

Return of Private Foundation

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

2018

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2018 or tax year beginning **OCT 1, 2018**, and ending **SEP 30, 2019**

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) 683-8200
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19801		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 709,926,293.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	444,734.	444,734.		STATEMENT 1
	4 Dividends and interest from securities	15,037,144.	15,037,144.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,749,879.			
	b Gross sales price for all assets on line 6a	153,184,946.			
	7 Capital gain net income (from Part IV, line 2)		11,749,879.		
	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					
12 Total. Add lines 1 through 11	27,231,757.	27,231,757.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	322,955.	161,478.		161,477.
	14 Other employee salaries and wages	506,639.	253,320.		253,319.
	15 Pension plans, employee benefits	406,225.	203,113.		203,112.
	16a Legal fees	8,756.	4,378.		4,378.
	b Accounting fees	28,606.	14,303.		14,303.
	c Other professional fees	3,696,504.	3,643,490.		53,014.
	17 Interest				
	18 Taxes	481,853.	24,741.		24,741.
	19 Depreciation and depletion				
	20 Occupancy	69,846.	34,923.		34,923.
	21 Travel, conferences, and meetings	13,977.	6,989.		6,988.
	22 Printing and publications				
	23 Other expenses	1,318,457.	1,266,481.		51,976.
	24 Total operating and administrative expenses. Add lines 13 through 23	6,853,818.	5,613,216.		808,231.
	25 Contributions, gifts, grants paid	15,697,556.			18,265,403.
26 Total expenses and disbursements. Add lines 24 and 25	22,551,374.	5,613,216.		19,073,634.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	4,680,383.				
b Net investment income (if negative, enter -0-)		21,618,541.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	900,739.	15,581,697.	15,581,697.
	2 Savings and temporary cash investments	48,164,481.	40,905,842.	40,905,842.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable	220,326.		
	Less: allowance for doubtful accounts	229,192.	220,326.	220,326.
	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	379,847.	147,476.	147,476.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 8 56,448,164.	51,653,912.	51,653,912.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 9 608,999,351.	601,417,040.	601,417,040.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	715,121,774.	709,926,293.	709,926,293.	
Liabilities	17 Accounts payable and accrued expenses	158,895.	151,012.	
	18 Grants payable	88,291,519.	85,723,672.	
	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)	88,450,414.	85,874,684.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	626,454,882.	623,836,131.	
	25 Temporarily restricted	216,478.	215,478.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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	626,671,360.	624,051,609.		
31 Total liabilities and net assets/fund balances	715,121,774.	709,926,293.		

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	626,671,360.
2 Enter amount from Part I, line 27a	2	4,680,383.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	631,351,743.
5 Decreases not included in line 2 (itemize) UNREALIZED GAIN/LOSS ON INVESTMENTS	5	7,300,134.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	624,051,609.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a DETAIL ON FILE		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 153,184,946.		141,435,067.	11,749,879.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			11,749,879.	
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 11,749,879.
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 doesn't 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))
2017	39,180,300.	702,264,667.	.055791
2016	42,566,583.	644,303,830.	.066066
2015	30,472,728.	603,379,880.	.050503
2014	29,227,181.	655,392,548.	.044595
2013	32,552,285.	652,879,148.	.049860
2 Total of line 1, column (d)			2 .266815
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 .053363
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 678,415,239.
5 Multiply line 4 by line 3			5 36,202,272.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 216,185.
7 Add lines 5 and 6			7 36,418,457.
8 Enter qualifying distributions from Part XII, line 4			8 19,073,634.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	432,371.
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	432,371.
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	432,371.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	579,847.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	579,847.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
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	147,476.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 147,476. Refunded <input type="checkbox"/>	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 the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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?	X	
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the 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

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
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here
16 At any time during calendar year 2018, 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?

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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?
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 2018?
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?
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?
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?
b If "Yes," did it have excess business holdings in 2018 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2018?

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

5a During the year, did the foundation pay or incur any amount to:		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>			
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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

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

(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 12		322,955.	69,309.	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	233,159.	51,738.	0.
MARIA STECKER - 100 W. 10TH ST., STE. 1109, WILMINGTON, DE 19801	GRANTS MANAGER 40.00	98,106.	43,321.	0.
SANDRA S. DREW - 100 W. 10TH ST., STE. 1109, WILMINGTON, DE 19801	ACCOUNTANT 40.00	69,900.	41,134.	0.
LAUREN A. PETRUSKY - 100 W. 10TH ST., STE. 1109, WILMINGTON, DE 19801	ASST TO ACCT 40.00	61,024.	37,996.	0.

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

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Includes entries for WINDMARK INV PARTNERS, FOCUSED INVESTOR, KILTEARN INVESTMENT MANAGEMENT, BAILLIE GIFFORD, and SANDERSON INVESTMENT MANAGEMENT.

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity (number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.) and Expenses. Line 1 is marked N/A.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment (Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.) and Amount. Line 1 is marked N/A.

Total. Add lines 1 through 3 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	687,771,265.
b	Average of monthly cash balances	1b	975,171.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	688,746,436.
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	688,746,436.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,331,197.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	678,415,239.
6	Minimum investment return. Enter 5% of line 5	6	33,920,762.

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	33,920,762.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	432,371.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	432,371.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,488,391.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	33,488,391.
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	33,488,391.

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	19,073,634.
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	19,073,634.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,073,634.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				33,488,391.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016		9,320,246.		
e From 2017		3,461,285.		
f Total of lines 3a through e	12,781,531.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 19,073,634.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				19,073,634.
e Remaining amount distributed out of corpus			0.	
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	12,781,531.			12,781,531.
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				1,633,226.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

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

Table with 5 columns: (a) 2018, (b) 2017, (c) 2016, (d) 2015, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 13

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
THE BIGGS MUSEUM OF AMERICAN ART C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	STRATEGY FOR SERVICE AND SUSTAINABILITY	250,000.
REHOBOTH ART LEAGUE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	PRESERVING THE PETER MARSH HOMESTEAD	150,000.
DELAWARE PHOTOGRAPHIC SOCIETY C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	DELAWARE PHOTOGRAPHIC SOCIETY GRANT	44,120.
JESTER ARTSPACE, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	JESTER FARMHOUSE RENOVATION	40,000.
IMPERIAL DYNASTY ARTS PROGRAM C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	MARCHING WINDS PROGRAM	40,000.
Total	SEE CONTINUATION SHEET(S)			14,767,556.
b Approved for future payment				
JEFFERSON STREET CENTER, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	RENOVATION TO BETTER SERVICE COMMUNITY	50,000.
K12 EDUCATION LANDSCAPE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	OPERATING SUPPORT.	1,000,000.
Total				1,050,000.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, and Other revenue.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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: **TREASURER**

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 PETER S. KENNEDY,	Date 03/21/20	Check <input type="checkbox"/> if self-employed	PTIN P00571422
	Firm's name COVER & ROSSITER, P.A.			Firm's EIN 51-0232475	
	Firm's address 2711 CENTERVILLE ROAD, SUITE 100 WILMINGTON, DE 19808			Phone no. 302-656-6632	

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	Grant Amount	Date of Grant	Amount Expended	Verification Date
<p style="text-align: center;">NO. 1</p> <p>COMMUNITY EDUCATION BUILDING INC. 1200 NORTH FRENCH ST. WILMINGTON, DE 19801</p>	3,030,000.	06/30/18	3,030,000.	
<p>Purpose of Grant</p> <p>DEBT RETIREMENT.</p>				
Date of Reports by Grantee	Diversions by Grantee			
6/30/2018	NO			
<p>Results of Verification</p> <p>FUNDS SPENT ON SPECIFIED PURPOSE.</p>				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAPITAL RINGERS, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	CAPITAL RINGERS EXPANSION	20,234.
COSTAL CONCERTS, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	RISING ARTIST AND VENUE EXPANSION (RAVE)	18,000.
WILMINGTON RENAISSANCE CORPORATION C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	WRC: CREATIVE DISTRICT REVITALIZATION	800,000.
WILMINGTON LEADERS ALLIANCE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	WILMINGTON IS WORKING	800,000.
KENT COUNTY REGIONAL SPORTS COMPLEX CORPORATION C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	ECONOMIC DEVELOPMENT VIA SPORTS TOURISM	300,000.
FAITHFUL FRIENDS ANIMAL SOCIETY C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	THE BUILDING COMPASSION CAMPAIGN	200,000.
PHILANTHROPY DELAWARE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	ADVANCE, CONNECT, IMPACT PHILANTHROPY	200,000.
SPUR IMPACT C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	PROJECT 1: CAPACITY BUILDING GRANT	200,000.
SUSSEX SPORTS CENTER FOUNDATION C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	SANDHILL FIELDS	150,000.
CITYFEST, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	WILMINGTON MAYOR'S MARKETING INITIATIVE	100,000.
Total from continuation sheets				14,243,436.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREENBANK MILL ASSOCIATES, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	HISTORIC ROOF REPLACEMENT	50,000.
FRIENDS OF BELLEVUE STATE PARK, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	MOUNT PLEASANT MEETING HOUSE RESTORATION	40,000.
CENTER FOR EFFECTIVE PHILANTHROPY C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	CEP GENERAL OPERATING SUPPORT	25,000.
THE PHILANTHROPY ROUNDTABLE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	THE ALLIANCE FOR CHARITABLE REFORM	25,000.
SERVIAM GIRLS ACADEMY C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	A BOLD FUTURE	270,000.
LEADING YOUTH THROUGH EMPOWERMENT C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	LYTE: BRIDGE TO EXPANSION	235,000.
DELAWARE CAN (C/O 50CAN) C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	DELAWARECAN	200,000.
GOLDEY-BEACOM COLLEGE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	CAMPUS EXPANSION AND RENOVATION PROJECT	200,000.
NATIVITY PREPARATORY SCHOOL OF WILMINGTON C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	FULL STREAM AHEAD	88,000.
RODEL FOUNDATION OF DELAWARE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(3) ORG	KINDERGARDEN READINESS AND REGISTRATION	75,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WILLIAMSON COLLEGE OF THE TRADES C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	EDUCATION ENVIRONMENT REVITALIZATION	72,000.
DELAWARE MATHEMATICS COALITION C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	LEADERSHIP COACHING LAB	70,000.
THE LAND CONSERVANCY FOR SOUTHERN CHESTER COUNTY C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	A CONTINUUM OF CONSERVATION AND STEWARDS	200,000.
BEEBE MEDICAL FOUNDATION C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(3) ORG	A STRATEGIC FACILITIES EXPANSION PLAN	1,250,000.
CHRISTIANA CARE HEALTH SYSTEM INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	ORAL HEALTH AND OUR MOST VULNERABLE	250,000.
CENTRAL DELAWARE HABITAT FOR HUMANITY C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	RESTORE EXPANSION	250,000.
TEEN WAREHOUSE INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	THE WAREHOUSE	800,000.
PREVENT CHILD ABUSE DELAWARE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	PREVENTING THE ABUSE OF DE'S CHILDREN	278,426.
SURVIVORS OF ABUSE IN RECOVERY, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	MORE LEADERSHIP TO SECURE SOAR'S FUTURE	141,659.
UD HILLEL C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	DEVELOPMENT PROFESSIONALS	100,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEIGHBORHOOD HOUSE, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	RENOVATION PROJECT FALL 2018	95,000.
BEST BUDDIES DELAWARE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	BEST BUDDIES DELAWARE FRIENDSHIP PROJECT	80,000.
VETERANS REENTRY RESOURCES ALLIANCE, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	VETERANS REENTRY AND REINTEGRATION PROGRAM	65,000.
UNITED WAY OF CHESTER COUNTY C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	COMMUNITY IMPACT FUND	45,000.
UNITED WAY OF SOUTHERN CHESTER COUNTY C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	HEALTH AND HUMAN SERVICE NEEDS	38,000.
NABVETS C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	ONGOING PROGRAMMING AND OPERATIONS	20,000.
CARING HEARTS HELPING HANDS, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	HVAC, WINDOWS AND INSULATION	14,000.
HARRINGTON SENIOR CENTER C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	SECURITY / ALARM SYSTEM	10,625.
OPERADELAWARE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	OPERADELAWARE FALL MASTERWORKS SERIES	200,000.
DELAWARE ARTS ALLIANCE INC C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	DAA CIVIC ENGAGEMENT INITIATIVE	75,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHADDS FORD HISTORICAL SOCIETY C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	ESSENTIAL MAINTENANCE	37,000.
KENNETT SYMPHONY ORCHESTRA C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	KENNETT SYMPHONY - LONGWOOD GARDEN	25,000.
DEWEY ARTIST COLLABORATION C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	ART REACH AND ARTIST DEVELOPMENT	5,500.
DELAWARE ALLIANCE FOR NONPROFIT ADVANCEMENT C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	OPERATIONAL SUPPORT & CAPACITY EXPANSION	500,000.
NATIONAL COUNCIL ON AGRICULTURAL LIFE & LABOR RESEARCH FUND C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	W. DIVISION COMMERCIAL BUILDING	400,000.
PUBLIC HEALTH MANAGEMENT CORPORATION (PHMC) C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	EVALUATION SOLUTIONS FOR NONPROFIT	98,992.
DELAWARE TECHNICAL & COMMUNITY COLLEGE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	DELAWARE TECH MIDDLETOWN TRAINING CENTER	250,000.
ZIP CODE WILMINGTON C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	INNOVATION OUTREACH POWERED BY ZIP CODE	150,000.
JEFFERSON SCHOOL C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	THE GROWING PROJECT	200,000.
DELAWARE MARITIME EDUCATION C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	DELAWARE MARITIME EDUCATION/USCG	150,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WATERFORD INSTITUTE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	UPSTART DELAWARE PILOT EXPANSION	75,000.
WASHINGTON COLLEGE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	EXPLORE AMERICA - LONGWOOD FELLOWS	75,000.
DELAWARE NATURE SOCIETY C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	COVERDALE FARM REGENAG PROJECT	250,000.
UPSTREAM USA C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	DELAWARE CONTRACEPTIVE ACCESS NOW	500,000.
POISON CONTROL CENTER AT CHILDREN'S HOSPITAL OF PHILADELPHIA C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	POISON CENTER DIGITAL HEALTH OVERHAUL	60,000.
UNIVERSITY OF PENNSYLVANIA SCHOOL OF VETERINARY MEDICINE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	TRANSLATION AND PEDIATRIC IMAGING	250,000.
CINNAIRE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(2) ORG	TRANSFORMING WILMINGTON INITIATIVE	300,000.
BE READY COMMUNITY DEVELOPMENT CORPORATION C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	SOLOMON'S COURT	350,000.
DOVER INTERFAITH MISSION FOR HOUSING C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	A HOME FOR WOMEN	150,000.
CHEER, INC C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	CHEER COMMERCIAL KITCHEN	400,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EASTERSEALS DELAWARE & MARYLAND'S EASTERN SHORE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	APPLIED BEHAVIOR ANALYSIS	350,000.
THE CHALLENGE PROGRAM C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	CP FURNITURE MANUFACTURING FACILITY	400,000.
DELAWARE COMMUNITY REINVESTMENT ACTION COUNCIL, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	CAPACITY BUILDING	100,000.
JEWISH FAMILY SERVICES OF DELAWARE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	CARE NAVIGATION ENHANCEMENTS	273,000.
METROPOLITAN WILMINGTON URBAN LEAGUE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	MWUL CAPACITY BUILDING GRANT	135,000.
SOUTHERN DELAWARE THERAPEUTIC AND RECREATIONAL HORSEBACK C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	SDTR FACILITY UPGRADES AND RENOVATIONS	175,000.
THE CAPITAL GOOD FUND C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	COMBATING PREDATORY LENDING IN DELAWARE	200,000.
HILLTOP LUTHERAN NEIGHBORHOOD CENTER C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	CAPITAL IMPROVEMENT PROJECT	100,000.
LIMEN HOUSE, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	PROFESSIONAL STAFF EXPANSION	80,000.
DELMARVA CLERGY UNITED IN SOCIAL ACTION FOUNDATION C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	DCUSA EDUCATION BUILDING AND GROUNDS	30,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LUTHERAN CHURCH OF OUR SAVIOR C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	THE ESL PROGRAM AT LCOS	15,000.
CAMP DREAMCATCHER, INC. C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	THERAPEUTIC CAMP FOR HIV IMPACTED YOUTH	12,000.
DELAWARE NATURE SOCIETY C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	OPERATING SUPPORT ON BEHALF OF DAVID L. CRAVEN	84,000.
GREENMORE RESCUE C/O LONGWOOD FOUNDATION 100 WEST 10TH STREET WILMINGTON, DE 19801	N/A- NO INDIVIDUAL RECIPIENT	509(A)(1) ORG	OPERATING SUPPORT ON BEHALF OF JOANNE REILLY	12,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	444,734.	444,734.	
TOTAL TO PART I, LINE 3	444,734.	444,734.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	15,037,144.	0.	15,037,144.	15,037,144.	
TO PART I, LINE 4	15,037,144.	0.	15,037,144.	15,037,144.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	8,756.	4,378.		4,378.
TO FM 990-PF, PG 1, LN 16A	8,756.	4,378.		4,378.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	28,606.	14,303.		14,303.
TO FORM 990-PF, PG 1, LN 16B	28,606.	14,303.		14,303.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	3,588,094.	3,588,094.		0.
CONSULTANT FEES	52,928.	26,464.		26,464.
BANK SERVICE FEES	2,382.	2,382.		0.
COMPUTER CONSULTANT	53,100.	26,550.		26,550.
TO FORM 990-PF, PG 1, LN 16C	3,696,504.	3,643,490.		53,014.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	432,371.	0.		0.
PAYROLL TAXES	49,482.	24,741.		24,741.
TO FORM 990-PF, PG 1, LN 18	481,853.	24,741.		24,741.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER SERVICES	3,664.	1,832.		1,832.
SUPPLIES AND EQUIPMENT	15,234.	7,617.		7,617.
COMPUTER EQUIPMENT	7,862.	3,931.		3,931.
MISCELLANEOUS	11,341.	5,671.		5,670.
TELEPHONE	14,620.	7,310.		7,310.
INSURANCE	12,428.	6,214.		6,214.
PROFESSIONAL DEVELOPMENT	2,654.	1,327.		1,327.
DUES & SUBSCRIPTIONS	36,150.	18,075.		18,075.
OTHER K-1 EXPENSE	1,214,504.	1,214,504.		0.
TO FORM 990-PF, PG 1, LN 23	1,318,457.	1,266,481.		51,976.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
STOCKS		51,653,912.	51,653,912.
TOTAL TO FORM 990-PF, PART II, LINE 10B		51,653,912.	51,653,912.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIPS	FMV	169,141,347.	169,141,347.
MUTUAL FUND SHARES	FMV	432,275,693.	432,275,693.
TOTAL TO FORM 990-PF, PART II, LINE 13		601,417,040.	601,417,040.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT	STATEMENT	10
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EXPLANATION

DISTRIBUTIONS WERE MADE TO THE DELAWARE COMMUNITY FOUNDATION TO FUNDS OVER WHICH LONGWOOD FOUNDATION TRUSTEES HAD ADVISORY PRIVILEGES. THE DISTRIBUTIONS WERE TREATED AS QUALIFYING DISTRIBUTIONS AS ALLOWED UNDER THE INTERNAL REVENUE CODE.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 SECTION 170(C)(2)(B) STATEMENT	STATEMENT	11
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EXPLANATION

THE FOUNDATION HAS MADE DISTRIBUTIONS TO A DONOR-ADVISED FUND OVER WHICH ITS TRUSTEES ACT IN AN ADVISORY CAPACITY. THE FUNDS ARE DESIGNATED TO BE DISTRIBUTED TO SUPPORT SPECIFIC CHARITIES WHO WERE PREVIOUSLY IDENTIFIED.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

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	 322,955.	69,309.	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.
DAVID L. CRAVEN 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.
TIMOTHY B. WEYMOUTH C/O LONGWOOD FOUNDATION, 100 W. 10TH ST, STE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	 0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		322,955.	69,309.	0.