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

2011

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 <b>THE LILY FOUNDATION</b>		A Employer identification number <b>52-6854621</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>200 W. LANCASTER AVENUE</b>		B Telephone number <b>610-964-0331</b>
City or town, state, and ZIP code <b>WAYNE, PA 19087-4046</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) <b>\$ 12,419,830.</b> (Part I, column (d) must be on cash basis)		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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		5,000,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		41,262.	3,925.		STATEMENT 1
4 Dividends and interest from securities		179,704.	179,704.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-70,874.			
b Gross sales price for all assets on line 6a		1,508,413.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-10,236.	2,602.		STATEMENT 3
12 Total. Add lines 1 through 11		5,139,856.	186,231.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		10,500.	0.		10,500.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		13,242.	0.		13,242.
c Other professional fees STMT 5		40,088.	37,613.		695.
17 Interest		19.	19.		0.
18 Taxes STMT 6		6,179.	2,816.		1,188.
19 Depreciation and depletion		465.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		3,980.	1,539.		2,441.
24 Total operating and administrative expenses Add lines 13 through 23		74,473.	41,987.		28,066.
25 Contributions, gifts, grants paid		402,500.			402,500.
26 Total expenses and disbursements Add lines 24 and 25		476,973.	41,987.		430,566.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,662,883.			
b Net investment income (if negative, enter -0-)			144,244.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	977,270.	617,652.	617,652.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	973,213.	973,213.	1,025,480.
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	5,027,208.	10,048,760.	10,768,242.
	14 Land, buildings, and equipment: basis ▶ 3,322.			
	Less: accumulated depreciation STMT 10 ▶ 522.	3,118.	2,800.	2,800.
	15 Other assets (describe ▶ STATEMENT 11)	4,353.	5,656.	5,656.
	16 Total assets (to be completed by all filers)	6,985,162.	11,648,081.	12,419,830.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	2.	38.	
23 Total liabilities (add lines 17 through 22)	2.	38.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	8,619,417.	8,619,417.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-1,634,257.	3,028,626.	
30 Total net assets or fund balances	6,985,160.	11,648,043.		
31 Total liabilities and net assets/fund balances	6,985,162.	11,648,081.		

## 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	6,985,160.
2 Enter amount from Part I, line 27a	2	4,662,883.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,648,043.
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	11,648,043.

**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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,508,413.		1,579,287.	-70,874.

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			
b			
c			
d			
e			-70,874.

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	-70,874.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	597,592.	7,485,290.	.079836
2009	238,250.	6,903,011.	.034514
2008	248,928.	3,639,897.	.068389
2007	69,000.	1,956,545.	.035266
2006	55,500.	1,439,380.	.038558

2 Total of line 1, column (d)	2	.256563
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	.051313
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,486,197.
5 Multiply line 4 by line 3	5	589,391.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,442.
7 Add lines 5 and 6	7	590,833.
8 Enter qualifying distributions from Part XII, line 4	8	430,566.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,885.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	2,885.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,885.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,700.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 1,600.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	4,300.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,415.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	1,415. Refunded	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA		
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 STMT 13	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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>610-964-0331</u> Located at ► <u>200 W. LANCASTER AVENUE, WAYNE, PA</u> ZIP+4 ► <u>19087-4046</u>			
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 ► <u>15</u> <u>N/A</u>			
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	<u>N/A</u>	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<u>N/A</u>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b
		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

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?

N/A

☐ 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

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT L. MCNEIL, III 245 ABRAHAMS LANE VILLANOVA, PA 19085	TRUSTEE 0.00	0.	0.	0.
JANE MCNEIL 245 ABRAHAMS LANE VILLANOVA, PA 19085	TRUSTEE 0.00	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,455,162.
b	Average of monthly cash balances	1b	1,197,496.
c	Fair market value of all other assets	1c	8,456.
d	Total (add lines 1a, b, and c)	1d	11,661,114.
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	11,661,114.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	174,917.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,486,197.
6	Minimum investment return. Enter 5% of line 5	6	574,310.

**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	574,310.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,885.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,885.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	571,425.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	571,425.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	571,425.

**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	430,566.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	430,566.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	430,566.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				571,425.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010	103,915.			
<b>f</b> Total of lines 3a through e	103,915.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	430,566.			
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				430,566.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	103,915.			103,915.
<b>6</b> Enter the net total of each column as indicated below.				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				36,944.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				

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

N/A

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

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

**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
<b>a Paid during the year</b>				
AGNES IRWIN SCHOOL 275 S. ITHAN AVENUE ROSEMONT, PA 19010	N/A	PUBLIC	GENERAL	250,000.
CAMP DREAMCATCHER 905 CONNER ROAD WEST CHESTER, PA 19380	N/A	PUBLIC	GENERAL	5,000.
CHESTER COUNTY FUND FOR WOMEN & GIRLS 1450 E. BOOT ROAD, SUITE 400B WEST CHESTER, PA 19380	N/A	PUBLIC	GENERAL	7,500.
BROADWAY DREAMS FOUNDATION 8965 BROCKHAM WAY ALPHARETTA, GA 30022	N/A	PUBLIC	GENERAL	5,000.
DOMESTIC ABUSE PROJECT 204 WEST FRANKLIN AVENUE MINNEAPOLIS, MN 55404	N/A	PUBLIC	GENERAL	50,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>402,500.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





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

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

OMB No 1545-0047

**2011**

Name of the organization

Employer identification number

**THE LILY FOUNDATION****52-6854621**

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 foundationCheck 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, total 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 total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

**LHA** For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

**THE LILY FOUNDATION****52-6854621****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) Total contributions	(d) Type of contribution
<u>1</u>	<u>ESTATE OF ROBERT L. MCNEIL</u> <u>1 LOGAN SQUARE, SUITE 2000</u> <u>PHILADELPHIA, PA 19103-6996</u>	\$ <u>5,000,000.</u>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

Employer identification number

**THE LILY FOUNDATION****52-6854621****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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**THE LILY FOUNDATION****52-6854621****Part III**

*Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ► \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KIDS SMILES 3751 ISLAND AVENUE, 2ND FLOOR PHILADELPHIA, PA 19153	N/A	PUBLIC	GENERAL	3,500.
HELPUADOPT.ORG P.O. BOX 20435 NEW YORK, NY 10021	N/A	PUBLIC	GENERAL	5,000.
LOWER MERION SOCCER CLUB BOX 360 BRYN MAWR, PA 19010	N/A	PUBLIC	GENERAL	7,500.
CHESTNUT HILL PRESBYTERIAN CHURCH 8855 GERMANTOWN AVENUE PHILADELPHIA, PA 19118	N/A	PUBLIC	GENERAL	12,500.
DRAGONFLY FOREST 1100 E. HECTOR ST., SUITE 333 CONSHOHOCKEN, PA 19428	N/A	PUBLIC	GENERAL	2,500.
NURTURING MINDS, INC. 61 OAKWOOD LANE VALLEY FORGE, PA 19481	N/A	PUBLIC	GENERAL	5,000.
PETER'S PLACE 150 N. RADNOR-CHESTER RD., SUITE F-130 RADNOR, PA 19087	N/A	PUBLIC	GENERAL	10,000.
PLANNED PARENTHOOD FOR SOUTHEASTERN PENNSYLVANIA 1144 LOCUST STREET PHILADELPHIA, PA 19107	N/A	PUBLIC	GENERAL	5,000.
THE CHILDREN'S HOSPITAL OF PHILADELPHIA FOUNDATION 34TH STREET & CIVIC CENTER BLVD PHILADELPHIA, PA 19104	N/A	PUBLIC	GENERAL	5,000.
PITCH IN FOR BASEBALL 1541 GEHMAN ROAD HARLEYSVILLE, PA 19438	N/A	PUBLIC	GENERAL	1,000.
<b>Total from continuation sheets</b>				<b>85,000.</b>

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHESTNUT HILL FRIENDS MEETING 100 E. MERMAID LANE PHILADELPHIA, PA 19118	N/A	PUBLIC	GENERAL	10,000.
BRUCE MONTGOMERY FOUNDATION FOR THE ARTS P.O. BOX 1565 BLUE BELL, PA 19422	N/A	PUBLIC	GENERAL	10,000.
COMMUNITY PARTNERSHIP SCHOOL 1936 N. JUDSON STREET PHILADELPHIA, PA 19121	N/A	PUBLIC	GENERAL	5,000.
COMMUNITY FOUNDATION OF SOUTHERN INDIANA 4104 CHARLESTOWN ROAD NEW ALBANY, IN 47150	N/A	PUBLIC	GENERAL	500.
THE HOPE CENTER FOR AUTISM 1695 SE INDIAN STREET STUART, FL 34997	N/A	PUBLIC	GENERAL	2,500.
Total from continuation sheets				

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT 13

NAME OF CONTRIBUTOR

ADDRESS

ESTATE OF ROBERT MC NEIL

1 LOGAN SQUARE, SUITE 2000  
PHILADELPHIA, PA 19103-6996

**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	ML: 2090 ISHARES BARCLAYS AGGREGT		09/17/10	02/04/11
b	ML: 2090 SPDR BARCLAYS CAP SHRT		09/17/10	07/08/11
c	ML: 2090 S&P US PFD STK INDEX		09/17/10	01/24/11
d	ML: 2090 VANGUARD INTERMEDIATE TERM BOND		09/17/10	02/04/11
e	ML: 2090 SPDR BARCLAYS CAPTL CONV		09/17/10	07/29/11
f	ML: 2090 POWERSHARES BUILD AMERICA		03/28/11	08/08/11
g	ML: 2090 POWERSHARES EXCHANGE TRADED FD		03/29/11	07/08/11
h	ML: 2090 POWERSHARES EXCHANGE TRADED FD		03/29/11	08/03/11
i	ML: 2090 ISHARES TR MSCI EAFE		09/28/09	09/30/11
j	ML: 2090 VANGUARD MSCI EMERGING MRKTS		02/04/08	01/28/11
k	ML: 2090 VANGUARD MSCI EMERGING MRKTS		03/07/08	01/28/11
l	ML: 2090 VANGUARD MSCI EMERGING MRKTS		03/07/08	03/16/11
m	ML: 2090 VANGUARD MSCI EMERGING MRKTS		03/31/08	03/16/11
n	ML: 2090 VANGUARD MSCI EMERGING MRKTS		08/20/08	03/16/11
o	ML: 2090 VANGUARD MSCI EMERGING MRKTS		08/20/08	08/05/11

(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 104,428.		107,930.	-3,502.
b 72,539.		72,900.	-361.
c 58,515.		59,610.	-1,095.
d 81,728.		85,405.	-3,677.
e 40,099.		38,888.	1,211.
f 194,828.		189,441.	5,387.
g 74,729.		75,150.	-421.
h 48,999.		50,100.	-1,101.
i 31,117.		38,554.	-7,437.
j 78,258.		81,905.	-3,647.
k 107,738.		109,924.	-2,186.
l 63,979.		67,890.	-3,911.
m 111,862.		117,682.	-5,820.
n 4,784.		4,419.	365.
o 15,480.		14,869.	611.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,502.
b			-361.
c			-1,095.
d			-3,677.
e			1,211.
f			5,387.
g			-421.
h			-1,101.
i			-7,437.
j			-3,647.
k			-2,186.
l			-3,911.
m			-5,820.
n			365.
o			611.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

## THE LILY FOUNDATION

**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	ML: 2090 VANGUARD MSCI EMERGING MRKTS		08/20/08	08/05/11
b	ML: 2090 VANGUARD MSCI EUROPE PACIFIC		08/20/08	03/15/11
c	ML: 2090 VANGUARD MSCI EUROPE PACIFIC		08/20/08	03/15/11
d	ML: 2090 VANGUARD MSCI EUROPE PACIFIC		08/20/08	09/30/11
e	ML: 2090 VANGUARD MSCI EUROPE PACIFIC		03/02/09	09/30/11
f	PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX			12/31/11
g	PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX			12/31/11
h	PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX			12/31/11
i	PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX			12/31/11
j	PASS-THROUGH FROM ML SYSTEMATIC MOMENTUM FUTURES			12/31/11
k	PASS-THROUGH FROM ML SYSTEMATIC MOMENTUM FUTURES			12/31/11
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(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 92,018.		88,385.	3,633.
b 171,693.		194,449.	-22,756.
c 85,846.		97,224.	-11,378.
d 47,371.		60,901.	-13,530.
e 13,128.		9,003.	4,125.
f		849.	-849.
g 2,603.			2,603.
h 544.			544.
i 815.			815.
j		5,524.	-5,524.
k		8,285.	-8,285.
l 5,312.			5,312.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,633.
b			-22,756.
c			-11,378.
d			-13,530.
e			4,125.
f			-849.
g			2,603.
h			544.
i			815.
j			-5,524.
k			-8,285.
l			5,312.
m			
n			
o			

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	-70,874.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE FURNITURE	12/31/10	SL	7.00		MQ17	3,175.				3,175.	57.		454.	511.
2	OFFICE FURNITURE	07/08/11	SL	7.00		HXL9C	147.				147.			11.	11.
	* TOTAL 990-PF PG 1 DEPR						3,322.				3,322.	57.		465.	522.



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

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SOURCE	AMOUNT
MERRILL LYNCH - 871-02090	764.
MERRILL LYNCH - 871-02090	4,573.
MERRILL LYNCH - 871-02233	3,046.
MERRILL LYNCH - 871-02233	32,764.
POWERSHARES DB COMMODITY INDEX TRACKING FUND	115.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	41,262.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - 871-02090	95,886.	4,134.	91,752.
MERRILL LYNCH - 871-02233	89,130.	1,178.	87,952.
TOTAL TO FM 990-PF, PART I, LN 4	185,016.	5,312.	179,704.

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ML SYSTEMATIC MOMENTUM FUTURESACCESS, LLC	-12,838.	0.	
ML SYSTEMATIC MOMENTUM FUTURESACCESS, LLC	2,602.	2,602.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-10,236.	2,602.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	12,196.	0.		12,196.	
PAYROLL FEES	1,046.	0.		1,046.	
TO FORM 990-PF, PG 1, LN 16B	13,242.	0.		13,242.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ML - INVESTMENT FEES	39,393.	37,613.		0.	
MEMBERSHIP DUES	695.	0.		695.	
TO FORM 990-PF, PG 1, LN 16C	40,088.	37,613.		695.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FORM 990-PF EXCISE TAX	2,175.	0.		0.	
ML - 871-02090 FOREIGN TAXES	1,038.	1,038.		0.	
ML - 871-02233 FOREIGN TAXES	1,778.	1,778.		0.	
PAYROLL TAXES	1,188.	0.		1,188.	
TO FORM 990-PF, PG 1, LN 18	6,179.	2,816.		1,188.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EQUIPMENT RENTAL AND MAINTENANCE	870.	0.		870.	
INSURANCE	234.	0.		234.	
INVESTMENT EXPENSES - POWERSHARES	1,539.	1,539.		0.	
OFFICE	1,150.	0.		1,150.	
TELECOMMUNICATIONS	187.	0.		187.	
TO FORM 990-PF, PG 1, LN 23	3,980.	1,539.		2,441.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
MUNICIPAL BONDS - SEE SCHEDULE C		X	973,213.	1,025,480.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			973,213.	1,025,480.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			973,213.	1,025,480.	

FORM 990-PF	OTHER INVESTMENTS			STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE		
MUTUAL FUNDS - SEE SCHEDULE A	COST	9,268,853.	10,088,606.		
LIMITED PARTNERSHIPS - SEE SCHEDULE B	COST	454,907.	409,186.		
BAC CAPPED LEVERAGE INDEX RETURN NOTES	COST	75,000.	75,675.		
BAC MARKET-LINKED STEP UP NOTES - S&P 500	COST	250,000.	194,775.		
TOTAL TO FORM 990-PF, PART II, LINE 13		10,048,760.	10,768,242.		

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT    10

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	3,175.	511.	2,664.
OFFICE FURNITURE	147.	11.	136.
TOTAL TO FM 990-PF, PART II, LN 14	3,322.	522.	2,800.

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FORM 990-PF      OTHER ASSETS      STATEMENT    11

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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	4,353.	5,656.	5,656.
TO FORM 990-PF, PART II, LINE 15	4,353.	5,656.	5,656.

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FORM 990-PF      OTHER LIABILITIES      STATEMENT    12

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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FOREIGN TAXES PAYABLE	2.	38.
TOTAL TO FORM 990-PF, PART II, LINE 22	2.	38.

Form **4562**Department of the Treasury  
Internal Revenue Service (99)  
Name(s) shown on return**Depreciation and Amortization 990-PF**  
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

**2011**Attachment  
Sequence No **179****THE LILY FOUNDATION****FORM 990-PF PAGE 1****52-6854621****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property) (See instructions)****Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	454.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

**Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property		147.	7 YRS.	HY	SL	11.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

**Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

**Part IV Summary (See instructions)**

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	465.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)****24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

**26** Property used more than 50% in a qualified business use

		%						
		%						
		%						

**27** Property used 50% or less in a qualified business use

		%				S/L -		
		%				S/L -		
		%				S/L -		

**28** Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1

28

**29** Add amounts in column (i), line 26 Enter here and on line 7, page 1

29

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)						
<b>31</b> Total commuting miles driven during the year						
<b>32</b> Total other personal (noncommuting) miles driven						
<b>33</b> Total miles driven during the year Add lines 30 through 32						
<b>34</b> Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?						
<b>36</b> Is another vehicle available for personal use?						

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use?		

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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**42** Amortization of costs that begins during your 2011 tax year


**43** Amortization of costs that began before your 2011 tax year

43

**44** Total. Add amounts in column (f) See the instructions for where to report

44

**Attachment to Form 990-PF**  
**Part II, Balance Sheets**  
**The Lily Foundation**  
**Mutual Funds/Closed End Funds**  
**December 31, 2011**

**Schedule A**

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Alps Alerian MLP ETF	10,000	151,614	166,200
Amex Technology Select SPRDR	2,000	50,629	50,900
EGA Emerging Global Shs	2,250	43,061	32,445
Emerging Global Shares Index	500	10,500	10,265
Emerging Global Shares Dow Jon	2,000	43,810	43,960
Ishares MSCI Australia	750	14,819	16,080
Ishares MSCI CDA Indx Fd	1,050	28,431	27,930
Ishares Nasdaq Biotech	500	45,634	52,175
Ishares S&P Latin America	1,000	43,426	42,570
Ishares Barclays 1-3 Yr Treas. Index Fd	30,000	2,515,132	2,535,000
Ishares MSCI South Africa	200	11,958	12,214
Ishares Trust Dow Jones Select Div Indx	2,500	119,228	134,425
Ishares Trust Dow Jones US Indl Sector	750	49,662	47,715
Ishares Trust Dow Jones US Util Sector	1,500	119,860	132,480
Ishares Dow Jones US Healthcare Sector	300	20,401	21,471
Ishares Barclays Tip BO	1,000	107,600	116,690
Ishares Barclays 1-3 Yr Credit	10,000	1,045,583	1,042,000
Ishares S&P Global	750	23,849	24,902
Ishares S&P Global 100	4,500	279,012	260,730
Ishares MSCI All Country	1,000	51,762	49,900
Ishares DJ US Telecommunications	1,500	34,111	31,500
Ishares DJ US Oil and Gas	750	50,050	46,065
Ishares DJ US Aerospace ETF	500	30,717	30,595
Materials Select Sector	2,000	73,311	67,000
Pimco 1-5 year	5,000	270,350	266,800
Powershares Global Water	2,000	36,730	31,180
Powershares VRDO Taxfree	25,000	624,996	625,500
Sector SPDR Energy	750	52,345	51,848
SPDR Barclays Cap Shrt Muni	5,000	119,580	121,700
SPDR Barclays Cap Shrt Corp	3,000	90,960	90,330
SPDR SP Bric 40	1,000	24,468	21,920
Vanguard Dividend	5,000	269,678	273,250
Vanguard Intermediate	4,000	328,180	347,880
Vanguard Emerging Markets	320	13,216	12,227
Ishares S&P 500 Value	8,000	270,326	462,640
Ishares Cohen & Steers Realty Majors Index Fd	3,492	212,109	245,208
Ishares Tr MSCI EAFE	750	38,554	32,025
Ishares Tr Emerging Markets Bond Fd	1,000	102,620	109,750
Ishares Barclays Tips Bond Fund	3,715	380,479	433,503
Natixis Asg Global	19,897	205,613	199,965
Vanguard Emerging Markets	7,180	225,971	274,348
Vanguard Europe Pacific ETF	8,000	216,387	245,040
Ishares S&P 500 Growth Index Fund	9,000	356,914	606,870
Ishares S&P Smallcap 600 Barra Growth Index Fd	2,000	71,923	148,940
Ishares S&P Smallcap 600 Value Index Fund	2,000	71,617	139,520
Pimco High Yield Institutional CI	7,500	55,875	67,350
Templeton Global	7,945	104,782	97,170
Tortoise Mlp Fd, Inc.	4,000	92,010	103,080
Vanguard High Yield Corporate Fund	15,000	69,008	85,350
		<u>9,268,853</u>	<u>10,088,606</u>

**Attachment to Form 990-PF**  
**Part II, Balance Sheets**  
**The Lily Foundation**  
**Limited Partnerships**  
**December 31, 2011**

**Schedule B**

	<u>Number of Shares/Units</u>	<u>Ending Cost Basis</u>	<u>Ending Market Value</u>
Powershares DB Commodity Index Tracking Fd	6,271.000	211,925	168,314
ML Systematic Momentum FuturesAccess, LLC	0.000	<u>242,981</u>	<u>240,872</u>
<b>Total Limited Partnerships</b>		<u><u>454,907</u></u>	<u><u>409,186</u></u>



**Attachment to Form 990-PF  
Part II, Balance Sheets  
The Lily Foundation  
Municipal Bonds  
December 31, 2011**

**Schedule C**

	<u>Ending Cost Basis</u>	<u>Ending Market Value</u>
Abington, PA School District	99,293	104,955
Delaware County, PA Authority 4%	99,883	106,242
Delaware County, PA Authority 4.25%	103,981	113,341
Laurel, PA School District	99,488	104,345
Monroeville, PA	99,277	104,113
Pennridge, PA School District	98,976	103,668
Pennsylvania HSG Fin Agency	25,000	25,848
Pittsburgh-Allegheny, PA	49,836	50,726
Unionville-Chadds Ford, PA	99,178	102,503
Upper Allen Twp, PA	99,206	104,786
Wayne Highlands, PA School District	99,095	104,954
	<u>973,213</u>	<u>1,025,480</u>

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**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 or other filer, see instructions	Enter filer's identifying number, see instructions
File by the due date for filing your return See instructions	<b>THE LILY FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> 52-6854621
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN) <input type="checkbox"/>
	<b>200 W. LANCASTER AVENUE, NO. 202</b>	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	<b>WAYNE, PA 19087-4046</b>	

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 FOUNDATION**

• The books are in the care of **200 W. LANCASTER AVENUE, NO. 202 - WAYNE, PA 19087-4046**

Telephone No. **610-964-0331**

FAX No **610-964-0155**

• 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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**

5 For calendar year **2011**, or other tax year beginning ☐ , and ending ☐

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.**

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	\$	4,300.
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	\$	4,300.
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 **TRUSTEE**

Date ☐

# 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](http://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.

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>THE LILY FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>52-6854621</b>
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. <b>200 W. LANCASTER AVENUE, NO. 202</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>WAYNE, PA 19087-4046</b>	

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

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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 FOUNDATION

- The books are in the care of ► **200 W. LANCASTER AVENUE, NO. 202 - WAYNE, PA 19087-4046**  
Telephone No. ► **610-964-0331** FAX No. ► **610-964-0155**

- 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 **AUGUST 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

<b>3a</b> 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.	<b>3a</b>	\$	<b>4,300.</b>
<b>b</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.	<b>3b</b>	\$	<b>2,700.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>1,600.</b>

**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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)