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OMB No 1545-0052

Form **990-PF**

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

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation LILA A LILLY FOUNDATION, INC		A Employer identification number 35-6044315
Number and street (or P.O. box number if mail is not delivered to street address) 8118 MADISON AVE		B Telephone number (see instructions) (317) 887-9516
City or town, state, and ZIP code INDIANAPOLIS IN 46227		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,053,968		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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 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)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	38,517	38,517		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	80,351			
b Gross sales price for all assets on line 6a	637,630			
7 Capital gain net income (from Part IV, line 2)		80,351		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0	0	0	
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	118,868	118,868	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	2,900	2,900	2,900	2,900
c Other professional fees (attach schedule)	14,794	14,794	14,794	14,794
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,334	2,334	2,334	2,334
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	0	0	0	0
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	20,028	20,028	20,028	20,028
25 Contributions, gifts, grants paid	76,000			76,000
26 Total expenses and disbursements. Add lines 24 and 25	96,028	20,028	20,028	96,028
27 Subtract line 26 from line 12	22,840			
a Excess of revenue over expenses and disbursements		98,840		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2011)

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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)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	11,829	117,090	117,090
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶	0	0	0
	Less allowance for doubtful accounts ▶	0		
	4 Pledges receivable ▶	0	0	0
	Less allowance for doubtful accounts ▶	0		
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0	0	0
	Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	0	0	0
	10 a Investments—U S and state government obligations (attach schedule)	863,589	775,268	936,878
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶	0	0	0
	Less accumulated depreciation (attach schedule) ▶	0		
Liabilities	12 Investments—mortgage loans	0	0	0
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶	0	0	0
	Less accumulated depreciation (attach schedule) ▶	0		
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	875,418	892,358	1,053,968
Net Assets or Fund Balances	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	100	100	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	875,318	892,258	
	30 Total net assets or fund balances (see instructions)	875,418	892,358	
	31 Total liabilities and net assets/fund balances (see instructions)	875,418	892,358	

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	875,418
2 Enter amount from Part I, line 27a	2	22,840
3 Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED MARKET ADJUSTMENT</u>	3	-5,900
4 Add lines 1, 2, and 3	4	892,358
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	892,358

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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

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

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	80,351
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 instructions) If (loss), enter -0- in Part I, line 8 }	3	11,708

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	83,904	1,092,015	0.076834
2009	88,467	941,094	0.094004
2008	82,888	1,010,053	0.082063
2007	58,000	1,118,890	0.051837
2006	50,000	1,100,081	0.045451

2 Total of line 1, column (d)	2	0.350189
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	0.070038
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,103,983
5 Multiply line 4 by line 3	5	77,321
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	988
7 Add lines 5 and 6	7	78,309
8 Enter qualifying distributions from Part XII, line 4 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	8	96,028

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	988
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	988
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	988
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	0
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	10
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	998
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13		X
14	The books are in care of ▶ J RANDALL PINEGAR Telephone no ▶ (317) 887-9516 Located at ▶ 8118 MADISON AVE INDIANAPOLIS IN ZIP+4 ▶ 46227			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)	2b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A
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 2011?	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 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 instructions)?**5b** N/A

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**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

X

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 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
LILA HEALY	PRES/DIRECTOR 2 00	0	0	0
ALINE RANDLE	VP/DIRECTORY 2 00	0	0	0
MATTHEW HEALY	VP/DIRECTOR 2 00	0	0	0
J. RANDALL PINEGAR	TREASURER 2 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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				

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 instructions) If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
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 N/A	
2	
3	
4	

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

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

Amount

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,056,336
b	Average of monthly cash balances	1b	64,459
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,120,795
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	
3	Subtract line 2 from line 1d	3	1,120,795
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	16,812
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,103,983
6	Minimum investment return. Enter 5% of line 5	6	55,199

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

1	Minimum investment return from Part X, line 6	1	55,199
2a	Tax on investment income for 2011 from Part VI, line 5	2a	988
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	988
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,211
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	54,211
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	54,211

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	96,028
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	96,028
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 instructions)	5	988
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	95,040

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				54,211
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	2,282			
b From 2007	17,688			
c From 2008	33,469			
d From 2009	42,642			
e From 2010	30,157			
f Total of lines 3a through e	126,238			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 96,028				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				54,211
e Remaining amount distributed out of corpus	41,817			
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	168,055			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,282			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	165,773			
10 Analysis of line 9				
a Excess from 2007	17,688			
b Excess from 2008	33,469			
c Excess from 2009	42,642			
d Excess from 2010	30,157			
e Excess from 2011	41,817			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

Form 990-PF (2011)

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 SPRING LAKE RANCH			TO FURTHER THEIR MISSION	10,000
VICTOR D'AMICO INSTITUTE OF ART			TO FURTHER THEIR MISSION	10,000
WOODSTOCK PTA			TO FURTHER THEIR MISSION	6,000
NATIVE FISH SOCIETY			TO FURTHER THEIR MISSION	2,000
LIVING WATERS INTERNATIONAL			TO FURTHER THEIR MISSION	6,000
HOSFORD PTA			TO FURTHER THEIR MISSION	7,000
SHU REN PORTLAND			TO FURTHER THEIR MISSION	5,000
LA PLATA COUNTY 4H			TO FURTHER THEIR MISSION	18,000
EQUINE VOICES RESCUE SANCTUARY			TO FURTHER THEIR MISSION	2,000
ISCU SPORTS			TO FURTHER THEIR MISSION	10,000
Total			3a	76,000
b Approved for future payment				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					38,517
4	Dividends and interest from securities					
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				0	80,351
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a		0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		0	118,868
13	Total. Add line 12, columns (b), (d), and (e)					118,868

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

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

[illegible]

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

- | | | | |
|---|-------|--|-----|
| 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? | | | Yes |
| | | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | |
| (2) Other assets | 1a(2) | | |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | |
| (4) Reimbursement arrangements | 1b(4) | | |
| (5) Loans or loan guarantees | 1b(5) | | |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | |
| 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 | | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign
Here

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Signature of officer or trustee

Paid
Preparer
Use Only

Print/Type preparer's name

J RANDALL PINEGAR

Firm's name ▶ **BOYD, PINEGAR AND ASSOCIATES, P/C**

Firm's address ► 8118 MADISON AVE. INDIANAPOLIS, IN 46227

Check ☐ if
self-employed

P01206876

Phone no	(317) 887-9516
----------	----------------

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss
									Securities	Gross Sales	Cost, Other Basis and Expenses	Depreciation	
		Long Term CG Distributions							Other sales	637,630	557,279		80,351
		Short Term CG Distributions								0	0		0
1	X	1000 SH WESTSHORE TERMI				2/18/2010	P	1/1/2011		28,030	23,030		5,000
2	X	30 SH SPDR GOLD TRUST PU				10/14/2010	P	1/26/2011		0	4,516		-4,516
3	X	125000 CALL PARK OHIO IND				4/12/2010	P	4/6/2011		128,803	112,547		16,256
4	X	20 SH SPDR GOLD TRUST PU				1/31/2011	P	4/18/2011		0	2,050		-2,050
5	X	20 SH SPDR GOLD TRUST PU				4/4/2011	P	7/18/2011		0	2,511		-2,511
6	X	1000 SH THOR INDS INC				11/30/2010	P	8/26/2011		20,142	29,661		-9,519
7	X	10 SPDR GOLD TRUST PUTS				8/8/2011	P	10/18/2011		1,964	2,366		-402
8	X	2000 SH WESTSHORE TERMI				9/30/2009	P	1/1/2011		56,060	46,060		10,000
9	X	2000 SH ANNALY MTG MGMT				9/15/2009	P	3/16/2011		35,715	31,115		4,600
10	X	100000 CHARMING SHOPPES				9/15/2009	P	9/15/2009		83,750	74,300		9,450
11	X	1000 SH WESTSHORE TERMI				9/15/2009	P	3/22/2011		23,672	8,040		15,632
12	X	1500 SH SIMPSON MFG INC				3/10/2003	P	5/31/2011		41,561	24,188		17,373
13	X	1000 SH PEOPLES UNITED FI				4/12/2010	P	7/8/2011		13,503	16,717		-3,214
14	X	2500 SH ANNALY MTG MGMT				9/19/2009	P	8/1/2011		42,799	39,897		2,902
15	X	500 SH BOARDWALK PIPELI				8/7/2008	P	8/26/2011		8,771	7,781		990
16	X	1000 SH THOR INDS INC				1/27/2010	P	8/26/2011		23,957	23,496		461
17	X	1500 SH SIMPSON MFG INC				3/10/2003	P	9/6/2011		20,142	33,097		-12,955
18	X	1000 SH WESTSHORE TERMI				9/30/2009	P	9/26/2011		21,435	24,188		-2,752
19	X	1000 SH GENERAL AMERN IN				10/30/2003	P	11/4/2011		25,250	11,620		13,630
20	X	1000 WESTSHORE TERMINAL				2/18/2010	P	11/4/2011		23,239	14,940		8,299
21	X	SPDR GOLD TRUST				12/9/2004	P	12/31/2011		299	85		214
22	X	SPDR GOLD TRUST				1/20/2009	P	12/31/2011		299	164		135
23	X	SPDR GOLD TRUST				9/10/2007	P	12/31/2011		299	135		164
24	X	SPDR GOLD TRUST											

Line 16b (990-PF) - Accounting Fees

		2,900	2,900	2,900	2,900
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BOYD, PINEGAR & ASSOCIATES	2,900	2,900	2,900	2,900
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		14,794	14,794	14,794	14,794
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	THE HEALY GROUP	10,312	10,312	10,312	10,312
2	FIDUCIARY TRUST COMPANY	3,415	3,415	3,415	3,415
3	UBS INVESTMENT MAINTENANCE	170	170	170	170
4	SPDR GOLD TRUST FEES	897	897	897	897
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		2,334	2,334	2,334	2,334
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	1,056	1,056	1,056	1,056
3	Income tax				
4	FOREIGN TAX PAID	1,278	1,278	1,278	1,278
5					
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	A&W REVENUE ROYALTIES		50,127		84,236	
2	GENERAL AMERN INVS INC		24,775		24,960	
3	NORTHWEST PIPE CO	2,000		52,538		45,720
4	CAMECO CORP	1,000		30,046		18,050
5	ANNALY CAPITAL MANAGEMENT INC		78,793		89,600	
6	A&W REVENUE TOYALTIES INCOME FD	4,000		50,127		78,968
7	THOR INDUSTRIES INC		62,758		67,920	
8	DOMINION RES INC	1,000		47,077		53,080
9	CHESAPEAKE ENERTY CORP CNV PUT	150,000		164,525		147,375
10	BOARDWALK PIPELINE PARTNERS		23,496		31,130	
11						
12	SIMPSON MFG		48,375		92,730	
13	PEOPLES UNITED FINANCIAL		16,717		14,010	
14	SPDR GOLD TRUST	1,500		99,050	208,080	227,985
15	SPDR GOLD TRUST OPTION PUT @110					
16	STAR GAS PARTNERS LP	4,000		12,600	13,300	19,480
17	CHARMING SHOPPES INC SR NT		74,300		84,000	
18	CONSTELLATION ENERGY GROUP					
19	TESORO PETROLEUM CORP					
20	WESTSHORE TERMINALS INCOME FUND					
21	MERCK & CO		34,601		69,134	
22	SAFETY INSURANCE GROUP					
23	WILLIAMS PIPELINE PARTNERS	2,600		93,740	123,682	105,248
24	PHILIP MORRIS INTERNATIONAL INC	758		18,344	35,361	45,472
25	CHIMERA INVESTMENT CORP					
26	PFIZER INC					
27	BRUNSWICK CORP NOTE	100,000		89,850		88,500
28	SPDR GOLD TRUST OPTION PUT @ 120		4,516		150	
29	PARK OHIO INDUSTRIES SB NOTE		112,547		127,500	
30	MANITOWOC CO INC SR NOTE	100,000		108,850	110,000	107,000
31						
32						
33						

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	80,351	0	80,351
						Long Term CG Distributions	Short Term CG Distributions											
						Amount	0											
1	1000 SH WESTSHORE TERMINALS INC		P	2/16/2010	1/1/2011			28,030	0	23,030	5,000				5,000			
2	30 SH SPDR GOLD TRUST PUT		P	10/14/2010	1/26/2011			0	0	4,516	-4,516				-4,516			
3	125000 CALL PARK OHIO INDUSTRIES II		P	4/12/2010	4/6/2011			128,803	0	112,547	16,256				16,256			
4	20 SH SPDR GOLD TRUST PUTS		P	1/31/2011	4/18/2011			0	0	2,050	-2,050				-2,050			
5	20 SH SPDR GOLD TRUST PUTS		P	4/4/2011	7/18/2011			0	0	2,511	-2,511				-2,511			
6	1000 SH THOR INDS INC		P	11/30/2010	8/26/2011			20,142	0	29,661	-9,519				-9,519			
7	10 SPDR GOLD TRUST PUTS		P	8/8/2011	10/18/2011			1,964	0	2,366	-402				-402			
8	2000 SH WESTSHORE TERMINALS INC		P	9/30/2009	1/1/2011			56,060	0	46,060	10,000				10,000			
9	2000 SH ANNALY MTG MGMT INC		P	9/15/2009	3/16/2011			35,715	0	31,115	4,600				4,600			
10	100000 CHARMING SHOPPES INC SR M		P	9/15/2009	9/15/2009			83,750	0	74,300	9,450				9,450			
11	1000 SH WESTSHORE TERMINALS INVB		P	9/15/2009	3/22/2011			23,672	0	8,040	15,632				15,632			
12	1500 SH SIMPSON MFG INC		P	3/10/2003	5/31/2011			41,561	0	24,188	17,373				17,373			
13	1000 SH PEOPLES UNITED FINANCIAL I		P	4/12/2010	7/8/2011			13,503	0	16,717	-3,214				-3,214			
14	2500 SH ANNALY MTG MGMT INC		P	9/19/2009	8/1/2011			42,799	0	39,897	2,902				2,902			
15	500 SH ANNALY MTG MGMT INC		P	9/19/2008	8/26/2011			8,771	0	7,781	990				990			
16	1000 SH BOARDWALK PIPELINE PARTN		P	8/7/2008	8/26/2011			23,957	0	23,496	461				461			
17	1000 SH THOR INDS INC		P	1/27/2010	8/26/2011			20,142	0	33,097	-12,955				-12,955			
18	1500 SH SIMPSON MFG INC		P	3/10/2003	9/6/2011			37,940	0	24,188	13,752				13,752			
19	1000 SH WESTSHORE TERMINALS INVB		P	9/30/2009	9/26/2011			21,435	0	11,620	9,815				9,815			
20	1000 SH GENERAL AMERN INVS INC PF		P	10/30/2003	11/4/2011			25,250	0	24,775	475				475			
21	1000 WESTSHORE TERMINALS INVEST		P	2/18/2010	11/4/2011			23,239	0	14,940	8,299				8,299			
22	SPDR GOLD TRUST		P	12/9/2004	12/31/2011			299	0	85	214				214			
23	SPDR GOLD TRUST		P	1/20/2009	12/31/2011			299	0	164	135				135			
24	SPDR GOLD TRUST		P	9/10/2007	12/31/2011			299	0	135	164				164			

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	LILA HEALY							RES/DIRECTOR	2 00
2	ALINE RANDLE							P/DIRECTOR	2 00
3	MATTHEW HEALY							P/DIRECTOR	2 00
4	J RANDALL PINEGAR							TREASURER	2 00
5									
6									
7									
8									
9									
10									

Part

	0	0	0	0
	Compensation	Benefits	Expense Account	Explanation
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒
 - 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 File by the due date for filing your return. See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	LILA A LILLY FOUNDATION, INC	<input checked="" type="checkbox"/> 35-6044315
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
139 CEDAR ST	<input type="checkbox"/>	
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
EAST HAMPTON	NY	11937

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

04

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	01	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 ► J RANDALL PINEGAR

Telephone No ► (317) 887-9516

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 8/15/2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2011 or
- ☐ tax year beginning _____, and ending _____

- 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	\$
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	\$
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	\$ 0

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions

Form 8868 (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print	Name of exempt organization	Employer identification number (EIN) or
	LILA A LILLY FOUNDATION, INC	<input checked="" type="checkbox"/> 35-6044315
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	Social security number (SSN)
	139 CEDAR ST	<input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	EAST HAMPTON NY 11937	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

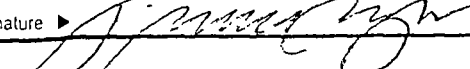
- The books are in the care of **J. RANDALL PINEGAR**
Telephone No **(317) 887-9516** FAX No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this 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

- I request an additional 3-month extension of time until **11/15/2012**
- For calendar year **2011**, or other tax year beginning , and ending
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension The transfer of records from the prior bookkeeper left insufficient time to prepare the return prior to the due date

8a 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	8a	\$
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 and any amount paid previously with Form 8868	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title **CPA** Date **8/13/2012**