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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
RUTH LILLY PHILANTHROPIC FOUNDATION

A Employer identification number
34-7206415

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

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 ☑ 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)* ▶$ 98,862,283

J Accounting method ☐ 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)	50,173,996			
	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	2,308,641	2,308,641		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,378,392			
	b	Gross sales price for all assets on line 6a 46,705,338				
	7	Capital gain net income (from Part IV, line 2)		2,378,392		
	8	Net short-term capital gain			0	
	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)				
	12	**Total.** Add lines 1 through 11	54,861,029	4,687,033		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	291,158	145,579		145,579
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)	162,772	0	0	162,772
	b	Accounting fees (attach schedule)	700	0	0	700
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see page 14 of the instructions)	78,308	36,078		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	77,633			77,633
	24	**Total operating and administrative expenses.** Add lines 13 through 23	610,571	181,657	0	386,684
	25	Contributions, gifts, grants paid	16,473,847			16,473,847
	26	**Total expenses and disbursements.** Add lines 24 and 25	17,084,418	181,657	0	16,860,531
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	37,776,611			
	b	**Net investment income** (if negative, enter -0-)		4,505,376		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	2,286,086	1,944,666	1,944,666
2 Savings and temporary cash investments			
3 Accounts receivable ▶ Less allowance for doubtful accounts ▶		0	0
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 ▶ 0			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments—U S and state government obligations (attach schedule)		1,025,710	1,170,880
b Investments—corporate stock (attach schedule)	33,887,420	62,271,459	65,615,313
c Investments—corporate bonds (attach schedule)	15,761,960	14,608,214	14,566,844
11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)	9,581,756	14,298,617	15,564,580
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)	61,517,222	94,148,666	98,862,283
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)		0	
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	61,517,222	94,148,666	
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)	61,517,222	94,148,666	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	61,517,222	94,148,666	

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	61,517,222
2	Enter amount from Part I, line 27a	2	37,776,611
3	Other increases not included in line 2 (itemize) ▶	3	124
4	Add lines 1, 2, and 3	4	99,293,957
5	Decreases not included in line 2 (itemize) ▶	5	5,145,291
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	94,148,666

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
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	2,378,392
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))
2010	11,477,695	26,867,364	0 427198
2009	10,028,116	7,529,907	1 331772
2008	10,183,296	6,847,468	1 487162
2007	10,348,220	6,800,723	1 521635
2006	15,615,543	17,277,659	0 9038

2	**Total** of line 1, column (d).	2	5 671567
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 134313
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	91,148,800
5	Multiply line 4 by line 3.	5	103,391,269
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	45,054
7	Add lines 5 and 6.	7	103,436,323
8	Enter qualifying distributions from Part XII, line 4.	8	16,860,531

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 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	90,108
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	90,108
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	90,108
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	21,254		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	75,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	96,254
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	6,146
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 6,146		**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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		No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IN			
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	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

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

Located at ▶PO BOX 94651 CLEVELAND OH ZIP+4 ▶441014651

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 2011, 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		No

See 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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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 2011 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 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
PNC BANK NA PO BOX 94651 CLEVELAND,OH 441014651	TRUSTEE 3	291,158		

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				

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 (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		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 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	
2	
All other program-related investments See page 24 of the instructions 3	
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	92,536,853
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	92,536,853
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	92,536,853
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	1,388,053
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	91,148,800
6	**Minimum investment return.** Enter 5% of line 5	6	4,557,440

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	4,557,440
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 90,108		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	90,108
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,467,332
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	4,467,332
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	4,467,332

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	16,860,531
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	16,860,531
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	16,860,531

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,467,332
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. 15,277,674				
b From 2007. 10,015,337				
c From 2008. 9,844,654				
d From 2009. 9,652,249				
e From 2010. 10,155,619				
f Total of lines 3a through e.	54,945,533			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 16,860,531				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				4,467,332
e Remaining amount distributed out of corpus	12,393,199			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	67,338,732			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	15,277,674			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	52,061,058			
10 Analysis of line 9				
a Excess from 2007. . . . 10,015,337				
b Excess from 2008. . . . 9,844,654				
c Excess from 2009. . . . 9,652,249				
d Excess from 2010. . . . 10,155,619				
e Excess from 2011. . . . 12,393,199				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(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 organization had $5,000 or more in assets at any time during the year—see page 27 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))

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

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

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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 Additional Data Table				
Total . . . . ▶ **3a**				16,473,847
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)
1 Program service revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
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	2,308,641	
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	2,378,392	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				4,687,033	

13 Total. Add line 12, columns (b), (d), and (e). **13** 4,687,033

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

******	2012-07-10	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name ▶		Firm's EIN ▶	
Firm's address ▶		Phone no	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☑ No

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491193006102

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

2011

Name of organization	**Employer identification number**
RUTH LILLY PHILANTHROPIC FOUNDATION	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 in the heading 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
RUTH LILLY PHILANTHROPIC FOUNDATION

Employer identification number
34-7206415

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RUTH LILLY IRR SPECIAL TRUST PO BOX 94651 CLEVELAND, OH 44101	$ 50,173,996	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) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURITES REAL ESTATE, HOUSEHOLD GOODS & FURNITURE CEMETERY BURIAL PLOT	$ 39,175,000	2011-05-18

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

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

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 34-7206415
Name: RUTH LILLY PHILANTHROPIC FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3675 AT&T INC		2009-06-08	2011-01-03
2000 ABBOTT LABORATORIES		2009-04-28	2011-01-03
600 AMERICAN EXPRESS COMPANY		2010-04-28	2011-01-03
2400 AMGEN		2009-04-28	2011-01-03
900 APACHE CORP COM		2010-02-04	2011-01-03
2000 APACHE CORP COM		2009-04-28	2011-01-03
125 APPLE COMPUTER INC		2010-12-08	2011-01-03
3700 BROADCOM CORP CL A		2010-04-28	2011-01-03
3000 CELGENE CORP COM		2009-04-28	2011-01-03
1700 CHUBB CORP		2009-08-11	2011-01-03
4000 CHURCH & DWIGHT INC COM		2009-04-28	2011-01-03
6500 CISCO SYS INC		2009-04-28	2011-01-03
29750 CITIGROUP INC		2010-06-16	2011-01-03
2000 CLOROX CO COM		2009-09-21	2011-01-03
2000 COLGATE PALMOLIVE COMPANY		2009-11-09	2011-01-03
975 CUMMINS ENGINE INCORPORATED		2010-11-10	2011-01-03
825 DOLLAR TREE INC		2010-04-28	2011-01-03
6000 EBAY INC COM		2010-02-04	2011-01-03
6000 EBAY INC COM		2009-11-09	2011-01-03
3200 EMERSON ELECTRIC		2010-04-28	2011-01-03
3000 ENERGEN CORP COM		2009-02-24	2011-01-03
4000 EXELON CORP COM		2009-04-28	2011-01-03
1300 EXXON MOBIL CORP COM		2010-04-28	2011-01-03
2000 FREEPORT MCMORAN COPPER & GOLD CL B		2010-02-04	2011-01-03
9000 GENERAL ELECTRIC CO		2010-02-04	2011-01-03
1425 GENERAL MILLS INC		2010-02-04	2011-01-03
225 GOOGLE INC CL A		2009-04-28	2011-01-03
6000 HOME DEPOT		2009-04-28	2011-01-03
8000 HUDSON CITY BANCORP INC		2009-06-01	2011-01-03
650 INTERNATIONAL BUSINESS MACHINES CORP		2009-06-08	2011-01-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1800 J P MORGAN CHASE & CO COM		2009-06-08	2011-01-03
200 J P MORGAN CHASE & CO COM		2010-04-28	2011-01-03
2350 JOHNSON & JOHNSON		2009-11-09	2011-01-03
7900 JOHNSON CONTROLS INC		2010-04-28	2011-01-03
8000 KBR INC		2009-04-28	2011-01-03
2000 LUBRIZOL CORP COM		2009-09-01	2011-01-03
3000 MCDONALDS CORP		2009-06-08	2011-01-03
775 MERCK & CO INC		2010-04-28	2011-01-03
4000 METLIFE INC COM		2010-02-04	2011-01-03
4000 METLIFE INC COM		2009-04-28	2011-01-03
3000 MICROSOFT CORP		2009-04-28	2011-01-03
2000 OCCIDENTAL PETE CORP COM		2010-02-04	2011-01-03
3000 OCCIDENTAL PETE CORP COM		2009-04-28	2011-01-03
5450 ORACLE CORPORATION		2009-06-08	2011-01-03
525 PPG INDUSTRIES		2010-04-28	2011-01-03
700 PEPSICO INC		2010-04-28	2011-01-03
275 PEPSICO INC		2009-04-28	2011-01-03
1700 PRICE T ROWE GROUP INC COM		2009-11-09	2011-01-03
1100 PROCTER AND GAMBLE COMPANY		2010-04-28	2011-01-03
4000 SCHLUMBERGER LTD		2009-04-28	2011-01-03
4000 SPECTRA ENERGY CORP		2009-02-24	2011-01-03
1400 STATE STREET CORP		2009-02-24	2011-01-03
2000 TARGET CORP		2009-04-28	2011-01-03
3000 3M COMPANY COM		2010-02-04	2011-01-03
2000 3M COMPANY COM		2009-11-09	2011-01-03
5000 THE TRAVELERS COS INC		2009-04-28	2011-01-03
700 UNITED TECHNOLOGIES CORP		2010-04-28	2011-01-03
4775 UNITEDHEALTH GROUP INC COM		2010-02-04	2011-01-03
5000 VERIZON COMMUNICATIONS COM		2009-06-08	2011-01-03
500 VIACOM INC		2010-04-28	2011-01-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
550 VIACOM INC		2009-06-08	2011-01-03
2225 WAL-MART STORES INC		2009-04-28	2011-01-03
4000 WASTE MANAGEMENT INC		2009-06-16	2011-01-03
5000 WILLIAMS COS INC		2010-02-04	2011-01-03
2500 PRICE T ROWE GROUP INC COM		2010-02-04	2011-01-13
800 PRICE T ROWE GROUP INC COM		2009-11-09	2011-01-13
1000000 FEDERAL HOME LOAN BANK BONDS CALL 01/18/2011 @100		2008-09-23	2011-01-18
2000 DEERE & COMPANY		2009-02-24	2011-01-21
15000 INTEL CORP		2009-06-08	2011-01-21
5000 MEDCO HEALTH SOLUTIONS INC		2009-04-28	2011-01-21
NIKE INC CALL @ 85 EXPIRES 01/22/11		2000-12-31	2011-01-27
COACH INC CALL @ 55 EXPIRES 01/22/11		2000-12-31	2011-01-27
800 AT&T INC		2009-06-08	2011-03-18
1000 AMAZON COM INC COM		2011-01-03	2011-03-18
4375 AMERICAN ELECTRIC POWER COMPANY		2011-01-03	2011-03-18
300 BROADCOM CORP CL A		2010-04-28	2011-03-18
4000 BROADCOM CORP CL A		2009-08-11	2011-03-18
400 COACH INC COM		2010-04-28	2011-03-18
475 COACH INC COM		2010-02-04	2011-03-18
2350 DOLBY LABORATORIES INC CLASS A		2011-01-03	2011-03-18
675 NATIONAL-OILWELL INC COM		2011-01-03	2011-03-18
2275 NEWFIELD EXPL CO		2011-01-03	2011-03-18
1000000 PALM BEACH CNTY FLA REF TAXABLE LAND ACQ		2008-11-20	2011-03-18
3725 PEPSICO INC		2009-04-28	2011-03-18
150 AT&T INC		2009-06-08	2011-05-09
75 ALLERGAN INC COM		2011-01-03	2011-05-09
50 AMERICAN EXPRESS COMPANY		2010-04-28	2011-05-09
125 AMERISOURCEBERGEN CORP COM		2011-03-18	2011-05-09
100 AMERIPRISE FINANCIAL INC		2011-03-18	2011-05-09
25 APACHE CORP COM		2011-03-18	2011-05-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
50 APPLE COMPUTER INC		2011-03-18	2011-05-09
150 BANK OF AMER CORP COM		2010-04-28	2011-05-09
50 BORG WARNER AUTO COM		2011-03-18	2011-05-09
100 CAPITAL ONE FINANCIAL CORP COM		2011-03-18	2011-05-09
125 CELANESE CORP-SERIES A		2011-01-03	2011-05-09
125 CENTURYTEL INC COM		2011-01-03	2011-05-09
100 CHEVRONTEXACO CORP COM		2011-03-18	2011-05-09
50 CHUBB CORP		2011-03-18	2011-05-09
4525 COACH INC COM		2010-02-04	2011-05-09
75 COCA COLA COMPANY		2011-01-03	2011-05-09
25 CUMMINS ENGINE INCORPORATED		2011-03-18	2011-05-09
50 DEERE & COMPANY		2011-03-18	2011-05-09
75 DOLLAR TREE INC		2011-03-18	2011-05-09
100 DOVER CORP COM		2011-03-18	2011-05-09
75 E I DUPONT DE NEMOURS AND CO		2011-03-18	2011-05-09
250 EMC CORP/MASS		2011-03-18	2011-05-09
75 EATON CORPORATION		2011-03-18	2011-05-09
125 EBAY INC COM		2011-03-18	2011-05-09
75 EQUITY RESIDENTIAL PPTYS TR SBI		2011-03-18	2011-05-09
150 EXXON MOBIL CORP COM		2011-03-18	2011-05-09
225 GENERAL ELECTRIC CO		2011-03-18	2011-05-09
300 GENERAL MILLS INC		2011-03-18	2011-05-09
5775 GENERAL MILLS INC			2011-05-09
25 GOOGLE INC CL A		2009-04-28	2011-05-09
100 HERSHEY FOODS CORPORATION		2011-03-18	2011-05-09
50 HESS CORPORATION		2011-03-18	2011-05-09
50 HEWLETT PACKARD CO		2011-01-03	2011-05-09
150 INTEL CORP		2011-03-18	2011-05-09
25 INTERNATIONAL BUSINESS MACHINES CORP		2011-03-18	2011-05-09
175 J P MORGAN CHASE & CO COM		2011-03-18	2011-05-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
75 JOHNSON & JOHNSON		2009-11-09	2011-05-09
175 LIMITED INC COM		2011-01-03	2011-05-09
225 MATTEL INC		2011-01-03	2011-05-09
100 MERCK & CO INC		2010-04-28	2011-05-09
275 MICROSOFT CORP		2009-04-28	2011-05-09
125 NATIONAL-OILWELL INC COM		2011-01-03	2011-05-09
75 NORTHEAST UTILS COM		2011-03-18	2011-05-09
225 ORACLE CORPORATION		2011-03-18	2011-05-09
50 PPG INDUSTRIES		2011-03-18	2011-05-09
375 PFIZER INC		2011-03-18	2011-05-09
100 PRICE T ROWE GROUP INC COM		2011-03-18	2011-05-09
100 PROCTER AND GAMBLE COMPANY		2010-04-28	2011-05-09
75 QUALCOMM INC COM		2011-03-18	2011-05-09
50 SHIRE PHARMACEUTICALS GROUP PLC SPONSORED ADR		2011-03-18	2011-05-09
50 SMUCKER J M CO COM NEW		2011-03-18	2011-05-09
125 STARBUCKS CORP		2011-03-18	2011-05-09
75 TEXAS INSTRUMENTS		2011-03-18	2011-05-09
50 TIFFANY & CO NEW COM		2011-03-18	2011-05-09
50 UNION PACIFIC CORP		2011-03-18	2011-05-09
75 UNITED TECHNOLOGIES CORP		2011-03-18	2011-05-09
100 UNITEDHEALTH GROUP INC COM		2011-03-18	2011-05-09
100 VIACOM INC		2011-03-18	2011-05-09
100 WAL-MART STORES INC		2009-04-28	2011-05-09
100 WALGREEN COMPANY		2011-03-18	2011-05-09
200 WELLS FARGO COMPANY		2011-03-18	2011-05-09
200 WISCONSIN ENERGY CORP		2011-03-18	2011-05-09
100 COOPER INDUSTRIES PLC SEDOL B40K911 ISIN IE00B40K9117		2011-03-18	2011-05-09
125 COVIDIEN PLC ISIN IE00B68SQD29 SEDOL B68SQD2		2011-03-18	2011-05-09
1625 CORD LABORATORIES			2011-05-09
249463 266 FIDELITY SPARTAN 500 INDEX FUND ADV CLASS		1982-06-10	2011-05-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1000000 FEDERAL HOME LOAN BANK BONDS CALL 06/17/11 @100		2009-02-17	2011-06-17
2000 AMGEN		2009-04-28	2011-06-21
20 APPLE COMPUTER INC		2011-03-18	2011-06-21
100 CHUBB CORP		2011-03-18	2011-06-21
1530 CHUBB CORP			2011-06-21
16500 CISCO SYS INC			2011-06-21
2000 CLOROX CO COM		2009-09-21	2011-06-21
75 DOLLAR TREE INC		2011-03-18	2011-06-21
785 DOLLAR TREE INC		2010-04-28	2011-06-21
5000 ENERGEN CORP COM		2009-04-28	2011-06-21
750 GOLDMAN SACHS GROUP INC COM		2009-09-21	2011-06-21
130 GOOGLE INC CL A		2009-04-28	2011-06-21
3325 HEWLETT PACKARD CO			2011-06-21
3080 INTEL CORP		2009-04-28	2011-06-21
50 INTERNATIONAL BUSINESS MACHINES CORP		2011-03-18	2011-06-21
190 INTERNATIONAL BUSINESS MACHINES CORP		2009-06-08	2011-06-21
200 J P MORGAN CHASE & CO COM		2011-03-18	2011-06-21
1410 J P MORGAN CHASE & CO COM		2009-06-08	2011-06-21
10000 KBR INC		2009-04-28	2011-06-21
1500 LUBRIZOL CORP COM		2009-11-09	2011-06-21
2500 MARATHON OIL CORP COM		2009-04-28	2011-06-21
4000 MEDCO HEALTH SOLUTIONS INC		2009-04-28	2011-06-21
3000 METLIFE INC COM		2009-04-28	2011-06-21
850 NATIONAL-OILWELL INC COM		2011-01-03	2011-06-21
170 NATIONAL-OILWELL INC COM		2008-12-24	2011-06-21
225 ORACLE CORPORATION		2011-03-18	2011-06-21
3335 ORACLE CORPORATION		2009-06-08	2011-06-21
525 PEPSICO INC		2009-09-01	2011-06-21
450 PFIZER INC		2011-03-18	2011-06-21
4140 PFIZER INC		2008-12-24	2011-06-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3375 PRICE T ROWE GROUP INC COM		2011-03-18	2011-06-21
1120 PROCTER AND GAMBLE COMPANY		2010-04-28	2011-06-21
1500 SCHLUMBERGER LTD		2009-04-28	2011-06-21
590 SHIRE PHARMACEUTICALS GROUP PLC SPONSORED ADR			2011-06-21
5000 SPECTRA ENERGY CORP		2009-04-28	2011-06-21
8000 STAPLES INC		2009-04-28	2011-06-21
6725 STARBUCKS CORP			2011-06-21
2700 STATE STREET CORP		2008-12-24	2011-06-21
1000 TARGET CORP		2009-04-28	2011-06-21
5000 TEVA PHARMACEUTICAL IND ADR		2009-04-28	2011-06-21
1000 3M COMPANY COM		2009-11-09	2011-06-21
4000 THE TRAVELERS COS INC		2009-04-28	2011-06-21
100 VIACOM INC		2011-03-18	2011-06-21
3060 VIACOM INC		2009-06-08	2011-06-21
2420 WAL-MART STORES INC		2009-04-28	2011-06-21
4000 WASTE MANAGEMENT INC		2009-06-16	2011-06-21
2000 ACE LIMITED ISIN CH0044328745 SEDOL B3BQMF6		2009-04-28	2011-06-21
5795 WALGREEN COMPANY			2011-06-29
2960 DEERE & COMPANY			2011-07-18
325 DEERE & COMPANY		2009-04-28	2011-07-18
2515 HESS CORPORATION			2011-07-18
970 NATIONAL-OILWELL INC COM		2008-12-24	2011-07-18
275 APPLE COMPUTER INC		2010-12-08	2011-08-05
5 APPLE COMPUTER INC		2011-03-18	2011-08-05
1940 CELANESE CORP-SERIES A		2011-06-21	2011-08-05
5510 CENTURYTEL INC COM			2011-08-05
3700 LIMITED INC COM			2011-08-05
1340 NATIONAL-OILWELL INC COM		2008-12-24	2011-08-05
1300 TIFFANY & CO NEW COM			2011-08-05
1000000 FEDERAL HOME LOAN BANK BDS CALL 4/11/12 @ 100		2008-09-23	2011-08-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
37083 ISHARES TR S&P 500 INDEX FD		2011-05-19	2011-08-19
4787 ISHARES BARCLAYS 1-3 YEAR CRED ETF		2010-08-30	2011-08-19
60272 154 T ROWE PRICE EQUITY INCOME FUND			2011-08-19
6185 TEXAS INSTRUMENTS			2011-08-19
3340 COOPER INDUSTRIES PLC SEDOL B40K911 ISIN IE00B40K9117			2011-08-19
2660 COOPER INDUSTRIES PLC SEDOL B40K911 ISIN IE00B40K9117		2011-01-03	2011-08-22
5 COOPER INDUSTRIES PLC SEDOL B40K911 ISIN IE00B40K9117		2011-01-03	2011-08-30
345 APACHE CORP COM			2011-09-19
1250 APACHE CORP COM			2011-09-19
7925 WALT DISNEY COMPANY			2011-09-19
CUMMINS INC CALL @ 135 EXPIRES 09/17/11		2000-12-31	2011-09-22
643 AMERISOURCEBERGEN CORP COM		2011-06-21	2011-09-29
1247 AMERISOURCEBERGEN CORP COM		2011-06-21	2011-09-29
1429 UNITEDHEALTH GROUP INC COM		2011-06-21	2011-09-29
391 UNITEDHEALTH GROUP INC COM		2011-06-21	2011-09-29
510 VIACOM INC		2009-06-08	2011-10-12
5880 VIACOM INC			2011-10-12
NIKE INC CALL @ 95 EXPIRES 10/22/11		2000-12-31	2011-10-27
350 APPLE COMPUTER INC		2010-12-08	2011-11-11
3050 BAKER HUGHES INC			2011-11-11
420 INTERNATIONAL BUSINESS MACHINES CORP			2011-11-11
2445 BAKER HUGHES INC			2011-11-14
3145 TIFFANY & CO NEW COM		2011-03-18	2011-12-01
20821 ISHARES TR RUSSELL MIDCAP INDEX FD		2009-08-11	2011-12-14
27801 ISHARES TR RUSSELL 2000			2011-12-14
835 PPG INDUSTRIES			2011-12-15
1875 PPG INDUSTRIES		2010-04-28	2011-12-15
FORD MOTOR COMPANY CALL @ 15 EXPIRES 12/17/11		2000-12-31	2011-12-22
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
108,999		104,425	4,574
95,639		108,450	-12,811
25,998		27,502	-1,504
133,249		138,120	-4,871
108,732		89,590	19,142
241,626		207,830	33,796
41,164		39,689	1,475
163,481		134,168	29,313
180,001		169,155	10,846
102,168		84,133	18,035
277,353		246,200	31,153
132,925		156,650	-23,725
144,026		119,292	24,734
122,718		123,500	-782
159,645		165,730	-6,085
108,649		91,445	17,204
46,587		33,809	12,778
172,091		136,320	35,771
172,091		142,500	29,591
183,046		165,000	18,046
151,160		143,115	8,045
167,606		197,440	-29,834
97,030		89,765	7,265
238,896		133,664	105,232
163,998		145,080	18,918
50,558		49,449	1,109
135,790		139,583	-3,793
211,796		174,810	36,986
102,959		110,440	-7,481
95,893		85,592	10,301

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
78,263		74,565	3,698
8,696		8,634	62
147,813		152,233	-4,420
312,489		266,309	46,180
243,459		155,960	87,499
213,468		146,920	66,548
230,212		189,690	40,522
27,978		26,633	1,345
184,121		140,007	44,114
184,121		140,720	43,401
83,894		93,135	-9,241
195,850		153,773	42,077
293,775		246,024	47,751
172,218		135,569	36,649
44,409		36,464	7,945
46,074		44,674	1,400
18,100		16,819	1,281
111,790		90,848	20,942
71,202		68,844	2,358
334,630		260,540	74,090
100,040		82,500	17,540
66,695		61,341	5,354
121,638		96,950	24,688
260,538		238,377	22,161
173,692		167,960	5,732
278,658		250,000	28,658
55,341		51,796	3,545
177,063		155,954	21,109
181,799		156,360	25,439
19,895		17,625	2,270

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
21,884		16,462	5,422
121,684		120,417	1,267
147,119		136,000	11,119
123,701		104,000	19,701
166,147		122,629	43,518
53,167		42,752	10,415
1,000,000		1,015,469	-15,469
173,256		109,940	63,316
312,892		306,375	6,517
316,038		323,375	-7,337
9,719			9,719
4,783			4,783
22,257		22,732	-475
161,693		184,340	-22,647
147,632		158,692	-11,060
11,813		10,830	983
157,509		125,373	32,136
20,173		16,944	3,229
23,955		16,323	7,632
112,472		158,533	-46,061
53,124		45,232	7,892
162,999		165,419	-2,420
1,101,120		1,038,468	62,652
235,291		227,821	7,470
4,680		4,262	418
6,066		5,279	787
2,511		2,292	219
5,205		4,690	515
6,130		6,063	67
3,146		3,001	145

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,374		16,645	729
1,825		2,672	-847
3,833		3,730	103
5,370		5,195	175
6,124		5,281	843
5,061		5,831	-770
10,346		10,359	-13
3,255		2,921	334
270,549		155,493	115,056
5,034		4,898	136
2,922		2,542	380
4,614		4,542	72
4,416		4,049	367
6,572		6,421	151
4,129		3,987	142
6,760		6,495	265
3,872		3,921	-49
4,086		3,833	253
4,387		4,127	260
12,400		12,321	79
4,484		4,423	61
11,583		11,022	561
222,967		200,353	22,614
13,304		15,509	-2,205
5,615		5,398	217
3,936		4,055	-119
2,053		2,145	-92
3,409		3,000	409
4,218		3,907	311
7,868		7,877	-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,890		4,859	31
7,187		5,378	1,809
6,003		5,815	188
3,636		3,437	199
7,103		8,537	-1,434
8,801		8,376	425
2,623		2,553	70
7,839		6,964	875
4,542		4,438	104
7,717		7,513	204
6,206		6,294	-88
6,488		6,259	229
4,231		3,858	373
4,575		4,413	162
3,696		3,514	182
4,557		4,415	142
2,638		2,492	146
3,374		2,859	515
5,096		4,778	318
6,702		6,057	645
4,991		4,267	724
5,058		4,411	647
5,520		5,412	108
4,268		4,153	115
5,658		6,388	-730
6,206		6,006	200
6,295		6,294	1
6,839		6,479	360
151,738		146,021	5,717
11,802,107		10,444,384	1,357,723

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,000,000		1,047,344	-47,344
116,292		115,100	1,192
6,500		6,658	-158
6,277		5,843	434
96,036		75,720	20,316
255,653		393,500	-137,847
135,559		123,500	12,059
4,906		4,049	857
51,352		32,170	19,182
281,425		238,525	42,900
102,095		124,114	-22,019
63,961		80,648	-16,687
117,671		142,464	-24,793
66,558		62,909	3,649
8,312		7,815	497
31,585		25,019	6,566
8,162		9,002	-840
57,541		58,409	-868
355,921		194,950	160,971
201,331		110,190	91,141
129,938		78,275	51,663
224,344		258,700	-34,356
124,801		105,540	19,261
61,045		56,958	4,087
12,209		7,563	4,646
7,344		6,964	380
108,855		82,958	25,897
36,167		32,109	4,058
9,188		9,016	172
84,531		76,528	8,003

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
197,575		212,427	-14,852
71,947		70,096	1,851
125,490		97,703	27,787
53,105		43,953	9,152
136,362		103,125	33,237
123,412		199,940	-76,528
246,805		226,666	20,139
119,142		118,301	841
47,689		48,475	-786
237,113		278,300	-41,187
93,521		83,980	9,541
232,291		200,000	32,291
4,899		4,411	488
149,902		91,586	58,316
128,816		130,970	-2,154
149,526		136,000	13,526
129,606		100,590	29,016
242,172		243,529	-1,357
235,508		263,492	-27,984
25,858		17,865	7,993
181,391		196,792	-15,401
75,471		43,155	32,316
102,753		87,317	15,436
1,868		1,665	203
85,183		98,439	-13,256
186,213		248,077	-61,864
129,364		132,484	-3,120
90,190		59,617	30,573
89,802		99,312	-9,510
1,030,060		1,057,031	-26,971

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,206,077		4,993,589	-787,512
499,610		503,653	-4,043
1,248,236		1,500,000	-251,764
154,866		203,313	-48,447
140,904		201,602	-60,698
111,282		156,723	-45,441
229		295	-66
32,749		41,137	-8,388
118,655		125,086	-6,431
256,264		331,598	-75,334
2,235			2,235
24,806		26,761	-1,955
47,177		51,899	-4,722
66,306		74,479	-8,173
18,535		20,379	-1,844
22,299		15,264	7,035
254,362		175,988	78,374
10,303			10,303
134,212		111,130	23,082
177,227		217,398	-40,171
78,706		55,306	23,400
139,833		151,179	-11,346
209,588		179,829	29,759
1,973,941		1,734,181	239,760
1,970,708		1,753,409	217,299
66,900		71,724	-4,824
150,225		130,227	19,998
9,515			9,515
			933

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			4,574
			-12,811
			-1,504
			-4,871
			19,142
			33,796
			1,475
			29,313
			10,846
			18,035
			31,153
			-23,725
			24,734
			-782
			-6,085
			17,204
			12,778
			35,771
			29,591
			18,046
			8,045
			-29,834
			7,265
			105,232
			18,918
			1,109
			-3,793
			36,986
			-7,481
			10,301

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			3,698
			62
			-4,420
			46,180
			87,499
			66,548
			40,522
			1,345
			44,114
			43,401
			-9,241
			42,077
			47,751
			36,649
			7,945
			1,400
			1,281
			20,942
			2,358
			74,090
			17,540
			5,354
			24,688
			22,161
			5,732
			28,658
			3,545
			21,109
			25,439
			2,270

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			5,422
			1,267
			11,119
			19,701
			43,518
			10,415
			-15,469
			63,316
			6,517
			-7,337
			9,719
			4,783
			-475
			-22,647
			-11,060
			983
			32,136
			3,229
			7,632
			-46,061
			7,892
			-2,420
			62,652
			7,470
			418
			787
			219
			515
			67
			145

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			729
			-847
			103
			175
			843
			-770
			-13
			334
			115,056
			136
			380
			72
			367
			151
			142
			265
			-49
			253
			260
			79
			61
			561
			22,614
			-2,205
			217
			-119
			-92
			409
			311
			-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			31
			1,809
			188
			199
			-1,434
			425
			70
			875
			104
			204
			-88
			229
			373
			162
			182
			142
			146
			515
			318
			645
			724
			647
			108
			115
			-730
			200
			1
			360
			5,717
			1,357,723

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-47,344
			1,192
			-158
			434
			20,316
			-137,847
			12,059
			857
			19,182
			42,900
			-22,019
			-16,687
			-24,793
			3,649
			497
			6,566
			-840
			-868
			160,971
			91,141
			51,663
			-34,356
			19,261
			4,087
			4,646
			380
			25,897
			4,058
			172
			8,003

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-14,852
			1,851
			27,787
			9,152
			33,237
			-76,528
			20,139
			841
			-786
			-41,187
			9,541
			32,291
			488
			58,316
			-2,154
			13,526
			29,016
			-1,357
			-27,984
			7,993
			-15,401
			32,316
			15,436
			203
			-13,256
			-61,864
			-3,120
			30,573
			-9,510
			-26,971

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-787,512
			-4,043
			-251,764
			-48,447
			-60,698
			-45,441
			-66
			-8,388
			-6,431
			-75,334
			2,235
			-1,955
			-4,722
			-8,173
			-1,844
			7,035
			78,374
			10,303
			23,082
			-40,171
			23,400
			-11,346
			29,759
			239,760
			217,299
			-4,824
			19,998
			9,515

Form 990PF Part XV Line 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*				
ANIMAL WELFARE LEAGUE OF KOSCIUSKO3489 E 100 S WARSAW,IN 46581	NONE	PUBLIC	GENERAL SUPPORT	50,000
HUMANE SOCIETY OF THE UNITED STATES PO BOX 993OLD CHELSEA STATION NEW YORK,NY 10013	NONE	PUBLIC	GENERAL SUPPORT	150,000
DUKE UNIVERSITY DIVINITY SCHOOLBOX 90966 DURHAM,NC 27708	NONE	PUBLIC	RECONCILIATION SCHOLARSHIP FUND	225,000
JUMPSTART YOUTH CONNECTION INC C/O JOSEPH S COSTELLO PRESIDENT5 MARKET ST STE 203C AMESBURY,MA 01913	NONE	PUBLIC	GENERAL SUPPORT	50,000
FAMILY SERVICES OF GREATER BOSTON31 HEATH ST JAMAICA PLAN,MA 02130	NONE	PUBLIC	GENERAL SUPPORT	100,000
GREENWOOD SCHOOL ATTN STEWART MILLER14 GREENWOOD LANE PUTNEY,VT 05346	NONE	PUBLIC	SCHOLARSHIPS	485,610
THE AMERICAN FUND FOR CHARITIES C/O THE CHAPEL & YORK LIMITED 601 PENNSYLVANIA AVE NW STE 900 WASHINGTON,DC 20004	NONE	PUBLIC	INSTITUTE OF CHILD HEALTH	1,267,000
LEGACY HOUSE2050 N ARLINGTON AVE INDIANAPOLIS,IN 46218	NONE	PUBLIC	GENERAL SUPPORT	56,000
GIRL'S INC3959 N CENTRAL AVE INDIANAPOLIS,IN 46205	NONE	PUBLIC	GENERAL SUPPORT	56,000
FAIRBANKS HOSPITAL INC8102 CLEARVISTA PARKWAY INDIANAPOLIS,IN 46256	NONE	PUBLIC	GENERAL SUPPORT	56,000
VOLUNTEERS OF AMERICA INDIANA927 N PENNSYLVANIA ST INDIANAPOLIS,IN 46204	NONE	PUBLIC	THEODORA HOUSE	106,000
WAWASEE AREA CONSERVANCY FOUNDATIONPO BOX 548 SYRACUSE,IN 46567	NONE	PUBLIC	GENERAL SUPPORT	20,000
NASHOBA BROOKS SCHOOL1200 STRAWBERRY HILL RD CONCORD,MA 01742	NONE	PUBLIC	GENERAL SUPPORT	60,000
THE MIND TRUST407 N FULTON ST STE 102 INDIANAPOLIS,IN 46202	NONE	PUBLIC	GENERAL SUPPORT	40,000
CAPE COD HEALTHCARE FDN 348C GIFFORD ST FALMOUTH,MA 02540	NONE	PUBLIC	MENTAL HEALTH/SUBSTANCE ABUSE PROGRAMS	50,000
MASSACHUSETTS GENERAL HOSPITAL165 CAMBRIDGE ST STE 600 BOSTON,MA 02114	NONE	PUBLIC	HOME BASE PROGRAM	20,000
UNITED WAY OF CENTRAL INDIANA3901 N MERIDIAN ST PO BOX 88409 INDIANAPOLIS,IN 46208	NONE	PUBLIC	READY TO LEARN/EARN PROGRAM	2,001,334
GOODWILL INDUSTRIES FOUNDATION OF CENTRAL INDIANA INC1635 W MICHIGAN ST INDIANAPOLIS,IN 46222	NONE	PUBLIC	METROPOLITAN HIGH SCHOOL/R SCIENCE/WELLNES	170,000
THE AMERICAN PORPHYRIA FOUNDATION4900 WOODWAY STE 780 HOUSTON,TX 77056	NONE	PUBLIC	GENERAL SUPPORT	30,000
INDIANA UNIVERSITY FOUNDATION950 N MERIDIAN ST STE 250 INDIANAPOLIS,IN 46204	NONE	PUBLIC	KELLEY SCHOOL OF BUSINESS	106,652
THE CHESTNUT HILL SCHOOL428 HAMMOND ST NEWTON,MA 02467	NONE	PUBLIC	GENERAL SUPPORT	5,000
INDIANA UNIVERSITYKENYA PARTNERSHI1001 WEST 10TH ST M299 INDIANAPOLIS,IN 46202	NONE	PUBLIC	GENERAL SUPPORT	150,000
INDIANAPOLIS SYMPHONY ORCHESTRA32 E WASHINGTON STREET STE 600 INDIANAPOLIS,IN 46204	NONE	PUBLIC	GENERAL SUPPORT	210,000
INDIANAPOLIS ZOOLOGICAL SOCIETY INC1200 W WASHINGTON STREET INDIANAPOLIS,IN 46222	NONE	PUBLIC	GENERAL SUPPORT	510,000
CHILDREN'S MUSEUM OF INDIANAPOLISPO BOX 3000 INDIANAPOLIS,IN 46206	NONE	PUBLIC	GENERAL SUPPORT	110,000
ST MARGARET'S HOSPITAL GUILD PO BOX 40793 INDIANAPOLIS,IN 46240	NONE	PUBLIC	GENERAL SUPPORT	25,000
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH,MA 02563	NONE	PUBLIC	GENERAL SUPPORT	465,334
INDIANA NATIONAL GUARD RELIEF FUND9339 PRIORITY WAY W DRIVE STE 130 INDIANAPOLIS,IN 46202	NONE	PUBLIC	GENERAL SUPPORT	20,000
CONNOR PRAIRIE LIVING HISTORY MUSEUM13400 ALLISONVILLE ROAD FISHERS,IN 46038	NONE	PUBLIC	GENERAL SUPPORT	200,000
THE CHRISTAMORE HOUSE GUILD502 N TREMONT INDIANAPOLIS,IN 46222	NONE	PUBLIC	GENERAL SUPPORT	40,000

Form 990PF Part XV Line 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*				
MARIAN UNIVERSITY3200 COLD SPRING RD INDIANAPOLIS,IN 46222	NONE	PUBLIC	GENERAL SUPPORT	20,000
CROSSROADS OF AMERICA COUNCILBOY SCOUTS OF AMERICA1900 N MERIDIAN ST INDIANAPOLIS,IN 46222	NONE	PUBLIC	GENERAL SUPPORT	40,000
DYSLEXIA INSTITUTE OF INDIANA INC2511 E 46TH ST STE 0-2 INDIANAPOLIS,IN 46204	NONE	PUBLIC	GENERAL SUPPORT	130,000
DAVID JAMIESON MEMORIAL GOLF84 FULLER POND RD MIDDLETON,MA 01949	NONE	PUBLIC	GENERAL SUPPORT	15,834
FRIENDS OF MINUTE MAN NATIONAL PARK174 LIBERTY ST CONCORD,MA 01742	NONE	PUBLIC	GENERAL SUPPORT	5,000
BARBARA BUSH FDN FOR FAMILY LITERAC1201 15TH ST NW STE 420 WASHINGTON,DC 20005	NONE	PUBLIC	LITERACY PROGRAMS IN CLAY COUNTY, INDIANA	20,000
NATIONAL ASSOC OF MENTAL ILLNESS OF INDIANAPO BOX 22697 INDIANAPOLIS,IN 46204	NONE	PUBLIC	GENERAL SUPPORT	100,000
AMERICAN FDN FOR PHARMACEUTICAL EDONE CHURCH ST STE 400 ROCKVILLE,MD 20850	NONE	PUBLIC	GENERAL SUPPORT	80,000
JOHN ASHFORD LINK HOUSE INC ATTN NICHOLAS J COSTELLO EX DIR197 ELM STREET SALISBURY,MA 01952	NONE	PUBLIC	GENERAL SUPPORT	150,000
WWOZ RADIOPO BOX 51840 NEW ORLEANS,LA 70151	NONE	PUBLIC	GENERAL SUPPORT	5,000
BUSCH WILDLIFE SANCTUARY 2500 JUPITER PARK DRIVE JUPITER,FL 33458	NONE	PUBLIC	GENERAL SUPPORT	10,000
FALMOUTH SERVICE CENTERPO BOX 208 FALMOUTH,MA 02541	NONE	PUBLIC	GENERAL SUPPORT	20,000
REMOTE AREA MEDICAL FDN 1834 BEECH STREET KNOXVILLE,TN 37920	NONE	PUBLIC	GENERAL SUPPORT	198,107
INDIAN GOSPEL MISSION STATE BANK OF NEW YORK39 BROADWAY NEW YORK,NY 11935	NONE	PUBLIC	GENERAL SUPPORT	20,000
SAMARITAN EDUCATION CITIBANK FSB ENGLEWOOD CLIFFS,NJ 12345	NONE	PUBLIC	CONSTRUCTION OF SCHOOL BUILDING/SAMARITAN RES	50,000
CHRIST CHURCH CATHEDRAL ATTN REES OLANDER DIRECTOR 55 MONUMENT CIR STE 600 INDIANAPOLIS,IN 46204	NONE	PUBLIC	GENERAL SUPPORT	60,000
IU HERRON SCHOOL OF ART C/O INDIANA UNIVERSITY FDN PO BOX 500 BLOOMINGTON,IN 47402	NONE	PUBLIC	GENERAL SUPPORT	834,436
AMERICAN RED CROSS2025 E STREET NE WASHINGTON,DC 20006	NONE	PUBLIC	GENERAL SUPPORT	853,599
LIFE LEADERSHIP DEVELOPMENT CORP2055 N SENATE AVENUE INDIANAPOLIS,IN 46202	NONE	PUBLIC	GENERAL SUPPORT	834,436
YMCA OF NORWALK370 WEST AVENUE NORWALK,CT 06850	NONE	PUBLIC	GENERAL SUPPORT	150,833
PROGRESS HOUSE201 SOUTH SHELBY STREET INDIANAPOLIS,IN 46202	NONE	PUBLIC	GENERAL SUPPORT	14,000
GENNESARET FREE CLINICS510 E 24TH STREET INDIANAPOLIS,IN 46205	NONE	PUBLIC	GENERAL SUPPORT	14,000
BIG BROTHERSBIG SISTERS OF MASSACHUSETTS BAY75 FEDERAL STREET 8TH FLOOR BOSTON,MA 02110	NONE	PUBLIC	GENERAL SUPPORT	150,000
HOSPICE OF THE NORTH SHORE 75 SYLVAN STREET STE B-102 DANVERS,MA 01923	NONE	PUBLIC	COMPLEMENTARY THERAPIES PROGRAM	150,000
HOUSING FAMILIES354 CROSS STREET MALDEN,MA 02148	NONE	PUBLIC	CHILDRENS PROGRAMS (15000)	150,000
WGBHONE GUEST STREET BOSTON,MA 02135	NONE	PUBLIC	GENERAL SUPPORT	300,000
ISLAND SCHOOL FOUNDATION PO BOX 6006 LAWRENCEVILLE,NJ 08648	NONE	PUBLIC	GENERAL SUPPORT	100,000
JEANNE GEIGER CRISIS CENTER2 HARRIS STREET NEWBURYPORT,MA 01950	NONE	PUBLIC	GENERAL SUPPORT	100,000
RIGHT TURN BIZ INC299 BROADWAY ARLINGTON,MA 02474	NONE	PUBLIC	GENERAL SUPPORT	10,000
THE NEW YORK CITY LEADERSHIP CENTER4604 31ST AVE SECOND FLOOR LONG ISLAND CITY,NY 11103	NONE	PUBLIC	GENERAL SUPPORT	35,000

Form 990PF Part XV Line 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*				
NEW ORLEANS MUSICIANS CLINIC 3700 SAINT CHARLES AVE NEW ORLEANS, LA 70115	NONE	PUBLIC	GENERAL SUPPORT	200,000
IU CENTER OF PHILANTHROPYPO BOX 500 BLOOMINGTON, IN 47402	NONE	PUBLIC	GENERAL SUPPORT	2,503,309
DUKE UNIVERSITYPO BOX 90966 DURHAM, NC 27708	NONE	PUBLIC	GENERAL SUPPORT	50,000
EMILY KRZYZEWSKI FAMILY LIFE CENTER904 W CHAPEL HILL ST DURHAM, NC 27701	NONE	PUBLIC	GENERAL SUPPORT	50,000
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC	GENERAL SUPPORT	250,000
BOYS AND GIRLS CLUB OF BOSTON 50 CONGRESS STREET STE 730 BOSTON, MA 02109	NONE	PUBLIC	GENERAL SUPPORT	706,000
AMERICAN ACADEMY OF ARTS AND SCIENC136 IRVING STREET CAMBRIDGE, MA 02138	NONE	PUBLIC	GENERAL SUPPORT	50,000
INNOVATION NETWORK FOR COMM1625 K STREET NW SUITE 1050 WASHINGTON, DC 20006	NONE	PUBLIC	GENERAL SUPPORT	25,000
RIGHT TO LIFE OF INDIANAPOLIS 1060 EAST 86TH STREET SUITE 61 B INDIANAPOLIS, IN 46240	NONE	PUBLIC	GENERAL SUPPORT	15,000
ASPPIRE INDIANA INC602 RANSDELL ROAD LEBANON, IN 46052	NONE	PUBLIC	GENERAL SUPPORT	10,000
GRACE COLLEGE200 SEMINARY DRIVE WINONA DRIVE WINONA LAKE, IN 46590	NONE	PUBLIC	GENERAL SUPPORT	5,000
THE FOUNDATION FOR EVANGELISMPO BOX 985 LAKE JUNALUSKA, NC 28745	NONE	PUBLIC	GENERAL SUPPORT	12,000
WESTPORT WESTON FAMILY YMCA 59 POST ROAD EAST WESTPORT, CT 06880	NONE	PUBLIC	GENERAL SUPPORT	50,000
UNIVERSITY OF PITTSBURGH128 NORTH CRAIG STREET PITTSBURGH, PA 15260	NONE	PUBLIC	GENERAL SUPPORT	100,000
INDIANA LANDMARKS1201 CENTRAL AVENUE INDIANAPOLIS, IN 46202	NONE	PUBLIC	GENERAL SUPPORT	120,000
CHARLES A TINDLEY ACCELERATED SCHOO3960 MEADOWS DRIVE INDIANAPOLIS, IN 46205	NONE	PUBLIC	GENERAL SUPPORT	10,000
INDIANA VIRTUAL SCHOOL2206 E 96TH STREET INDIANAPOLIS, IN 46240	NONE	PUBLIC	GENERAL SUPPORT	30,000
INSTITUTE FOR GLOBAL ENGAGEMENTPO BOX 12205 ARLINGTON, VA 22219	NONE	PUBLIC	GENERAL SUPPORT	30,000
SNOWLINE HOSPICE6520 PLEASANT VALLEY ROAD DIAMOND SPRINGS, CA 95619	NONE	PUBLIC	GENERAL SUPPORT	100,000
MENNONITE CENTRAL COMMITTEE 21 S 12TH ST PO BOX 500 AKRON, PA 17501	NONE	PUBLIC	GENERAL SUPPORT	18,200
ESKENAZI HEALTH FOUNDATION 1001 W TENTH ST INDIANAPOLIS, IN 46202	NONE	PUBLIC	GENERAL SUPPORT	20,000
BOCA GRANDE WOMAN'S CLUB INC PO BOX 65 BOCA GRANDE, FL 33921	NONE	PUBLIC	GENERAL SUPPORT	20,000
INDIANA GOLF FOUNDATIONPO BOX 516 FRANKLIN, IN 46131	NONE	PUBLIC	GENERAL SUPPORT	5,000
RUTH LILLY HEALTH EDUCATION CENTER2055 N SENATE AVE INDIANAPOLIS, IN 46202	NONE	PUBLIC	GENERAL SUPPORT	19,163
BOYS AND GIRLS CLUB OF LOWER PO BOX 209 SHELTON, CT 06484	NONE	PUBLIC	GENERAL SUPPORT	100,000
INDIANA REPERATORY THEATRE 140 W WASHINGTON STREET INDIANAPOLIS, IN 46204	NONE	PUBLIC	GENERAL SUPPORT	5,000
HOUSING ASSISTANCE CORPORATION2811 EAST 10TH STREET INDIANAPOLIS, IN 46201	NONE	PUBLIC	GENERAL SUPPORT	10,000
ST VINCENT HOSPITAL FOUNDATION8402 HARCOURT ROAD STE 210 INDIANAPOLIS, IN 46260	NONE	PUBLIC	GENERAL SUPPORT	5,000
FALMOUTH YOUTH HOCKEY LEAGUE9 TECHNOLOGY PARK DRIVE EAST FALMOUTH, MA 02536	NONE	PUBLIC	GENERAL SUPPORT	500,000
Total . . . . ▶ **3a**				16,473,847

TY 2011 Accounting Fees Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION

EIN: 34-7206415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PNC BANK, NA	700			700

TY 2011 Legal Fees Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION

EIN: 34-7206415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - PRINCIPAL (ALLOCA	90,093			90,093
LEGAL FEES - INCOME (ALLOCABLE	72,679			72,679

TY 2011 Other Decreases Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION

EIN: 34-7206415

Description	Amount
POSTED SUBSEQ YEAR FOR CURR YEAR	11,135
ADJUSTMENT DUE TO PUBLICLY TRADED STOCKS CONTRIBUTED	5,134,156

TY 2011 Other Expenses Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION

EIN: 34-7206415

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISC FOUNDATION EXPENSES	15,578	0		15,578
MISC FOUNDATION EXPENSES	62,055	0		62,055

TY 2011 Other Increases Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION

EIN: 34-7206415

Description	Amount
POSTED CURR YR FOR PRIOR YR	122
ROUNDING ADJUSTMENT	2

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TY 2011 Substantial Contributors Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION

EIN: 34-7206415

Name	Address
RUTH LILLY IRR SPECIAL TRUST	PO BOX 94651 CLEVELAND,OH 44101

TY 2011 Taxes Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION

EIN: 34-7206415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	268	268		0
FEDERAL TAX PAYMENT - PRIOR YR	21,030	0		0
FEDERAL ESTIMATES - PRINCIPAL	21,200	0		0
FOREIGN TAXES ON QUALIFIED FOR	30,121	30,121		0
FOREIGN TAXES ON NONQUALIFIED	5,689	5,689		0