Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation
RUTH LILLY PHILANTHROPIC FOUNDATION
PNC BANK, NA

A Employer identification number: 34-7206415

Number and street (or P O box number if mail is not delivered to street address): P O BOX 94651
Room/suite

B Telephone number (see page 10 of the instructions): (216) 257-4699

City or town, state, and ZIP code: CLEVELAND, OH 44101

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 67,411,258.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	70,685,418.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	567,062.	567,062.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	507,311.			
	b Gross sales price for all assets on line 6a 5,344,934.				
	7 Capital gain net income (from Part IV, line 2)		507,311.		
	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) (attach schedule)				
	11 Other income (attach schedule)	2,900.			
	12 **Total.** Add lines 1 through 11	71,762,691.	1,074,373.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,083.	1,042.		1,042.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 2	103,746.	NONE	NONE	103,746.
	b Accounting fees (attach schedule) STMT 3	700.	NONE	NONE	700.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	8,733.	8,733.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	115,262.	9,775.	NONE	105,488.
	25 Contributions, gifts, grants paid	11,372,207.			11,372,207.
	26 **Total expenses and disbursements** Add lines 24 and 25	11,487,469.	9,775.	NONE	11,477,695.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	60,275,222.			
	b **Net investment income** (if negative, enter -0-)		1,064,598.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1		Cash - non-interest-bearing	NONE	2,286,086.	2,286,086.
	2		Savings and temporary cash investments			
	3		Accounts receivable ▶			
			Less allowance for doubtful accounts ▶			
	4		Pledges receivable ▶			
			Less allowance for doubtful accounts ▶			
	5		Grants receivable			
	6		Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7		Other notes and loans receivable (attach schedule) ▶			
			Less: allowance for doubtful accounts ▶ NONE			
	8		Inventories for sale or use			
	9		Prepaid expenses and deferred charges			
	10	a	Investments - U S and state government obligations (attach schedule)			
		b	Investments - corporate stock (attach schedule)		33,887,420.	38,604,935.
		c	Investments - corporate bonds (attach schedule)		15,761,960.	15,940,770.
	11		Investments - land, buildings, and equipment basis ▶			
			Less accumulated depreciation (attach schedule) ▶			
	12		Investments - mortgage loans			
	13		Investments - other (attach schedule)		9,581,756.	10,579,467.
	14		Land, buildings, and equipment basis ▶			
			Less accumulated depreciation (attach schedule) ▶			
	15		Other assets (describe ▶)			
	16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	NONE	61,517,222.	67,411,258.
Liabilities	17		Accounts payable and accrued expenses			
	18		Grants payable			
	19		Deferred revenue			
	20		Loans from officers, directors, trustees, and other disqualified persons			
	21		Mortgages and other notes payable (attach schedule)			
	22		Other liabilities (describe ▶)			
	23		Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances			Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24		Unrestricted			
	25		Temporarily restricted			
	26		Permanently restricted			
			Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27		Capital stock, trust principal, or current funds	NONE	61,517,222.	
	28		Paid-in or capital surplus, or land, bldg, and equipment fund			
	29		Retained earnings, accumulated income, endowment, or other funds			
	30		Total net assets or fund balances (see page 17 of the instructions)	NONE	61,517,222.	
	31		Total liabilities and net assets/fund balances (see page 17 of the instructions)	NONE	61,517,222.	

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	NONE
2	Enter amount from Part I, line 27a	2	60,275,222.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	1,258,365.
4	Add lines 1, 2, and 3	4	61,533,587.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	16,365.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	61,517,222.

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 PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) 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	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 507,311.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2009	10,028,116.	7,529,907.	1.33177156106
2008	10,183,296.	6,847,468.	1.48716226202
2007	10,348,220.	6,800,723.	1.52163527319
2006	15,615,543.	17,277,659.	0.90379969879
2005			

2	**Total** of line 1, column (d)	2	5.24436879506
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	1.31109219877
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	26,867,364.
5	Multiply line 4 by line 3	5	35,225,591.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,646.
7	Add lines 5 and 6	7	35,236,237.
8	Enter qualifying distributions from Part XII, line 4	8	11,477,695.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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	21,292.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	21,292.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	21,292.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 316.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 21,030.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	21,346.
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	54.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 54. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ________ (2) On foundation managers ▶$ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 7			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 8	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PNC BANK NA Telephone no ▶ (216)257-4699

Located at ▶ P.O. BOX 94651, CLEVELAND, OH ZIP + 4 ▶ 44101-4651

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . . ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d).*			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . *If "Yes" to 6b, file Form 8870*	**6b**		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		2,083.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	27,276,512.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	27,276,512.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	27,276,512.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	409,148.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,867,364.
6	**Minimum investment return.** Enter 5% of line 5	6	1,343,368.

Part XI **Distributable Amount** (see page 25 of the 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	1,343,368.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	21,292.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	21,292.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,322,076.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,322,076.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,322,076.

Part XII **Qualifying Distributions** (see page 25 of the 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	11,477,695.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,477,695.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	11,477,695.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					1,322,076.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				NONE	
b Total for prior years 20___,20___,20___			NONE		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	NONE				
b From 2006	15,277,674.				
c From 2007	10,015,337.				
d From 2008	9,844,654.				
e From 2009	9,652,249.				
f **Total** of lines 3a through e		44,789,914.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 11,477,695.					
a Applied to 2009, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d Applied to 2010 distributable amount					1,322,076.
e Remaining amount distributed out of corpus		10,155,619.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		54,945,533.			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		54,945,533.			
10 Analysis of line 9:					
a Excess from 2006	15,277,674.				
b Excess from 2007	10,015,337.				
c Excess from 2008	9,844,654.				
d Excess from 2009	9,652,249.				
e Excess from 2010	10,155,619.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 33				
Total . . . ▶ **3a**				11,372,207.
b *Approved for future payment*				
Total . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	567,062.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	507,311.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER REVENUE			0	2,900.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,077,273.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,077,273.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

Sign Here

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

Matthew L Stump | 07/07/2011 | TAX MANAGER

Signature of officer or trustee MATTHEW L STUMP | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization

RUTH LILLY PHILANTHROPIC FOUNDATION

Employer identification number

34-7206415

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ______

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
RUTH LILLY PHILANTHROPIC FOUNDATION	34-7206415

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RUTH LILLY CHARITABLE TRUST PO BOX 94651 CLEVELAND, OH 44101	$ 70,685,418.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization: RUTH LILLY PHILANTHROPIC FOUNDATION

Employer identification number: 34-7206415

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURITIES	$ 57,323,550.	06/30/2010
		$	
		$	
		$	
		$	
		$	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		567,062.	567,062.
	TOTAL	567,062.	567,062.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	21,216.			21,216.
LEGAL FEES - INCOME (ALLOCABLE	82,530.			82,530.
TOTALS	103,746.	NONE	NONE	103,746.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PNC BANK, NA	700.			700.
TOTALS	700.	NONE	NONE	700.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	86.	86.
FOREIGN TAXES ON QUALIFIED FOR	6,705.	6,705.
FOREIGN TAXES ON NONQUALIFIED	1,942.	1,942.
TOTALS	8,733.	8,733.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
POSTED CURR YR FOR PRIOR YR	99.
NONDIVIDEND DISTRIBUTION	1,280.
ACCOUNT FEE REBATE	1,647.
ADJUSTMENT DUE TO PUBLICLY TRADED STOCKS CONTRIBUTED	1,255,308.
CASHIER'S CHECK REIMBURSEMENT	31.
TOTAL	1,258,365.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
POSTED SUBSEQ YEAR FOR CURR YEAR	122.
BASIS ADJUSTMENT	16,241.
ROUNDING ADJUSTMENT	2.
TOTAL	16,365.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
IN

STATEMENT 7

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

RUTH LILLY CHARITABLE TRUST
PO BOX 94651
CLEVELAND, OH 44101

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
PNC BANK NA
ADDRESS:
P.O. BOX 94651
CLEVELAND, OH 44101-4651
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3
COMPENSATION .... 2,083.

TOTAL COMPENSATION: 2,083.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ANIMAL WELFARE LEAGUE OF KOSCIUSKO
ADDRESS:
3489 E 100 S
WARSAW, IN 46581
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
HUMANE SOCIETY OF THE UNITED STATES
PO BOX 993
ADDRESS:
OLD CHELSEA STATION
NEW YORK, NY 10013
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
DUKE UNIVERSITY DIVINITY SCHOOL
ADDRESS:
BOX 90966
DURHAM, NC 27708
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RECONCILIATION SCHOLARSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
JUMPSTART YOUTH CONNECTION INC
C/O JOSEPH S COSTELLO, PRESIDENT
ADDRESS:
5 MARKET ST, STE 203C
AMESBURY, MA 01913
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
RIVER VALLEY CHARTER SCHOOL FDN, IN
ADDRESS:
TWO PERRY WAY
NEWBURYPORT, MA 01950
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOOL TRAVEL PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
FAMILY SERVICES OF GREATER BOSTON
ADDRESS:
31 HEATH ST
JAMAICA PLAN, MA 02130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
GREENWOOD SCHOOL
ATTN: STEWART MILLER
ADDRESS:
14 GREENWOOD LANE
PUTNEY, VT 05346
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 126,450.

RECIPIENT NAME:
THE AMERICAN FUND FOR CHARITIES
C/O THE CHAPEL & YORK LIMITED
ADDRESS:
601 PENNSYLVANIA AVE NW, STE 900
WASHINGTON, DC 20004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
INSTITUTE OF CHILD HEALTH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 107,000.

RECIPIENT NAME:
LEGACY HOUSE
ADDRESS:
2050 N ARLINGTON AVE
INDIANAPOLIS, IN 46218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
GIRL'S INC
ADDRESS:
3959 N CENTRAL AVE
INDIANAPOLIS, IN 46205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
FAIRBANKS HOSPITAL, INC
ADDRESS:
8102 CLEARVISTA PARKWAY
INDIANAPOLIS, IN 46256
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
VOLUNTEERS OF AMERICA INDIANA
ADDRESS:
927 N PENNSYLVANIA ST
INDIANAPOLIS, IN 46204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
THEODORA HOUSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
WAWASEE AREA CONSERVANCY FOUNDATION
ADDRESS:
PO BOX 548
SYRACUSE, IN 46567
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
HISTORIC LANDMARKS FDN OF AMERICA
ADDRESS:
340 W MICHIGAN
INDIANAPOLIS, IN 46202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
NASHOBA BROOKS SCHOOL
ADDRESS:
1200 STRAWBERRY HILL RD
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
THE MIND TRUST
ADDRESS:
407 N FULTON ST, STE 102
INDIANAPOLIS, IN 46202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CAPE COD HEALTHCARE FDN
ADDRESS:
348C GIFFORD ST
FALMOUTH, MA 02540
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MENTAL HEALTH/SUBSTANCE ABUSE PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MASSACHUSETTS GENERAL HOSPITAL
ADDRESS:
165 CAMBRIDGE ST, STE 600
BOSTON, MA 02114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HOME BASE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
UNITED WAY OF CENTRAL INDIANA
ADDRESS:
3901 N MERIDIAN ST, PO BOX 88409
INDIANAPOLIS, IN 46208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
READY TO LEARN/EARN PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
GOODWILL INDUSTRIES FOUNDATION
OF CENTRAL INDIANA INC
ADDRESS:
1635 W MICHIGAN ST
INDIANAPOLIS, IN 46222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
METROPOLITAN HIGH SCHOOL/ R SCIENCE/WELLNES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 170,000.

RECIPIENT NAME:
INDIANA UNIVERSITY FOUNDATION
ADDRESS:
950 N MERIDIAN ST, STE 250
INDIANAPOLIS, IN 46204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
KELLEY SCHOOL OF BUSINESS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
LA PLAZA INC
ADDRESS:
8902 EAST 38TH ST
INDIANAPOLIS, IN 46226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING FUND/HEALTH/SOCIAL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 250,000.

RECIPIENT NAME:
THE CHESTNUT HILL SCHOOL
ADDRESS:
428 HAMMOND ST
NEWTON, MA 02467
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
INDIANA UNIVERSITY/KENYA PARTNERSHI
ADDRESS:
1001 WEST 10TH ST, M299
INDIANAPOLIS, IN 46202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
INDIANAPOLIS SYMPHONY ORCHESTRA
ADDRESS:
32 E WASHINGTON STREET, STE 600
INDIANAPOLIS, IN 46204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
INDIANAPOLIS ZOOLOGICAL SOCIETY INC
ADDRESS:
1200 W WASHINGTON STREET
INDIANAPOLIS, IN 46222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
CHILDREN'S MUSEUM OF INDIANAPOLIS
ADDRESS:
PO BOX 3000
INDIANAPOLIS, IN 46206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
ST. MARGARET'S HOSPITAL GUILD
ADDRESS:
PO BOX 40793
INDIANAPOLIS, IN 46240
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HERITAGE MUSEUMS & GARDENS
ADDRESS:
67 GROVE STREET
SANDWICH, MA 02563
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 275,000.

RECIPIENT NAME:
CONNOR PRAIRIE LIVING HISTORY
MUSEUM
ADDRESS:
13400 ALLISONVILLE ROAD
FISHERS, IN 46038
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
THE CHRISTAMORE HOUSE GUILD
ADDRESS:
502 N TREMONT
INDIANAPOLIS, IN 46222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
HAPPY HOLLOW CHILDREN'S CAMP, INC
ADDRESS:
615 N ALABAMA ST, RM 228
INDIANAPOLIS, IN 46204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MARIAN UNIVERSITY
ADDRESS:
3200 COLD SPRING RD
INDIANAPOLIS, IN 46222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
DYSLEXIA INSTITUTE OF INDIANA, INC
ADDRESS:
2511 E 46TH ST, STE 0-2
INDIANAPOLIS, IN 46204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 140,000.

RECIPIENT NAME:
ST ANDREW'S EPISCOPAL CHURCH
ADDRESS:
380 GILCHRIST AVE
BOCA GRANDE, FL 33921
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 66,000.

RECIPIENT NAME:
FRIENDS OF MINUTE MAN NATIONAL PARK
ADDRESS:
174 LIBERTY ST
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BARBARA BUSH FDN FOR FAMILY LITERAC
ADDRESS:
1201 15TH ST NW, STE 420
WASHINGTON, DC 20005
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LITERACY PROGRAMS IN CLAY COUNTY, INDIANA
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
GLEANERS FOOD BANK OF INDIANA
ADDRESS:
1102 EAST 16TH ST
INDIANAPOLIS, IN 46202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 833.

RECIPIENT NAME:
NATIONAL ASSOC OF MENTAL ILLNESS
OF INDIANA
ADDRESS:
PO BOX 22697
INDIANAPOLIS, IN 46204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
CROWN HILL HERITAGE FOUNDATION, INC
ADDRESS:
700 W 38TH ST
INDIANAPOLIS, IN 46208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
AMERICAN FDN FOR PHARMACEUTICAL ED
ADDRESS:
ONE CHURCH ST, STE 400
ROCKVILLE, MD 20850
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,832.

RECIPIENT NAME:
JOHN ASHFORD LINK HOUSE, INC
ATTN: NICHOLAS J COSTELLO, EX DIR
ADDRESS:
197 ELM STREET
SALISBURY, MA 01952
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
WWOZ RADIO
ADDRESS:
PO BOX 51840
NEW ORLEANS, LA 70151
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
INDIAN GOSPEL MISSION
STATE BANK OF NEW YORK
ADDRESS:
39 BROADWAY
NEW YORK, NY 11935
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SAMARITAN EDUCATION
ADDRESS:
CITIBANK FSB
ENGLEWOOD CLIFFS, NJ 12345
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSTRUCTION OF SCHOOL BUILDING/SAMARITAN RES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CHRIST CHURCH CATHEDRAL
ATTN: REES OLANDER, DIRECTOR
ADDRESS:
55 MONUMENT CIR STE 600
INDIANAPOLIS, IN 46204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
IU CENTER OF PHILANTHROPY
C/O INDIANA UNIVERSITY FDN
ADDRESS:
PO BOX 500
BLOOMINGTON, IN 47402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID ....3,604,873.

RECIPIENT NAME:
IU HERRON SCHOOL OF ART
C/O INDIANA UNIVERSITY FDN
ADDRESS:
PO BOX 500
BLOOMINGTON, IN 47402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID ....1,201,624.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN RED CROSS
ADDRESS:
2025 E STREET NE
WASHINGTON, DC 20006
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID ....1,201,624.

RECIPIENT NAME:
LIFE LEADERSHIP DEVELOPMENT CORP
ADDRESS:
2055 N SENATE AVENUE
INDIANAPOLIS, IN 46202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID ....1,201,624.

RECIPIENT NAME:
UNITED WAY OF CENTRAL INDIANA
ADDRESS:
3901 N MERIDIAN ST, PO BOX 88409
INDIANAPOLIS, IN 46208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 37,347.

RECIPIENT NAME:
THE AMERICAN FUND FOR CHARITIES
ADDRESS:
601 PENNSYLVANIA AVE NW STE 900
WASHINGTON, DC 20004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
A.S.I.S.
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 95,000.

RECIPIENT NAME:
THE AMERICAN FUND FOR CHARITIES
ADDRESS:
601 PENNSYLVANIA AVE NW STE 900
WASHINGTON, DC 20004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
STREET CHILD AFRICA
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
THE AMERICAN FUND FOR CHARITIES
ADDRESS:
601 PENNSYLVANIA AVE NW STE 900
WASHINGTON, DC 20004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
AK LIEN COMPANY LTD
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
THE AMERICAN FUND FOR CHARITIES
ADDRESS:
601 PENNSYLVANIA AVE NW STE 900
WASHINGTON, DC 20004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
O LENTILLE TRUST
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 90,000.

RECIPIENT NAME:
YMCA OF NORWALK
ADDRESS:
370 WEST AVENUE
NORWALK, CT 06850
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHRISTIAN COMMUNITY LIASON
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
PROGRESS HOUSE
ADDRESS:
201 SOUTH SHELBY STREET
INDIANAPOLIS, IN 46202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 14,000.

RECIPIENT NAME:
GENNESARET FREE CLINICS
ADDRESS:
510 E 24TH STREET
INDIANAPOLIS, IN 46205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 14,000.

RECIPIENT NAME:
INNOVATION NETWORK FOR COMMUNITIES
THE ROCKEFELLER FOUNDATION
ADDRESS:
420 FIFTH AVENUE
NEW YORK, NY 10018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GREEN RIBBON COMMISSION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
BIG BROTHERS/BIG SISTERS OF
MASSACHUSETTS BAY
ADDRESS:
75 FEDERAL STREET 8TH FLOOR
BOSTON, MA 02110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
HOSPICE OF THE NORTH SHORE
ADDRESS:
75 SYLVAN STREET STE B-102
DANVERS, MA 01923
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMPLEMENTARY THERAPIES PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
HOUSING FAMILIES
ADDRESS:
354 CROSS STREET
MALDEN, MA 02148
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHILDRENS PROGRAMS(15000)
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
WGBH
ADDRESS:
ONE GUEST STREET
BOSTON, MA 02135
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
ISLAND SCHOOL FOUNDATION
ADDRESS:
PO BOX 6006
LAWRENCEVILLE, NJ 08648
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
FUQUA SCHOOL OF BUSINESS
DUKE UNIVERSITY
ADDRESS:
100 FUQUA DRIVE
DURHAM, NC 27708
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
ST PAUL'S SCHOOL
C/O PNC BANK
ADDRESS:
PO BOX 94651
CLEVELAND, OH 44101-4651
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
JEANNE GEIGER CRISIS CENTER
ADDRESS:
2 HARRIS STREET
NEWBURYPORT, MA 01950
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
BOCA GRANDE HEALTH CLINIC
ADDRESS:
320 PARK AVENUE
BOCA GRANDE, FL 33921
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 125,000.

RECIPIENT NAME:
LILLY LIBRARY
ADDRESS:
1200 EAST SEVENTH STREEET
BLOOMINGTON, IN 47405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
EMILY KRZYZEWSKI FAMILY LIFE CENTER
ADDRESS:
904 WEST CHAPEL HILL ST
DURHAM, NC 27701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 53,000.

RECIPIENT NAME:
CHARLES A TINDLEY ACCELERATED SCHOO
ADDRESS:
3960 MEADOWS DRIVE
INDIANAPOLIS, IN 46205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 18,000.

RECIPIENT NAME:
RIGHT TURN BIZ INC
ADDRESS:
299 BROADWAY
ARLINGTON, MA 02474
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

TOTAL GRANTS PAID: 11,372,207.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					803.	
		3000. APPLE INC CALL @ 290 EXPIRES PROPERTY TYPE: SECURITIES					12/31/2000	05/25/2010
28,109.00		28,109.00						
		1500. MASTERCARD INC CL A CALL @ 220 PROPERTY TYPE: SECURITIES					12/31/2000	07/14/2010
17,684.00		17,684.00						
		5000. MEDCO HEALTH SOLUTIONS INC CALL @ PROPERTY TYPE: SECURITIES					12/31/2000	07/14/2010
16,101.00		16,101.00						
		1500. MASTERCARD INC CL A CALL @ 220 PROPERTY TYPE: SECURITIES					07/15/2010	08/23/2010
17,684.00		14,160.00					3,524.00	
		5000. MEDCO HEALTH SOLUTIONS INC CALL @ PROPERTY TYPE: SECURITIES					07/14/2010	08/23/2010
16,101.00		16,094.00					7.00	
		3000. APPLE INC CALL @ 290 EXPIRES PROPERTY TYPE: SECURITIES					05/26/2001	08/23/2010
28,109.00		27,722.00					387.00	
		1800. FRANKLIN RESOURCES INC PROPERTY TYPE: SECURITIES					04/28/2009	08/30/2010
174,537.00		189,855.00					-15,318.00	
		10000. INDUSTRIAL SELECT SECTOR SPDR ETF PROPERTY TYPE: SECURITIES					04/28/2009	08/30/2010
284,495.00		281,749.00					2,746.00	
		5000. SECTOR SPDR TR SBI BASIC INDS PROPERTY TYPE: SECURITIES					04/28/2009	09/16/2010
171,447.00		166,798.00					4,649.00	
		2000. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					VAR	10/15/2010
598,411.00		411,239.00					187,172.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1000. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					09/21/2009	10/15/2010
299,206.00		202,832.00					96,374.00	
		500. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES					02/04/2010	10/15/2010
114,703.00		113,575.00					1,128.00	
		1000. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES					06/08/2009	10/15/2010
229,406.00		258,055.00					-28,649.00	
		3000. BAXTER INTERNATIONAL, INC PROPERTY TYPE: SECURITIES					04/28/2009	11/10/2010
155,097.00		176,790.00					-21,693.00	
		2000. FREEPORT MCMORAN COPPER & GOLD CL PROPERTY TYPE: SECURITIES					06/01/2009	11/10/2010
204,917.00		161,790.00					43,127.00	
		30000. ISHARES TR RUSSELL 2000 PROPERTY TYPE: SECURITIES					09/21/2009	11/10/2010
2184947.00		1892100.00					292,847.00	
		3700. KOHLS CORP PROPERTY TYPE: SECURITIES					04/28/2010	11/10/2010
194,469.00		212,230.00					-17,761.00	
		3000. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES					04/28/2009	11/10/2010
217,106.00		229,350.00					-12,244.00	
		1200. FRONTIER COMMUNICATIONS CO PROPERTY TYPE: SECURITIES					06/08/2009	12/08/2010
10,932.00		10,220.00					712.00	
		5000. TEVA PHARMACEUTICAL IND ADR PROPERTY TYPE: SECURITIES					04/28/2009	12/08/2010
243,545.00		278,300.00					-34,755.00	
		6000. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					04/28/2009	12/08/2010
137,125.00		132,870.00					4,255.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							507,311.	

RUTH LILLY PHILANTHROPIC FOUNDATION 34-7206415

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
1500. MASTERCARD INC CL A					
CALL @ 220 EXPIRES 10/16/10	07/15/2010	08/23/2010	17,684.00	14,160.00	3,524.00
5000. MEDCO HEALTH					
SOLUTIONS INC CALL @ 60 EXPIRES	07/14/2010	08/23/2010	16,101.00	16,094.00	7.00
2000. APPLE COMPUTER INC	VAR	10/15/2010	598,411.00	411,239.00	187,172.00
500. MASTERCARD INC CL A	02/04/2010	10/15/2010	114,703.00	113,575.00	1,128.00
3700. KOHLS CORP	04/28/2010	11/10/2010	194,469.00	212,230.00	-17,761.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			941,368.00	767,298.00	174,070.00
Totals			941,368.00	767,298.00	174,070.00

JSA
0F0971 2 000

RUTH LILLY PHILANTHROPIC FOUNDATION 34-7206415

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
3000. APPLE INC CALL @ 290 EXPIRES 10/16/10	12/31/2000	05/25/2010	28,109.00	28,109.00	
1500. MASTERCARD INC CL A CALL @ 220 EXPIRES 10/16/10	12/31/2000	07/14/2010	17,684.00	17,684.00	
5000. MEDCO HEALTH SOLUTIONS INC CALL @ 60 EXPIRES	12/31/2000	07/14/2010	16,101.00	16,101.00	
3000. APPLE INC CALL @ 290 EXPIRES 10/16/10	05/26/2001	08/23/2010	28,109.00	27,722.00	387.00
1800. FRANKLIN RESOURCES	04/28/2009	08/30/2010	174,537.00	189,855.00	-15,318.00
10000. INDUSTRIAL SELECT SECTOR SPDR ETF LARGE CAP	04/28/2009	08/30/2010	284,495.00	281,749.00	2,746.00
5000. SECTOR SPDR TR SBI	04/28/2009	09/16/2010	171,447.00	166,798.00	4,649.00
1000. APPLE COMPUTER INC	09/21/2009	10/15/2010	299,206.00	202,832.00	96,374.00
1000. MASTERCARD INC CL A	06/08/2009	10/15/2010	229,406.00	258,055.00	-28,649.00
3000. BAXTER INTERNATIONAL	04/28/2009	11/10/2010	155,097.00	176,790.00	-21,693.00
2000. FREEPORT MCMORAN	06/01/2009	11/10/2010	204,917.00	161,790.00	43,127.00
30000. ISHARES TR RUSSELL	09/21/2009	11/10/2010	2,184,947.00	1,892,100.00	292,847.00
3000. LOCKHEED MARTIN CORP	04/28/2009	11/10/2010	217,106.00	229,350.00	-12,244.00
1200. FRONTIER COMMUNICATI	06/08/2009	12/08/2010	10,932.00	10,220.00	712.00
5000. TEVA PHARMACEUTICAL	04/28/2009	12/08/2010	243,545.00	278,300.00	-34,755.00
6000. NABORS INDUSTRIES	04/28/2009	12/08/2010	137,125.00	132,870.00	4,255.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			4,402,763.00	4,070,325.00	332,438.00
Totals			4,402,763.00	4,070,325.00	332,438.00

JSA 0F0970 2 000

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	803.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	803.00

Summary

Portfolio value

Income		Principal		Total	
Income on December 31	$1,184,781.40	Principal on December 31	$66,226,475 78	Total portfolio value on December 31	$67,411,257.18
Income on December 1	- 3,913.70	Principal on December 1	65,269,560.76	Total portfolio value on December 1	65,265,647.06
Change in value	$1,188,695.10	Change in value	$956,915.02	Total change in value	$2,145,610.12

Portfolio value by asset class

Income	Value Dec 31	Value Dec 1	Change in value	Tax cost*
Cash equivalents	$1,184,781.40	- $3,913.70	$1,188,695.10	$1,184,781.40
Principal	Value Dec 31	Value Dec 1	Change in value	Tax cost*
Cash equivalents	$1,101,304.10	$2,063,966 19	- $962,662.09	$1,101,304.10
Fixed income	15,940,769 76	16,103,425.97	- 162,656.21	15,761,960.26
Equities	38,604,934.50	36,516,236.00	2,088,698.50	33,887,419.73
Alternative investments	10,579,467 42	10,585,932.60	- 6,465.18	9,581,756.09
Total	$67,411,257.18	$65,265,647.06	$2,145,610.12	$61,517,221.58

* *We use tax cost to calculate the cost of your portfolio When this information is not available for all assets, your portfolio's tax cost may be understated To determine if we have tax cost information for all your assets, call Regina M Smith your Account Advisor*

Detail

Portfolio - income

Cash equivalents

Mutual funds - money market

Description	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
INVESCO STIT LIQUID ASSET PORT FUND #1913	1,184,781 400	$1,184,781 40 $1 0000	1 76 %	$1,184,781 40 $1 00		0 19 %	$2,205 47	$119 52

Portfolio - principal

Cash equivalents

Mutual funds - money market

Description	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
INVESCO STIT LIQUID ASSET PORT FUND #1913	$2,063,966 19 1,101,304 100	$1,101,304 10 $1 0000	1 64 %	$1,101,304 10 $1 00		0 19 %	$2,050 08	$230 86

Fixed income

Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ALLSTATE CORP NTS 05 000% DUE 08/15/2014 RATING A3 (020002AR2)	$1,104,880 00 1,000,000	$1,088,100 00 $108 8100	1 62 %	$1,056,192 00 $105 62	$31,908 00	4 60 %	$50,000 00	$18,888 89

Detail

Fixed income
Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
CATERPILLAR FIN SERV CRP NOTES 04 850% DUE 12/07/2012 RATING A2 (14912L3N9)	1,074,730 00 1,000,000	1,068,940 00 106 8940	1 59 %	1,076,165 00 107 62	- 7,225 00	4 54 %	48,500 00	3,233 33
CISCO SYSTEMS NTS 05 500% DUE 02/22/2016 RATING A1 (17275RAC6)	1,164,970 00 1,000,000	1,142,240 00 114 2240	1 70 %	1,102,400 00 110 24	39,840 00	4 82 %	55,000 00	19,708 33
CONOCOPHIL AU COMP GUAR 05 500% DUE 04/15/2013 RATING A1 (20825RAB7)	1,104,390 00 1,000,000	1,094,410 00 109 4410	1 63 %	1,088,467 00 108 85	5,943 00	5 03 %	55,000 00	11,611 11
GENERAL ELEC CAP CORP SR UNSECURES SER MTN 05 625% DUE 09/15/2017 RATING AA2 (36962G3H5)	1,104,530 00 1,000,000	1,095,300 00 109 5300	1 63 %	1,034,206 00 103 42	61,094 00	5 14 %	56,250 00	16,562 50
HEWLETT PACKARD CO NOTES 04 500% DUE 03/01/2013 RATING. A2 (428236AQ6)	1,074,320 00 1,000,000	1,067,830 00 106 7830	1 59 %	1,062,471 00 106 25	5,359 00	4 22 %	45,000 00	15,000 00
PEPSICO INC SR UNSEC 04 650% DUE 02/15/2013 RATING AA3 (713448BG2)	1,077,480 00 1,000,000	1,073,910 00 107 3910	1 60 %	1,070,385 00 107 04	3,525 00	4 33 %	46,500 00	17,566 67

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
AT & T INC SR SEC 05 100% DUE 09/15/2014 RATING A2 (78387GAP8)	1,112,700 00 1,000,000	1,094,660 00 109 4660	1 63 %	1,079,175 00 107 92	15,485 00	4 66 %	51,000.00	15,016 67
Total corporate bonds		**$8,725,390.00**	**12.94 %**	**$8,569,461.00**	**$155,929.00**	**4.67 %**	**$407,250.00**	**$117,587.50**

Agency bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
FEDERAL HOME LOAN BANK BDS CALL 4/11/12 @ 100 05 300% DUE 04/11/2017 RATING AAA (3133XKGJ8)	$1,062,210 00 1,000,000	$1,056,270 00 $105 6270	1 57 %	$1,057,031 25 $105 70	- $761 25	5 02 %	$53,000 00	$11,777 78
FEDERAL HOME LOAN BANK BONDS CALL 01/18/2011 @100 05 000% DUE 01/18/2018 RATING AAA (3133XNW96)	1,006,300 00 1,000,000	1,001,750 00 100 1750	1 49 %	1,015,468 75 101 55	- 13,718 75	5 00 %	50,000 00	22,638 89
FEDERAL HOME LOAN BANK BONDS CALL 06/17/11 @100 04 220% 06/17/2013 RATING AAA (3133XRHK9)	1,020,730 00 1,000,000	1,017,590 00 101 7590	1 51 %	1,047,343 75 104 73	- 29,753 75	4 15 %	42,200 00	1,641 11
Total agency bonds		**$3,075,610.00**	**4.56 %**	**$3,119,843.75**	**- $44,233.75**	**4.72 %**	**$145,200.00**	**$36,057.78**

Detail

Municipal bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
MISSISSIPPI ST	$1,093,520 00	$1,057,390 00	1 57 %	$1,025,710 00	$31,680 00	4 97 %	$52,500 00	$13,125 00
TAXABLE SER B	1,000,000	$105 7390		$102 57				
05 250% DUE 10/01/2018								
RATING AA2								
(6055803L1)								
PALM BEACH CNTY FLA	1,107,350 00	1,096,680 00	1 63 %	1,043,487 18	53,192 82	5 28 %	57,840 00	4,820 00
REF TAXABLE LAND ACQ	1,000,000	109 6680		104 35				
05 784% DUE 06/01/2013								
RATING AAA								
(696497TM8)								
Total municipal bonds		**$2,154,070.00**	**3.20 %**	**$2,069,197.18**	**$84,872.82**	**5.12 %**	**$110,340.00**	**$17,945.00**

Etf - fixed income

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ISHARES BARCLAYS 1-3 YEAR CRED (CSJ)	$1,995,315.97	$1,985,699 76	2 95 %	$2,003,458 33	- $17,758 57	2 49 %	$49,280 70	$3,427 56
ETF	19,042	$104 2800		$105 21				
Total fixed income		**$15,940,769.76**	**23.65 %**	**$15,761,960.26**	**$178,809.50**	**4.47 %**	**$712,070.70**	**$175,017.84**

Detail

Equities
Stocks

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
INTEL CORP CALL @ 20 EXPIRES 01/22/11 INTC 110122C00020000	- $23,100 00 - 15,000	- $18,000 00 $1 2000	- 0 03 %	- $13,047 75 $0 87	- $4,952 25			
COACH INC CALL @ 55 EXPIRES 01/22/11 COH 110122C00055000	- 20,790 00 - 5,400	- 9,180 00 1 7000	- 0 02 %	- 4,782 51 0 89	- 4,397 49			
DEERE & CO CALL @ 85 EXPIRES 01/22/11 DE 110122C00085000	- 820 00 - 2,000	- 2,000 00 1 0000	- 0 01 %	- 3,279 69 1 64	1,279 69			
MEDCO HEALTH SOLUTIONS INC CALL @ 60 EXPIRES 01/22/11 MHS 110122C00060000	- 17,000 00 - 5,000	- 10,250 00 2 0500	- 0 02 %	- 16,100 52 3 22	5,850 52			
NIKE INC CALL @ 85 EXPIRES 01/22/11 NKE 110122C00085000	- 15,360 00 - 4,000	- 7,760 00 1 9400	- 0 02 %	- 9,719 29 2 43	1,959 29			
AT&T INC (T)	277,900 00 10,000	293,800.00 29 3800	0 44 %	276,135.43 27 61	17,664 57	5 86 %	17,200 00	
ABBOTT LABORATORIES INC (ABT)	93,020 00 2,000	95,820 00 47 9100	0 15 %	108,450 00 54 23	- 12,630 00	3 68 %	3,520 00	
AMERICAN EXPRESS CO (AXP)	142,626 00 3,300	141,636 00 42 9200	0 22 %	151,263 09 45 84	- 9,627 09	1 68 %	2,376 00	
AMGEN INC (AMGN)	126,456 00 2,400	131,760 00 54 9000	0 20 %	138,120 00 57 55	- 6,360 00			
APACHE CORPORATION (APA)	430,560 00 4,000	476,920 00 119 2300	0 71 %	406,918 80 101 73	70,001 20	0 51 %	2,400 00	
APPLE INC (AAPL)	388,937 50 2,000	645,120 00 322 5600	0 96 %	633,973 98 316 99	11,146 02			
BANK OF AMERICA CORP (BAC)	101,835 00 9,300	124,062 00 13 3400	0 19 %	165,678 57 17 82	- 41,616 57	0 30 %	372 00	
BROADCOM CORP (BRCM)	355,920 00 8,000	348,400 00 43 5500	0 52 %	271,446 00 33 93	76,954 00	0 74 %	2,560 00	

Detail

Equities
Stocks

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
CAPITAL ONE FINANCIAL CORP (COF)	137,751 00 3,700	157,472 00 42 5600	0 24 %	162,703 80 43 97	- 5,231 80	0 47 %	740 00	
CELGENE CORP (CELG)	178,140 00 3,000	177,420 00 59 1400	0 27 %	169,155 00 56 39	8,265 00			
CHUBB CORP (CB)	285,050 00 5,000	298,200 00 59 6400	0 45 %	244,168 39 48 83	54,031 61	2 49 %	7,400 00	1,850 00
CHURCH & DWIGHT INC (CHD)	261,000 00 4,000	276,080 00 69 0200	0 41 %	246,200 00 61 55	29,880 00	0 99 %	2,720 00	
CISCO SYSTEMS INC (CSCO)	287,400 00 15,000	303,450 00 20 2300	0 46 %	357,350 00 23 82	- 53,900 00			
CITIGROUP INC (C)	315,000 00 75,000	354,750 00 4 7300	0 53 %	300,735 00 4 01	54,015 00			
CLOROX CO (CLX)	123,620 00 2,000	126,560 00 63 2800	0 19 %	123,500 00 61 75	3,060 00	3 48 %	4,400 00	
COACH INC (COH)	305,316 00 5,400	298,674 00 55 3100	0 45 %	188,760 00 34 96	109,914 00	1 09 %	3,240 00	810 00
COLGATE-PALMOLIVE CO (CL)	153,100 00 2,000	160,740 00 80 3700	0 24 %	165,730 00 82 87	- 4,990 00	2 64 %	4,240 00	
CUMMINS INC (CMI)	242,800 00 2,500	275,025 00 110 0100	0 41 %	234,475 00 93 79	40,550.00	0 96 %	2,625 00	
DEERE & CO (DE)	149,400 00 2,000	166,100 00 83 0500	0 25 %	109,940 00 54 97	56,160 00	1 69 %	2,800 00	700 00
DOLLAR TREE INC (DLTR)	230,790 00 4,200	235,536 00 56 0800	0 35 %	172,120 20 40 98	63,415 80			
EBAY INC (EBAY)	349,680 00 12,000	333,960 00 27 8300	0 50 %	278,820 00 23 24	55,140 00			
EMERSON ELECTRIC CO (EMR)	176,224 00 3,200	182,944 00 57 1700	0 28 %	165,000 32 51 56	17,943 68	2 42 %	4,416 00	
ENERGEN CORP (EGN)	130,710 00 3,000	144,780 00 48 2600	0 22 %	143,115 00 47 71	1,665 00	1 08 %	1,560 00	
EXELON CORPORATION (EXC)	157,480 00 4,000	166,560 00 41 6400	0 25 %	197,440 00 49 36	- 30,880 00	5 05 %	8,400 00	

Detail

Equities
Stocks

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
EXXON MOBIL CORP (XOM)	459,096 00 6,600	482,592 00 73 1200	0 72 %	453,854 84 68 77	28,737 16	2 41 %	11,616 00	
FORD MOTOR COMPANY (F)	239,100 00 15,000	251,850 00 16 7900	0 38 %	167,700 00 11 18	84,150 00			
FREEPORT MCMORAN COPPER & GOLD (FCX) INC	202,640 00 2,000	240,180 00 120 0900	0 36 %	133,663 88 66 83	106,516 12	1 67 %	4,000 00	
GENERAL ELECTRIC CO (GE)	316,600 00 20,000	365,800 00 18 2900	0 55 %	322,400 00 16 12	43,400.00	3 07 %	11,200 00	2,800 00
GENERAL MILLS INC (GIS)	254,376 00 7,200	256,248 00 35 5900	0 39 %	249,801 56 34 70	6,446 44	3 15 %	8,064 00	
GOOGLE INC-CL A (GOOG)	416,782 50 750	445,477 50 593 9700	0 67 %	442,119 98 589 49	3,357 52			
HOME DEPOT INC (HD)	181,260 00 6,000	210,360 00 35 0600	0 32 %	174,810 00 29 14	35,550 00	2 70 %	5,670 00	
HUDSON CITY BANCORP INC (HCBK)	90,800 00 8,000	101,920 00 12 7400	0 16 %	110,440 00 13 81	- 8,520 00	4 71 %	4,800 00	
INTEL CORP (INTC)	317,355 00 15,000	315,450 00 21 0300	0 47 %	306,375 00 20 43	9,075 00	3 00 %	9,450 00	
INTERNATIONAL BUSINESS MACHS (IBM) CORP	353,650 00 2,500	366,900 00 146 7600	0 55 %	319,754 63 127 90	47,145 37	1 78 %	6,500 00	
JPMORGAN CHASE & CO (JPM)	381,480 00 10,200	432,684.00 42 4200	0 65 %	410,557 00 40 25	22,127.00	0 48 %	2,040 00	
JOHNSON & JOHNSON (JNJ)	307,750 00 5,000	309,250 00 61 8500	0 46 %	323,900 00 64 78	- 14,650 00	3 50 %	10,800 00	
JOHNSON CONTROLS INC (JCI)	287,876 00 7,900	301,780 00 38 2000	0 45 %	266,309 00 33 71	35,471 00	1 68 %	5,056 00	1,264 00
KBR INC (KBR)	216,640 00 8,000	243,760 00 30 4700	0 37 %	155,960 00 19 50	87,800 00	0 66 %	1,600 00	400 00
LUBRIZOL CORP (LZ)	209,120 00 2,000	213,760 00 106 8800	0 32 %	146,920 00 73 46	66,840 00	1 35 %	2,880 00	
MC DONALDS CORP (MCD)	234,900 00 3,000	230,280 00 76 7600	0 35 %	189,690 00 63 23	40,590 00	3 18 %	7,320 00	

Detail

Equities
Stocks

Description	Market value last period / Quantity	Current market value: Current / price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
MEDCO HEALTH SOLUTIONS INC (MHS)	306,600.00 5,000	306,350 00 61 2700	0 46 %	323,375 00 64 68	- 17,025 00			
MERCK & CO INC (MRK)	134,433 00 3,900	140,556 00 36.0400	0 21 %	134,023 89 34 37	6,532 11	4 22 %	5,928 00	1,482 00
METLIFE INC (MET)	305,200 00 8,000	355,520 00 44 4400	0 53 %	280,726 72 35 09	74,793 28	1 67 %	5,920 00	
MICROSOFT CORP (MSFT)	378,855 00 15,000	418,650 00 27 9100	0 63 %	464,203 80 30 95	- 45,553 80	2 30 %	9,600 00	
NATIONAL OILWELL VARCO INC (NOV)	245,160 00 4,000	269,000 00 67 2500	0 40 %	177,960 00 44 49	91,040 00	0 66 %	1,760 00	
NIKE INC (NKE) CLASS B	344,520 00 4,000	341,680 00 85 4200	0 51 %	263,900 00 65 98	77,780 00	1 46 %	4,960 00	
OCCIDENTAL PETROLEUM CORP (OXY)	440,850 00 5,000	490,500 00 98 1000	0 73 %	399,796 68 79 96	90,703 32	1 55 %	7,600 00	1,900 00
ORACLE CORP (ORCL)	405,675 00 15,000	469,500 00 31 3000	0 70 %	373,125 00 24 88	96,375 00	0 64 %	3,000 00	
PPG INDUSTRIES INC (PPG)	187,104 00 2,400	201,768 00 84 0700	0 30 %	166,691 04 69 46	35,076 96	2 62 %	5,280 00	
PEPSICO INC (PEP)	303,761 00 4,700	307,051 00 65 3300	0 46 %	289,313.93 61 56	17,737 07	2 94 %	9,024 00	2,256 00
PFIZER INC (PFE)	244,500 00 15,000	262,650 00 17 5100	0 39 %	274,682 50 18 31	- 12,032 50	4 57 %	12,000 00	
PRICE T ROWE GROUP INC (TROW)	291,650 00 5,000	322,700 00 64 5400	0 48 %	256,229 03 51 25	66,470 97	1 68 %	5,400 00	
PROCTER & GAMBLE CO (PG)	341,992 00 5,600	360,248 00 64 3300	0 54 %	347,481 08 62 05	12,766 92	3 00 %	10,791 20	
SCHLUMBERGER LTD (SLB) SEDOL 2779201 ISIN AN8068571086	309,360 00 4,000	334,000 00 83 5000	0 50 %	260,540 00 65 14	73,460 00	1 01 %	3,360 00	840 00
SPECTRA ENERGY CORP (SE)	95,080 00 4,000	99,960 00 24 9900	0 15 %	82,500 00 20 63	17,460 00	4 17 %	4,160 00	
STATE STR CORP (STT)	60,480 00 1,400	64,876 00 46 3400	0 10 %	61,341 00 43 82	3,535 00	0 09 %	56 00	14 00

Detail

Equities
Stocks

Description	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
TARGET CORP (TGT)	113,880 00 2,000	120,260 00 60 1300	0 18 %	96,950 00 48 48	23,310 00	1 67 %	2,000 00	
3M COMPANY (MMM)	419,900 00 5,000	431,500 00 86 3000	0 65 %	406,337 30 81 27	25,162 70	2 44 %	10,500 00	
THE TRAVELERS COS INC (TRV)	269,950 00 5,000	278,550 00 55 7100	0 42 %	250,000 00 50 00	28,550 00	2 59 %	7,200 00	
UNION PACIFIC CORP (UNP)	198,242 00 2,200	203,852 00 92 6600	0 31 %	167,441 56 76 11	36,410 44	1 65 %	3,344 00	836 00
UNITED TECHNOLOGIES CORP (UTX)	255,918 00 3,400	267,648 00 78 7200	0 40 %	251,578 92 73 99	16,069 08	2 16 %	5,780 00	
UNITEDHEALTH GROUP INC (UNH)	365,200 00 10,000	361,100 00 36 1100	0 54 %	326,606 00 32 66	34,494 00	1 39 %	5,000 00	
VERIZON COMMUNICATIONS INC (VZ)	160,050 00 5,000	178,900 00 35 7800	0 27 %	156,360 27 31 27	22,539 73	5 45 %	9,750 00	
VIACOM INC CLASS B WI (VIAB)	208,065 00 5,500	217,855 00 39 6100	0 33 %	167,275 00 30 41	50,580 00	1 52 %	3,300 00	
WAL-MART STORES INC (WMT)	324,540 00 6,000	323,580 00 53 9300	0 49 %	324,720 00 54 12	- 1,140 00	2 25 %	7,260 00	1,815 00
WASTE MANAGEMENT INC (WM)	137,000 00 4,000	147,480 00 36 8700	0 22 %	136,000 00 34 00	11,480 00	3 42 %	5,040 00	
WILLIAMS COMPANIES INC (WMB)	114,050 00 5,000	123,600 00 24 7200	0 19 %	104,000 00 20 80	19,600 00	2 03 %	2,500 00	
Total stocks		**$18,036,204.50**	**26.76 %**	**$16,081,683.43**	**$1,954,521.07**	**1.73 %**	**$312,478.20**	**$16,967.00**

Detail

Etf - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ISHARES MSCI EAFE INDEX FUND (EFA) ETF	$4,557,840 00 84,000	$4,890,480 00 $58 2200	7 26 %	$4,752,593 80 $56 58	$137,886 20	2 40 %	$117,348 00	
ISHARES RUSSELL MIDCAP (IWR) INDEX FD ETF	7,164,750 00 75,000	7,631,250 00 101 7500	11 33 %	6,174,788 00 82 33	1,456,462 00	1 46 %	110,850 00	
ISHARES TR RUSSELL 2000 INDEX FD (IWM) ETF	2,182,500 00 30,000	2,347,200 00 78 2400	3 49 %	1,837,354 50 61 25	509,845 50	1 15 %	26,820 00	
VANGUARD EMERGING MARKETS (VWO) ETF	2,277,000 00 50,000	2,407,300 00 48 1460	3 58 %	2,041,000 00 40 82	366,300 00	1 70 %	40,750 00	
Total etf - equity		**$17,276,230.00**	**25.63 %**	**$14,805,736.30**	**$2,470,493.70**	**1.71 %**	**$295,768.00**	

Other equity

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
CREDIT SUISSE GLOBAL EQUITY NOTE 20% BUFFER 130.05% CAP 140% PART MATURITY 5/24/13 ISSUED 5/21/10 RATING AA1 (22546EVF8)	$3,185,400 00 3,000,000	$3,292,500 00 $109 7500	4 89 %	$3,000,000 00 $100 00	$292,500 00			
Total equities		**$38,604,934.50**	**57.27 %**	**$33,887,419.73**	**$4,717,514.77**	**1.58 %**	**$608,246.20**	**$16,967.00**

Alternative investments

Etf - alternative investments

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
EATON VANCE BELWATER CAPITAL () EXCHANGE FUND LLC ID #934	$10,067,045 92 105,491 417	$10,035,398 50 $95 1300	14 89 %	$9,081,756 09 $86 09	$953,642 41			

Detail

Mutual funds - alternative invest

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
DIAMOND HILL LONG-SHORT FUND (DHLSX)	$518,886 68	$544,068 92	0 81 %	$500,000 00	$44,068 92	2 99 %	$16,235 92	$172 30
CL I	33,134 526	$16 4200		$15 09				
Total alternative investments		**$10,579,467.42**	**15.69 %**	**$9,581,756.09**	**$997,711.33**	**0.15 %**	**$16,235.92**	**$172.30**
Total portfolio		**$67,411,257.18**	**100.00 %**	**$61,517,221.58**	**$5,894,035.60**	**1.99 %**	**$1,340,808.37**	**$192,507.52**

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization RUTH LILLY PHILANTHROPIC FOUNDATION . PNC BANK, NA	**Employer identification number** 34-7206415
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. P O BOX 94651	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CLEVELAND, OH 44101	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ PNC BANK NA

Telephone No. ▶ (216)257-4699 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ [ ] . If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 20 10 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 21,346.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 316.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 21,030.

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

For Paperwork Reduction Act Notice, see Instructions.