835,738.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE		P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 305,979,311.		279,925,819.	26,053,492.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			26,053,492.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	26,053,492.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	22,718,889.	547,696,091.	.041481
2010	32,643,473.	609,816,027.	.053530
2009	21,897,399.	546,276,698.	.040085
2008	18,941,579.	492,478,542.	.038462
2007	42,159,284.	801,364,144.	.052609

2 Total of line 1, column (d)	2	.226167
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.045233
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	587,642,705.
5 Multiply line 4 by line 3	5	26,580,842.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	340,092.
7 Add lines 5 and 6	7	26,920,934.
8 Enter qualifying distributions from Part XII, line 4	8	32,780,688.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	340,092.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	340,092.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	340,092.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	576,499.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	576,499.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	236,407.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 236,407. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.LONGWOODFOUNDATION.ORG	13	X	
14	The books are in care of ► STEPHEN A. MARTINENZA Telephone no. ► 302-654-2477 Located at ► 100 W 10TH ST. STE 1109, WILMINGTON, DE ZIP+4 ► 19801			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception - Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► ☐	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

SEE STATEMENT 11

☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		284,243.	36,044.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN A. MARTINENZA - 100 W. 10TH ST., STE. 1109, WILMINGTON, DE 19801	ASST SEC/TREAS 40.00	113,856.	27,346.	0.
JOANNE REILLY - 100 W. 10TH ST., STE. 1109, WILMINGTON, DE 19801	ASST TO DIR 40.00	74,289.	25,316.	0.
SANDRA S. DREW - 100 W. 10TH ST., STE. 1109, WILMINGTON, DE 19801	ACCOUNTANT 40.00	59,161.	33,913.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ASHFORD CONSULTING GROUP 1 WALKER'S MILL RD., WILMINGTON, DE 19807	INVESTMENT CONSULTING	524,610.
WELLINGTON TRUST COMPANY 75 STATE STREET, BOSTON, MA 02109	INVESTMENT ADVICE	209,966.
FOCUSED INVESTOR 9777 WILSHIRE BLVD., CHICAGO, IL 60606	INVESTMENT ADVICE	208,082.
ADVISORY RESEARCH MANAGEMENT 180 NORTH STETSON, CHICAGO, IL 60601	INVESTMENT ADVICE	129,987.
BARES CAPITAL 12600 HILL COUNTRY BLVD., AUSTIN, TX 78738	INVESTMENT ADVICE	94,868.
Total number of others receiving over \$50,000 for professional services		1

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	593,353,790.
b	Average of monthly cash balances	1b	3,237,789.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	596,591,579.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	596,591,579.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,948,874.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	587,642,705.
6	Minimum investment return. Enter 5% of line 5	6	29,382,135.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	29,382,135.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	340,092.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	340,092.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,042,043.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	29,042,043.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	29,042,043.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	32,780,688.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	32,780,688.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	340,092.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	32,440,596.

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

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				29,042,043.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			4,289,181.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 32,780,688.				
a Applied to 2011, but not more than line 2a			4,289,181.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				28,491,507.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				550,536.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

☐ 4942(1)(3) or ☐ 4942(1)(5)

(e) Total

(4) Gross investment income

LONGFOU1

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED LIST	N/A-NO INDIVIDUAL RECIPIENTS	501(C)(3) ORGS	TO BENEFIT THE RECIPIENTS' CHARITABLE PURPOSES.	32,386,913.
Total			3a	32,386,913.
b Approved for future payment				
SEE ATTACHED LIST	N/A-NO INDIVIDUAL RECIPIENTS	501(C)(3) ORGS	TO BENEFIT THE RECIPIENTS' CHARITABLE PURPOSES.	6,680,000.
Total			3b	6,680,000.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

PETER S. KENNEDY,
CPA

~~Preparer's signature~~

Date	
------	--

Check ☐ self-employed

PTIN

02/03/14

P00571422

Firm's name ► COVER & ROSSITER, P.A.

Firm's EIN ▶ 51-0232475

Firm's address ► 62 ROCKFORD ROAD, SUITE 200
WILMINGTON, DE 19806

Phone no. 302-656-6632

Form **990-PF** (2012)

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

<u>SOURCE</u>	<u>AMOUNT</u>
INTEREST INCOME	208,863.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	208,863.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
DIVIDENDS	8,855,850.	0.	8,855,850.
TOTAL TO FM 990-PF, PART I, LN 4	8,855,850.	0.	8,855,850.

FORM 990-PF OTHER INCOME STATEMENT 3

<u>DESCRIPTION</u>	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
OTHER K-1 INCOME (EXPENSE)	632,145.	632,145.	
TOTAL TO FORM 990-PF, PART I, LINE 11	632,145.	632,145.	

FORM 990-PF LEGAL FEES STATEMENT 4

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
LEGAL	24,987.	10,744.		10,743.
TO FM 990-PF, PG 1, LN 16A	24,987.	10,744.		10,743.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	20,633.	10,317.		10,316.	
TO FORM 990-PF, PG 1, LN 16B	20,633.	10,317.		10,316.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	1,254,795.	1,247,688.		0.	
CONSULTANT FEES	108,926.	54,463.		54,463.	
BANK SERVICE FEES	47,537.	23,769.		23,768.	
	0.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	1,411,258.	1,325,920.		78,231.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	353,328.	0.		0.	
PAYROLL TAXES	33,332.	16,666.		16,666.	
TO FORM 990-PF, PG 1, LN 18	386,660.	16,666.		16,666.	

FORM 990-PF	OTHER EXPENSES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER SERVICES	4,378.	2,189.		2,189.
SUPPLIES AND EQUIPMENT	20,437.	10,219.		10,218.
COMPUTER EQUIPMENT	4,410.	2,205.		2,205.
MISCELLANEOUS	5,430.	2,715.		2,715.
TELEPHONE	17,501.	8,751.		8,750.
INSURANCE	10,461.	5,231.		5,230.
PROFESSIONAL DEVELOPMENT	13,678.	6,839.		6,839.
DUES & SUBSCRIPTIONS	10,050.	5,025.		5,025.
TO FORM 990-PF, PG 1, LN 23	86,345.	43,174.		43,171.

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE ATTACHED LIST	612,960,657.		612,960,657.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	612,960,657.		612,960,657.	

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELEUTHERE I. DU PONT, II C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	PRESIDENT 40.00	 284,243.	 36,044.	 0.
DR. M. LYNN DU PONT C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	VICE PRESIDENT & TRUSTEE 2.00	 0.	 0.	 0.
C.RODERICK MARONEY C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	SECRETARY & TRUSTEE 2.00	 0.	 0.	 0.
CHARLES L. COPELAND C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	CHAIRMAN & TRUSTEE 2.00	 0.	 0.	 0.
GERRET VAN S. COPELAND C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	 0.	 0.	 0.
PIERRE S. DU PONT IV C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	 0.	 0.	 0.
DAVID L. CRAVEN C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	 0.	 0.	 0.
EDWARD B. DU PONT C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	 0.	 0.	 0.
ELI R. SHARP C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	TREASURER & TRUSTEE 2.00	 0.	 0.	 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		284,243.	36,044.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 11

GRANTEE'S NAME

COMMUNITY EDUCATION BUILDING

GRANTEE'S ADDRESS100 W. 10TH STREET, SUITE 1109
WILMINGTON, DE 19801GRANT AMOUNT

1,000,000.

DATE OF GRANT

11/30/12

AMOUNT EXPENDEDVERIFICATION DATE

01/31/14

PURPOSE OF GRANT

TO HELP FUND THE START UP OF THE COMMUNITY EDUCATION BUILDING.

DATES OF REPORTS BY GRANTEE

1/31/2014

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATIONBASED ON INFORMATION PROVIDED AS WELL AS OBSERVATION OF PROGRESS WITH
CONSTRUCTION, THE COMMUNITY EDUCATION BUILDING APPEARS TO BE SPENDING ITS
GRANT FUNDS IN ACCORDANCE WITH THE PROVISIONS OF THE GRANT DOCUMENTS.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

302-654-2477

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

MARCH 15 AND SEPTEMBER 15

RESTRICTIONS AND LIMITATIONS ON AWARDS

GENERALLY LIMITED TO DELAWARE AND SOUTHERN CHESTER COUNTY, PENNSYLVANIA.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED
VIA E-MAIL TO GRANTREQUEST@LONGWOOD.ORG

FORM AND CONTENT OF APPLICATIONS

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

Longwood Foundation, Inc. EIN 51-0066734
Form 990-PF for Year Ended September 30, 2013
Schedule of Grants Paid and Payable
Page 1 of 3

	Grant Payable 9/30/2012	Amount Approved	Amount Disbursed	Amount Rescinded	Amount Payable 9/30/2013
Center for Education Policy Research	100,000	-	(100,000)	-	-
Connecting Generations	60,000	-	(60,000)	-	-
Wilmington Montessori School	250,000	-	(250,000)	-	-
Children's Beach House	100,000	-	(100,000)	-	-
Divine Sent Food Cupboard	25,000	-	(17,000)	(8,000)	-
Kalmar Nyckel Foundation	425,000	-	(425,000)	-	-
Safe Haven Animal Sanctuary	400,000	-	(400,000)	-	-
Historic Georgetown Association	50,000	-	(50,000)	-	-
Light up the Queen Foundation	500,000	-	(500,000)	-	-
Community Education Building	1,000,000	-	(1,000,000)	-	-
Teach for America	200,000	-	(150,000)	(50,000)	-
Intercollegiate Studies Institute	300,000	-	(300,000)	-	-
Specialisterne Foundation through DCF	400,000	-	-	-	400,000
Little Sisters of the Poor	130,000	-	(130,000)	-	-
Kennett After-School Foundation	20,000	-	-	-	20,000
Longwood Gardens	-	20,000,000	(15,000,000)	-	5,000,000
DCF - Mid-Atlantic Food and Wine Charitable Fund	-	300,000	(200,000)	-	100,000
Delaware Historical Society	-	250,000	(250,000)	-	-
Music School of Delaware	-	170,000	(170,000)	-	-
Historic Odessa Foundation	-	72,000	(72,000)	-	-
Historic Kennett Square Foundation	-	25,000	(25,000)	-	-
Wilmington Library	-	300,000	(300,000)	-	-
Edgemoor Revitalization Cooperative	-	100,000	(100,000)	-	-
Philanthropy Roundtable	-	25,000	(25,000)	-	-
Sussex Preparatory Academy	-	1,500,000	(1,500,000)	-	-
Wilmington Friends School	-	1,500,000	(1,500,000)	-	-
Academia Antoina Alonso	-	125,000	(125,000)	-	-
The Conservation Fund	-	200,000	(200,000)	-	-
Habitat for Humanity New Castle County	-	115,000	(115,000)	-	-
Boys and Girls Clubs of Delaware	-	750,000	(750,000)	-	-
Ministry of Caring	-	750,000	(750,000)	-	-
Lumen House	-	300,000	(300,000)	-	-
Delaware Center for Justice	-	150,000	(150,000)	-	-
Exceptional Care for Children	-	150,000	(150,000)	-	-
Npower Delaware	-	150,000	(150,000)	-	-
Opportunity Center	-	150,000	(150,000)	-	-
West End Neighborhood House	-	150,000	(150,000)	-	-
YWCA Delaware	-	125,000	(125,000)	-	-
Food Bank of Delaware	-	108,000	(108,000)	-	-
Delaware Breast Cancer Coalition	-	100,000	(100,000)	-	-
Jewish Family Service of Delaware	-	100,000	(100,000)	-	-
Home of the Brave Foundation	-	75,000	(75,000)	-	-
Hilltop Lutheran Neighborhood Center	-	63,965	(63,965)	-	-
Claymont Community Center	-	60,445	(60,445)	-	-
CHILD Inc.	-	50,000	(50,000)	-	-
Delaware Statewide Programs Association	-	50,000	(50,000)	-	-
Page Totals Forward	3,960,000	27,964,410	(26,346,410)	(58,000)	5,520,000

Longwood Foundation, Inc. EIN 51-0066734
Form 990-PF for Year Ended September 30, 2013
Schedule of Grants Paid and Payable
Page 2 of 3

	Grant Payable 9/30/2012	Amount Approved	Amount Disbursed	Amount Rescinded	Amount Payable 9/30/2013
Totals Forwarded	3,960,000	27,964,410	(26,346,410)	(58,000)	5,520,000
National Council on Agricultural Life and Labor Research Fund	-	50,000	(50,000)	-	-
National Council on Crime and Delinquency	-	50,000	(50,000)	-	-
United Way of Chester County	-	45,000	(45,000)	-	-
Delaware Elite	-	40,000	(40,000)	-	-
United Way of Southern Chester County	-	38,000	(38,000)	-	-
Kennett Area Senior Center	-	30,000	-	-	30,000
Harrington Senior Center	-	27,784	(27,784)	-	-
Paws for People	-	18,633	(18,633)	-	-
Delaware Elder Meditation Services	-	2,500	(2,500)	-	-
Friends of the Greenwood Library	-	150,000	(75,000)	-	75,000
Delaware Sustainable Chemistry Alliance	-	1,000,000	-	(1,000,000)	-
Rotary Area 4 Can Do Too Playground	-	100,000	(100,000)	-	-
Woodburn Foundation	-	100,000	-	-	100,000
Seaford District Library	-	75,000	-	-	75,000
The SmartDrive Foundation	-	30,000	(30,000)	-	-
Lombardy Hall Foundation	-	10,000	-	-	10,000
Grand Opera House	-	500,000	(250,000)	-	250,000
Chester County Historical Society	-	200,000	(200,000)	-	-
Overfalls Maritime Museum	-	40,000	(40,000)	-	-
Delaware Institute for the Arts in Education	-	20,000	-	-	20,000
Mid-Atlantic Ballet	-	9,050	(9,050)	-	-
Kennett Symphony Orchestra	-	5,500	(5,500)	-	-
MOT Charter School	-	1,000,000	(1,000,000)	-	-
Aspira of Delaware	-	350,000	(350,000)	-	-
Delaware Charter Schools Network	-	300,000	(300,000)	-	-
Delaware College of Art and Design	-	275,000	(275,000)	-	-
Prestige Academy	-	200,000	(200,000)	-	-
St Elizabeth High School	-	150,000	(150,000)	-	-
First State Montessori Academy	-	100,000	-	-	100,000
Holy Angels School	-	100,000	(100,000)	-	-
Independence School	-	92,264	(92,264)	-	-
Newark Center for Creative Learning	-	6,250	(6,250)	-	-
Delmarva Community Wellnet	-	50,000	(50,000)	-	-
Delaware Hospice	-	500,000	-	-	500,000
Community Volunteers in Medicine	-	50,000	(50,000)	-	-
Sacred Heart Village II	-	635,807	(635,807)	-	-
Delaware Alliance for Nonprofit Advancement	-	450,000	(450,000)	-	-
Sussex County Senior Services	-	250,000	(250,000)	-	-
Mary Campbell Center	-	185,500	(185,500)	-	-
Ingleside Homes	-	150,000	(150,000)	-	-
Cancer Care Connection	-	115,000	(115,000)	-	-
Nehemiah Gateway Community Development Corp	-	110,000	(110,000)	-	-
Page Totals Forward	3,960,000	35,575,698	(31,797,698)	(1,058,000)	6,680,000

Longwood Foundation, Inc. EIN 51-0066734
Form 990-PF for Year Ended September 30, 2013
Schedule of Grants Paid and Payable
Page 3 of 3

	Grant Payable 9/30/2012	Amount Approved	Amount Disbursed	Amount Rescinded	Amount Payable 9/30/2013
Totals Forwarded	3,960,000	35,575,698	(31,797,698)	(1,058,000)	6,680,000
Reading Assist Institute	-	100,000	(100,000)	-	-
Delaware Center for Homeless Veterans	-	86,440	(86,440)	-	-
Rodney Street Tennis Association	-	125,000	(125,000)	-	-
La Esperanza	-	63,000	(63,000)	-	-
Delaware Adolescent Program	-	60,000	(60,000)	-	-
Gaudenzia	-	50,000	(50,000)	-	-
Lighthouse Center for Youth	-	50,000	(50,000)	-	-
Dover Interfaith Mission for Housing	-	25,000	(25,000)	-	-
Young Moms	-	24,500	(24,500)	-	-
Frederica Adult Center	-	20,000	(20,000)	-	-
1212 Corporation	-	15,322	(15,322)	-	-
Epilepsy Foundation of Delaware	-	9,000	(9,000)	-	-
Mom's House	-	7,500	(7,500)	-	-
Freedom Center for Independent Living	-	7,250	(7,250)	-	-
Delaware HIV Services	-	3,400	(3,350)	(50)	-
Propel Schools Foundation	-	-	57,147	(57,147)	-
Totals	3,960,000	36,222,110	(32,386,913)	(1,115,197)	6,680,000
	Part II		Part XV		Part XV
	Line 18(a)		Line 3a		Line 3b

Longwood Foundation
EIN 51-0066734
Capital Gains and Losses for Tax on Investment Income
Form 990-PF, Page 3, Part IV
Year Ended September 30, 2013

Investment Account	Proceeds	Basis	Gain / (Loss)
Dupont Stock	29,500,020	12,451,918	17,048,102
John Hancock Global Opportunity	35,128,548	34,107,707	1,020,841
BBH	294,427	-	294,427
PIMCO All Asset	5,000,000	4,949,456	50,544
Advisory Research Management	29,123,770	23,619,023	5,504,747
Focused Investor	708,539		708,539
Graham	18,794,810	25,006,997	(6,212,187)
Capital Venture Partners IX, LP K-1	808	-	808
Bares Capital	1,315,726	1,193,524	122,202
Thornburg International	25,000,000	20,902,684	4,097,316
Thornburg International K-1	-	775,524	(775,524)
Artio / Julius Baer	49,941,116	48,832,341	1,108,775
Wellington Small Cap Transactions	21,926,422	21,751,341	175,081
Wellington DIH Transactions	26,242,867	32,347,868	(6,105,001)
Mondrian	29,085,283	25,207,164	3,878,119
GMO	28,890,075	24,184,523	4,705,552
State Street 500 Fund	25,841	20,365	5,476
State Street ACWI Fund	154,484	143,610	10,875
State Street US index fund	346,656	323,020	23,636
State Street US index fund K-1	45,276	-	45,276
JP Morgan Alerian	4,000,019	3,332,968	667,051
Oaktree K-1	388,895	-	388,895
Commonfund Multi-Strategy Global Hedged Investor K-1	-	775,785	(775,785)
Commonfund Capital Private Equity VIII K-1	375	-	375
2011 Commonfund International Partners VII K-1		2	(2)
2012 Commonfund International Partners VII K-1	717	-	717
Miscellaneous Class Action Proceeds	64,637	-	64,637
Totals	305,979,311	279,925,819	26,053,492

Amounts for 990PF

305,979,311	279,925,819	26,053,492
Part IV, Column (e)	Part IV, Column (g)	Part I, Line 6a