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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA		A Employer identification number 34-7206415	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 609		Room/suite	
City or town, state, and ZIP code PITTSBURGH, PA 152309738		B Telephone number (see instructions) (800) 622-8036	
G Check all that apply ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 154,094,161		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	54,878,842			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	3,183,233	3,202,978		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	15,792,490			
	b Gross sales price for all assets on line 6a <u>153,885,341</u>				
	7 Capital gain net income (from Part IV , line 2)		15,792,490		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	72	0		
	12 Total. Add lines 1 through 11	73,854,637	18,995,468		
	13 Compensation of officers, directors, trustees, etc	435,385	217,120		217,692
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	82,159	0		82,159
	b Accounting fees (attach schedule)	700	0		700
	c Other professional fees (attach schedule)	118,874	118,874		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	165,533	1,516		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	302	302		0
	24 Total operating and administrative expenses. Add lines 13 through 23	802,953	337,812		300,551
	25 Contributions, gifts, grants paid	16,311,285			16,311,285
	26 Total expenses and disbursements. Add lines 24 and 25	17,114,238	337,812		16,611,836
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	56,740,399			
	b Net investment income (if negative, enter -0-)		18,657,656		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	1,944,666	7,596,469
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)	1,025,710	
	b	Investments—corporate stock (attach schedule)	62,271,459 	86,129,008
	c	Investments—corporate bonds (attach schedule)	14,608,214 	22,754,078
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	14,298,617 	31,188,913
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	94,148,666	147,668,468
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	0	0
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	94,148,666	147,668,468
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0
	29	Retained earnings, accumulated income, endowment, or other funds	0	0
	30	Total net assets or fund balances (see page 17 of the instructions)	94,148,666	147,668,468
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	94,148,666	147,668,468

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	94,148,666
2	Enter amount from Part I, line 27a	2	56,740,399
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	11,137
4	Add lines 1, 2, and 3	4	150,900,202
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	3,231,734
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	147,668,468

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)
1 a	SALES OF PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 153,487,225		138,092,851	15,394,374
b 398,116			398,116
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			15,394,374
b			398,116
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	15,792,490
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	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	16,860,531	91,148,800	0 184978
2010	11,477,695	26,867,364	0 427198
2009	10,028,116	7,529,907	1 331772
2008	10,183,296	6,847,468	1 487162
2007	10,348,220	6,800,723	1 521635

2 Total of line 1, column (d).	2	4 952745
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 990549
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	141,473,157
5 Multiply line 4 by line 3.	5	140,136,094
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	186,577
7 Add lines 5 and 6.	7	140,322,671
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	16,611,836

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	373,153
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	373,153
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	373,153
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	144,534	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	240,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	384,534
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	11,381
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 11,381	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW PNC COM				
14	The books are in care of ▶ PNC BANK NA Telephone no ▶ (800) 622-8036 Located at ▶ PO BOX 94651 CLEVELAND OH ZIP +4 ▶ 441014651			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PNC BANK NA PO BOX 94651 CLEVELAND, OH 441014651	TRUSTEE 80 00	4 35,385	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.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
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	0
2	
All other program-related investments. See page 24 of the 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	143,627,571
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	143,627,571
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	143,627,571
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,154,414
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	141,473,157
6	Minimum investment return. Enter 5% of line 5.	6	7,073,658

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	7,073,658
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	373,153
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	373,153
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	6,700,505
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	6,700,505
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	6,700,505

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	16,611,836
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	16,611,836
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	16,611,836
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				6,700,505
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	10,015,337			
b From 2008.	9,844,654			
c From 2009.	9,652,249			
d From 2010.	10,155,619			
e From 2011.	12,393,199			
f Total of lines 3a through e.	52,061,058			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 16,611,836				
a Applied to 2011, 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 2012 distributable amount.				6,700,505
e Remaining amount distributed out of corpus	9,911,331			
5 Excess distributions carryover applied to 2012 (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	61,972,389			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				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).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	10,015,337			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	51,957,052			
10 Analysis of line 9				
a Excess from 2008. . . .	9,844,654			
b Excess from 2009. . . .	9,652,249			
c Excess from 2010. . . .	10,155,619			
d Excess from 2011. . . .	12,393,199			
e Excess from 2012. . . .	9,911,331			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	16,311,285
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	3,183,233	
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.			14	72	
8 Gain or (loss) from sales of assets other than inventory			18	15,792,490	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		18,975,795	0
13 Total. Add line 12, columns (b), (d), and (e).			13	18,975,795	

[illegible]

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

[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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-06-28	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☒ No
Signature of officer or trustee	Date	Title	

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

**Paid
Preparer
Use Only**

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

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA	Employer identification number 34-7206415
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Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% 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).

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

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	RUTH LILLY IRR SPECIAL TRUST PO BOX 94651 CLEVELAND, OH 44101	\$ 54,878,842	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number
34-7206415

[illegible]

Name of organization RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA	Employer identification number 34-7206415
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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 See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule**Name:** RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA**EIN:** 34-7206415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	700	0		700

**TY 2012 All Other Program
Related Investments Schedule**

Name: RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA
EIN: 34-7206415

Category	Amount
N/A	0

**TY 2012 Investments Corporate
Bonds Schedule**

Name: RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA
EIN: 34-7206415

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME	22,754,078	22,625,278

**TY 2012 Investments Corporate
Stock Schedule****Name:** RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA**EIN:** 34-7206415

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	86,129,008	92,810,823

TY 2012 Investments - Other Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA

EIN: 34-7206415

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER	AT COST	31,188,913	31,061,591

TY 2012 Legal Fees Schedule**Name:** RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA**EIN:** 34-7206415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BARNES & THORNBURG LLP	17,066	0		17,066
TAFT STETTINIUS & HOLLISTER LLP	59,640	0		59,640
MCDERMOTT WILL & EMERY	5,453	0		5,453

TY 2012 Other Decreases Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA

EIN: 34-7206415

Description	Amount
DIFFERENCE BETWEEN MARKET VALUE AND COST BASIS	3,223,149
COST BASIS ADJUSTMENT	8,585

TY 2012 Other Expenses Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA

EIN: 34-7206415

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR SERVICE FEES	302	302		0

TY 2012 Other Income Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA

EIN: 34-7206415

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP DISTRIBUTIONS	72	0	72

TY 2012 Other Increases Schedule**Name:** RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA**EIN:** 34-7206415

Description	Amount
POSTED CURR YR TAXED PRIOR YR	11,135
ROUNDING ADJUSTMENT	2

TY 2012 Other Professional Fees Schedule**Name:** RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA**EIN:** 34-7206415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOSTER DYKEMA CABOT INVESTMENT MANAGEMENT FEE	26,709	26,709		0
RCL ADVISORS INVESTMENT MANAGEMENT FEE	26,041	26,041		0
TUPELO TREE PARTNERS	31,165	31,165		0
GOEZLER	5,000	5,000		0
BRYAN CAVE	597	597		0
TUPELO TREE INVESTMENT MANAGEMENT FEE	29,362	29,362		0

TY 2012 Taxes Schedule**Name:** RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA**EIN:** 34-7206415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRIOR YEAR TAX BALANCE DUE	75,000	0		0
ESTIMATED TAX PAID	90,000	0		0
FOREIGN TAXES PAID	533	533		0
FOREIGN TAXES PAID FROM PARTNERSHIP	0	983		0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FALMOUTH SERVICE CENTER PO BOX 208 FALMOUTH,MA 02541	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
COMMUNITY HEALTH CENTER OF CAPE COD 107 COMMERCIAL STREET MASHPEE,MA 02649	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
UNITED WAY OF CENTRAL INDIANA 3901 N MERIDIAN STREET PO BOX 88409 INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,550,000
THE PINE STREET INN 444 HARRISON AVE BOSTON,MA 02118	N/A	PUBLIC CHARITY	GENERAL SUPPORT	78,334
THE BUSCH WILDLIFE SANTUARY 2500 JUPITER PARK DRIVE JUPITER,FL 33458	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
DUKE UNIVERSITY DIVINITY SCHOOL PO BOX 90968 DURHAM,NC 27708	N/A	PUBLIC CHARITY	GENERAL SUPPORT	198,134
THE AMERICAN FUND FOR CHARITIES 1000 NORTH WEST STREET STE 1200 WILMINGTON,DE 19801	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,334
INDIANA STATE MUSEUM FOUNDATION 650 W WASHINGTON ST INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000
CAPE COD CENTER FOR WOMEN INC PO BOX 141 N FALMOUTH,MA 02556	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
YOUNG LIFE PO BOX 520 COLORADO SPRINGS,CO 80901	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
INDIANA UNIVERSITY FDN FBO IU CENTER OF PHILANTHROPIC 550 WEST NORTH STREET SUITE 301 INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,876,876
AMERICAN NATIONAL RED CROSSGREATER INDIANAPOLIS 441 E 10TH ST INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	958,959
INDIANA UNIVERSITY FDN FBO IU HERRON SCHOOL OF ART 735 W NEW YORK ST INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	958,959
RUTH LILLY HEALTH EDUCATION CENTER 2055 N SENATE AVE INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	LIFE LEADERSHIP	958,959
THE YMCA OF NORWALK 370 WEST AVENUE NORWALK,CT 06850	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BRIDGEPORT RESCUE MISSION 1088 FAIRFIELD AVENUE BRIDGEPORT,CT 06605	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,000
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH,MA 02563	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
BIG BROTHERS BIG SISTERS OF MASSACHUSETTS BAY 75 FEDERAL STREET 8TH FLOOR BOSTON,MA 02110	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
JUMPSTART YOUTH CONNECTION INC 5 MARKET ST STE 203C AMESBURY,MA 01913	N/A	PUBLIC CHARITY	SUMMER YOUTH AND YOUNG WOMEN'S COUNSELING PROGRAMS	25,000
HOUSING FAMILIES 354 CROSS STREET MALDEN,MA 02148	N/A	PUBLIC CHARITY	BENEFIT OF THE CHILDREN'S PROGRAM	25,000
PIVOT MINISTRIES CRISIS CENTER 495 JANE ST BRIDGEPORT,CT 06608	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
ANIMAL WELFARE LEAGUE OF KOSCIUSKO 3489 E 100 S WARSAW,IN 46581	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000
WAWASEE AREA CONSERVANCY FDN PO BOX 548 SYRACUSE,IN 46567	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
PROGRESS HOUSE 201 SOUTH SHELBY STREET INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	14,000
RIGHT TO LIFE OF INDIANAPOLIS 1060 EAST 86TH STREET SUITE 61 B INDIANAPOLIS,IN 46240	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
THE MIND TRUST INC 407 N FULTON ST STE 102 INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000
GENNESARET FREE CLINICS 510 E 24TH STREET INDIANAPOLIS,IN 46205	N/A	PUBLIC CHARITY	GENERAL SUPPORT	14,000
GOODWILL INDUSTRIES FDN OF CENTRAL INDIANA INC 1635 W MICHIGAN ST INDIANAPOLIS,IN 46222	N/A	PUBLIC CHARITY	GENERAL SUPPORT	170,000
FOUNDATION FOR EVANGELISM PO BOX 985 LAKE JUNALUSKA,NC 28745	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
NEW YORK CITY LEADERSHIP CENTER 4604 31ST AVE SECOND FLOOR LONG ISLAND CITY,NY 11103	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INSTITUTE FOR GLOBAL ENGAGEMENT PO BOX 12205 ARLINGTON,VA 22219	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
INDIANA VIRTUAL SCHOOL 2206 E 96TH STREET INDIANAPOLIS,IN 46240	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH,MA 02563	N/A	PUBLIC CHARITY	DESIGNATED FOR THE HERITAGE MASTER PLANS, 25,000 WHERE NEEDED MOST	42,000
INDIANAPOLIS MUSEUM OF ART 4000 MICHIGAN ROAD INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,500
PARK TUDOR SCHOOL 7200 NORTH COLLEGE AVE INDIANAPOLIS,IN 46240	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000
BUILDING TOMORROW 407 N FULTON ST STE X INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
MENNONITE CENTRAL COMMITTEE 21 S 12TH ST PO BOX 500 AKRON,PA 17501	N/A	PUBLIC CHARITY	GENERAL SUPPORT	35,300
COUNCIL OF CHURCHES OF GREATER 1100 BOSTON AVENUE BLDG 5A BRIDGEPORT,CT 06610	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
SAMARITAN EDUCATIONAL TRUST PO BOX 763 15 MILLERS ROAD KILPAUK TAMIL NADU,IN 12345	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DR ORLANDO,FL 32832	N/A	PUBLIC CHARITY	RAY ALBREKSTON-5,000, KEITH SPENCE 5,000, FILM PROJECT-1,500	11,500
THE HUMANE SOCIETY OF THE US 2100 L ST NW WASHINGTON,DC 20037	N/A	PUBLIC CHARITY	WORKING TOGETHER TO PROTECT INDIANA ANIMALS PROGRAM	150,000
GRACE COLLEGE 200 SEMINARY DRIVE WINONA LAKE,IN 46590	N/A	PUBLIC CHARITY	THE KOSCIUSKO LAKES AND STREAMS PROGRAM	5,000
UNITED WAY OF CENTRAL INDIANA 3901 N MERIDIAN STREET PO BOX 88409 INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	THE READY TO LEARN READY TO EARN PROGRAM	50,000
WESTPORT WESTON FAMILY YMCA 59 POST ROAD WESTPORT,CT 06880	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN BUILDING WHAT MATTERS	30,000
INDIANA UNIVERSITY FOUNDATION PO BOX 500 BLOOMINGTON,IN 47402	N/A	PUBLIC CHARITY	PROGRAMS WITHIN KELLEY SCHOOL OF BUSINESS 15,000-YOUNG WOMEN'S INSTITUTE, 15,000-CIVIC LEADER DEVELOPMENT	30,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DUKE UNIVERSITY DUKE UNIVERSITY DURHAM,NC 27708	N/A	PUBLIC CHARITY	FUNDING OF THE LILLY SCHOLARSHIP FOR THE PRATT SCHOOL OF ENGINEERING	20,000
DUKE UNIVERSITY DUKE UNIVERSITY DURHAM,NC 27708	N/A	PUBLIC CHARITY	DUKE'S EAST AFRICAN INITIATIVES FUND	30,000
DUKE UNIVERSITY DUKE UNIVERSITY DURHAM,NC 27708	N/A	PUBLIC CHARITY	RENOVATION OF THE DUKE LILLY LIBRARY	20,000
THE HUMANE SOCIETY OF THE US 2100 L ST NW WASHINGTON,DC 20037	N/A	PUBLIC CHARITY	7,000-TO INDIANA HSUS FOR THE PUPPY MILL TIP LINE AND AIRING OF PUPPY MILL PSA, 5,000-TO THE CAMPAIGN TO BAN GESTATION CRATES	12,000
INDIAN GOSPEL MISSION STATE BANK OF NEW YORK 39 BROADWAY NEW YORK,NY 11935	N/A	PUBLIC CHARITY	660-TECH SCHOOL FOR THREE YOUTHS, 6,600-COLLEGE COST FOR NINE YOUTHS, 3,430- PROPANE FOR 12 MONTHS, 5,000-CARE FOR WOMEN/GIRLS IN CHITOOR TAILORING PROJECT	21,690
DUKE UNIVERSITY DIVINITY SCHOOL PO BOX 90968 DURHAM,NC 27708	N/A	PUBLIC CHARITY	DUKE DIVINITY SCHOOL'S GLOBAL INTERFAITH PARTNERSHIP-INDIANA UMOJA PROJECT	45,000
YMCA OF GREATER INDIANAPOLIS 615 N ALABAMA ST STE 200 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
AMERICAN PORPHYRIA FOUNDATION 4900 WOODWAY STE 780 HOUSTON,TX 77056	N/A	PUBLIC CHARITY	PROTECT THE FUTURE PROGRAM	30,000
CHESTNUT HILL SCHOOL 428 HAMMOND ST NEWTON,MA 02467	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
THE ISLAND SCHOOL FOUNDATION INC PO BOX 6006 LAWRENCEVILLE,NJ 08648	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
FUQUA SCHOOL OF BUSINESS 100 FUQUA DRIVE BOX 90120 DURHAM,NC 27708	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000
BOYS AND GIRLS CLUB OF BOSTON 50 CONGRESS STREET STE 730 BOSTON,MA 02109	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500,000
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON,MA 02114	N/A	PUBLIC CHARITY	10,000-HOME BASE PROGRAM, 20,000-GENERAL FUND	30,000
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH,MA 02563	N/A	PUBLIC CHARITY	17,000-HERITAGE MASTER PLAN, 25,000-ANNUAL FUND	42,000
NICHOLAS INSTITUTE PO BOX 90335 DURHAM,NC 27708	N/A	PUBLIC CHARITY	GENERAL SUPPORT	200,000

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NASHOBA BROOKS SCHOOL 200 STRAWBERRY HILL ROAD CONCORD,MA 01742	N/A	PUBLIC CHARITY	50,000-CAPITAL CAMPAIGN, 10,000-ANNUAL FUND	60,000
THE FENN SCHOOL 516 MONUMENT STREET CONCORD,MA 01742	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250,000
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRYS LANDING ROAD CAMBRIDGE,MA 02138	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250,000
GEORGE W BUSH PRESIDENTIAL CENTER PO BOX 600610 DALLAS,TX 75360	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000
CAPE COD HEALTHCARE FOUNDATION 348C GIFFORD ST FALMOUTH,MA 02540	N/A	PUBLIC CHARITY	EXCLUSIVE USE AND BENEFIT OF THE FALMOUTH HOSPITAL	10,000
THE INNOVATION NETWORK FOR COMM 1625 K STREET NW SUITE 1050 WASHINGTON,DC 20006	N/A	PUBLIC CHARITY	EXCLUSIVE USE AND BENEFIT OF THE GREEN RIBBON COMMISSION	25,000
DUKE UNIVERSITY LIBRARY PO BOX 90581 DURHAM,NC 27708	N/A	PUBLIC CHARITY	EXCLUSIVE USE AND BENEFIT OF THE PERKINS PROJECT SPECIFICALLY THE INTERNATIONAL READING ROOM	100,000
DUKE UNIVERSITY DUKE UNIVERSITY DALLAS,NC 27708	N/A	PUBLIC CHARITY	GENERAL SUPPORT	875,000
AMERICAN ACADEMY OF ARTS AND SCIENCE 136 IRVING STREET CAMBRIDGE,MA 02138	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON,MA 02115	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250,000
FRIENDS OF MINUTE MAN NATIONAL PARK 174 LIBERTY STREET CONCORD,MA 01742	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
THE GREENWOOD SCHOOL 14 GREENWOOD LANE PUTNEY,VT 05346	N/A	PUBLIC CHARITY	SCHOLARSHIP FUNDS ALLOCATED TO STUDENTS WHO ARE RESIDENTS OF INDIANA	136,740
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH,MA 02563	N/A	PUBLIC CHARITY	THE HERITAGE MASTER PLAN	17,000
THE GREENWOOD SCHOOL 14 GREENWOOD LANE PUTNEY,VT 05346	N/A	PUBLIC CHARITY	HEADMASTER RESIDENCE	250,000
JAMESON CAMP 2001 BRIDGEPORT ROAD INDIANAPOLIS,IN 46231	N/A	PUBLIC CHARITY	LEADERSHIP PROGRAM	50,000

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NATIONAL ASSOCIATION OF MENTAL ILLNESS OF INDIANA PO BOX 22697 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000
CAPE COD HEALTHCARE FOUNDATION 348 GIFFORD ST UNIT 4 FALMOUTH,MA 02540	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN FOR THE FALMOUTH HOSPITAL EMERGENCY DEPT	250,000
CAPE COD CENTER FOR WOMEN INC PO BOX 141 N FALMOUTH,MA 02556	N/A	PUBLIC CHARITY	FUNDING FOR THE CHILD ADVOCACY SPECIALIST WITH THE BALANCE FOR GENERAL REPAIR AND MAINTENANCE	30,000
WWOZ RADIO PO BOX 51840 NEWORLEANS,LA 70151	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
RIGHT TURN BIZ INC 299 BROADWAY ARLINGTON,MA 02474	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
COMMUNITY HEALTH CENTER OF CAPE COD 107 COMMERCIAL STREET MASHPEE,MA 02649	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000
DYSLEXIA INSTITUTE OF INDIANA 2511 E 46TH ST STE 0-2 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000
MARIAN UNIVERSITY 3200 COLD SPRING ROAD INDIANAPOLIS,IN 46222	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000
THE CHILDRENS MUSEUM OF INDIANAPOLIS 3000 N MERIDIAN ST INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
ST MARGARET'S HOSPITAL GUILD 3050 N MERIDIAN ST INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
INDIANAPOLIS SYMPHONY ORCHESTRA 32 E WASHINGTON STREET STE 600 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
INDIANAPOLIS ZOOLOGICAL SOCIETY 1200 W WASHINGTON ST INDIANAPOLIS,IN 46222	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
CONNOR PRAIRIE LIVING HISTORY MUSEUM 13400 ALLISONVILLE RD FISHERS,IN 46038	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
CHARLES A TINDLEY ACCELERATED SCHOOL 3960 MEADOWS DRIVE INDIANAPOLIS,IN 46205	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
INDIANA GOLF FOUNDATION PO BOX 516 FRANKLIN,IN 46131	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000

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INDIANA REPERTORY THEATRE 140 W WASHINGTON STREET INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
GRACE COLLEGE 200 SEMINARY DRIVE WINONA LAKE,IN 46590	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
ESKENAZI HEALTH FOUNDATION 1001 WTENTH ST INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
ST VINCENT HOSPITAL FOUNDATION 8402 HARCOURT ROAD STE 210 INDIANAPOLIS,IN 46260	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
INDIANA STATE MUSEUM FOUNDATION 650 W WASHINGTON ST INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
INDIANA UNIVERSITY FOUNDATION 340 W MICHIGAN STREET INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	KELLEY SCHOOL OF BUSINESS	7,000
INDIANA LANDMARKS 1201 CENTRAL AVENUE INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
WOODSTOCK HISTORICAL FOUNDATION 1301 W 38TH ST INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
HAPPY HOLLOW CHILDREN'S CAMP 615 N ALABAMA ST STE 228 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
GREENWICH ACADEMY 200 NORTH MAPLE AVENUE GREENWICH,CT 06830	N/A	PUBLIC CHARITY	GENERAL SUPPORT	6,000
THE MIND TRUST INC 1630 N MERIDIAN ST STE 330 INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
INDIANAPOLIS MUSEUM OF ART 4000 MICHIGAN ROAD INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
METHODIST HEALTH FOUNDATION PO BOX 7168 INDIANAPOLIS,IN 46207	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
THE ISLAND SCHOOL FOUNDATION INC PO BOX 1505 BOCA GRANDE,FL 33921	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
INDIANA NATIONAL GUARD RELIEF FD 55 MONUMENT CIRCLE SUITE 800 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000

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CROWN HILL HERITAGE FOUNDATION 700 WEST 38TH STREET INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	THE RESTORATION PROJECT	25,000
GEORGE W BUSH PRESIDENTIAL CENTER PO BOX 600610 DALLAS,TX 75360	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
BOCA GRANDE WOMEN'S CLUB INC PO BOX 65 BOCA GRANDE,FL 33921	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
CROSSROADS OF AMERICA COUNCIL 7125 FALL CREEK ROAD NORTH INDIANAPOLIS,IN 46256	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	40,000
JOHANN FUST COMMUNITY LIBRARY 1040 W 10TH ST BOCA GRANDE,FL 33921	N/A	PUBLIC CHARITY	THE CAPITAL CAMPAIGN	50,000
EITELJORG MUSEUM OF AMERICAN INDIANS 500 WEST WASHINGTON STREET INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	THE CAPITAL CAMPAIGN	150,000
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH,MA 02563	N/A	PUBLIC CHARITY	17,000-LONG RANGE PLANNING,125,000-ANNUAL GIVING	142,000
HOLIDAY PARK 6363 SPRING MILL ROAD INDIANAPOLIS,IN 46260	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
BOOTH TARKINGTON CIVIC THEATRE 3 CENTER GREEN SUITE 200 CARMEL,IN 46032	N/A	PUBLIC CHARITY	THE USE OF THE ACADEMY OF THEATER ARTS	100,000
THE CHRISTAMORE HOUSE GUILD 502 NORTH TREMONT STREET INDIANAPOLIS,IN 46222	N/A	PUBLIC CHARITY	CHRISTAMORE HOUSE'S EARLY CHILDHOOD EDUCATION PROGRAM	40,000
DYSLEXIA INSTITUTE OF INDIANA 8395 KEYSTONE XING STE 102 INDIANAPOLIS,IN 46240	N/A	PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS AND TEACHERS	30,000
GASPARILLA ISLAND CONSERVATION PO BOX 446 BOCA GRANDE,FL 33921	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
BOCA GRANDE HEALTH CLINIC FDN 280 PARK AVE PO BOX 2340 BOCA GRANDE,FL 33921	N/A	PUBLIC CHARITY	GENERAL SUPPORT	150,000
KINGSWOOD OXFORD SCHOOL 170 KINGSWOOD ROAD WEST HARTFORD,CT 06119	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
UNITED WAY OF CENTRAL INDIANA 3901 N MERIDIAN STREET PO BOX 88409 INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250,000

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THE AMERICAN FUND FOR CHARITIES 1000 NORTH WEST STREET STE 1200 WILMINGTON, DE 19801	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,010,000
THE AMERICAN FUND FOR CHARITIES 1000 NORTH WEST STREET STE 1200 WILMINGTON, DE 19801	N/A	PUBLIC CHARITY	BENEFIT THE INSTITUTE OF CHILD HEALTH/CWCG	118,000
THE AMERICAN FUND FOR CHARITIES 1000 NORTH WEST STREET STE 1200 WILMINGTON, DE 19801	N/A	PUBLIC CHARITY	BENEFIT G M MEMORIAL FUND	120,000
THE AMERICAN FUND FOR CHARITIES 1000 NORTH WEST STREET STE 1200 WILMINGTON, DE 19801	N/A	PUBLIC CHARITY	BENEFIT OF A S I S	100,000
THE AMERICAN FUND FOR CHARITIES 1000 NORTH WEST STREET STE 1200 WILMINGTON, DE 19801	N/A	PUBLIC CHARITY	BENEFIT A K ILEN COMPANY LTD	50,000
GIRLS INC 120 WALL STREET NEW YORK, NY 10005	N/A	PUBLIC CHARITY	GENERAL SUPPORT	60,000
FAIRBANKS HOSPITAL INC 8102 CLEARVISTA PKWY INDIANAPOLIS, IN 46256	N/A	PUBLIC CHARITY	GENERAL SUPPORT	60,000
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH, MA 02563	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
LEGACY HOUSE 2505 NORTH ARLINGTON AVE INDIANAPOLIS, IN 46218	N/A	PUBLIC CHARITY	GENERAL SUPPORT	60,000
VOLUNTEERS OF AMERICA INDIANA 927 NORTH PENNSYLVANIA ST INDIANAPOLIS, IN 46204	N/A	PUBLIC CHARITY	BENEFIT OF THEODORA HOUSE	60,000
Total  3a				16,311,285