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990-PF

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

Treated as a Private Foundation

OMB No 1545-0052

Department of the Treasury Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements Open to Public Inspection Internal Revenue Service , and ending For calendar year 2012 or tax year beginning A Employer identification number Name of foundation 35-6044315 LILAA LILLY FOUNDATION, INC Number and street (or PO box number if mail is not delivered to street address) Room/suite Telephone number (see instructions) (317) 887-9516 8118 MADISON AVE City or town, state, and ZIP code C If exemption application is pending, check here 46227 **INDIANAPOLIS** IN Initial return Initial return of a former public charity G Check all that apply D 1. Foreign organizations, check here Final return Amended return 2. Foreign organizations meeting the 85% test Address change Name change check here and attach computation H Check type of organization Section 501(c)(3) exempt private foundation E If private foundation status was terminated Other taxable private foundation Section 4947(a)(1) nonexempt charitable trust under section 507(b)(1)(A), check here J Accounting method X Cash Accrual If the foundation is in a 60-month termination I Fair market value of all assets at end under section 507(b)(1)(B), check here Other (specify) of year (from Part II, col (c), 1.039.564 (Part I, column (d) must be on cash basis) line 16) ► \$ (d) Disbursements Analysis of Revenue and Expenses (The total of (a) Revenue and (b) Net investment (c) Adjusted net for chantable amounts in columns (b), (c), and (d) may not necessarily equal expenses per income purposes income books the amounts in column (a) (see instructions)) (cash basis only) Contributions, gifts, grants, etc., received (attach schedule) 2 Check ▶ If the foundation is not required to attach Sch B 30,248 30,248 30,248 3 Interest on savings and temporary cash investments Dividends and interest from securities 15,344 15,344 15,344 4 5 a Gross rents 32 Buch b Net rental income or (loss) -6.6346 a Net gain or (loss) from sale of assets not on line 10 25,426 b Gross sales price for all assets on line 6a Capital gain net income (from Part IV, line 2) Net short-term capital gain Income modifications 100 (12) 10 a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) (attach schedule) -3,258-3,258-3,25811 Other income (attach schedule) 1.6 12 Total, Add lines 1 through 11 . 42.334 42,334 35,700 13 Compensation of officers, directors, trustees, etc APC Administrative Expenses 14 Other employee salaries and wages 15 Pension plans, employee benefits 16 a Legal fees (attach schedule) 2,900 2,900 2,900 **b** Accounting fees (attach schedule) 18,639 18,639 18,639 c Other professional fees (attach schedule) 17 2,537 2,537 2,537 18 Taxes (attach schedule) (see instructions) 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings Printing and publications 23 Other expenses (attach schedule) . Total operating and administrative expenses. 24,076 24,076 24,076 Add lines 13 through 23 83,001 83,001 ontributions, gifts, grants paid Total expenses and disbursements. Add lines 24 and 25 107.077 24,076 24,076 83.001 27 Subtract line 26 from line 12

-71,377

18,258

18.258

b Net investment inseme (if negative, enter -0-)

djusted net income (if negative, enter -0-)

work Reduction-Act-Notice, see instructions.

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16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item 1) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable (attach schedule) 22 Other liabilities (describe ▶ 23 Total liabilities (describe ▶ 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total riabilities and net assets/fund balances (see instructions) 27 Total riabilities and net assets/fund balances (see instructions) 29 Total riabilities and net assets/fund balances (see instructions) 20 Total riabilities and net assets/fund balances (see instructions) 21 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 pnor year's return) 20 Enter amount from Part I, line 27a 31 Other increases not included in line 2 (itemize) ▶ 32 Decreases not included in line 2 (itemize) ▶ 33 ROUNDING DIFFERENCE 34 Add lines 1, 2, and 3 44 820,981		15	Other assets (describe ▶)			
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19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable (attach schedule) 22 Other liabilities (describe ▶ 23 Total liabilities (add lines 17 through 22) 23 Total liabilities (add lines 17 through 22) 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Temporarily restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see instructions) 892,358 820,980 820,980 892,358 820,980 892,358 820,980 892,358 820,980 892,358 820,980 892,358 820,980 892,358 80,980 892,358		17	Accounts payable and accrued expenses			
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27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see instructions) 892,358 820,980 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 Enter amount from Part I, line 27a 2 Other increases not included in line 2 (itemize) Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ROUNDING DIFFERENCE 1 100 100 100 100 100 100 100 100 100	פ	26		ļ		
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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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ROUNDING DIFFERENCE 892,358 1 820,980 1 892,358 2 -71,377 3 Union increases and included in line 2 (itemize) ROUNDING DIFFERENCE 5 1	šet	l		200 050	000 000	
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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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ROUNDING DIFFERENCE 892,358 1 820,980 1 892,358 2 -71,377 3 Union increases and included in line 2 (itemize) ROUNDING DIFFERENCE 5 1	,t /			892,358	820,980	, , , , , , , , , , , , , , , , , , , ,
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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) 1 892,358 2 Enter amount from Part I, line 27a 2 -71,377 3 Other increases not included in line 2 (itemize) 3 4 Add lines 1, 2, and 3 4 820,981 5 Decreases not included in line 2 (itemize) ROUNDING DIFFERENCE 5 1			~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	J 892,358	820,980	
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2 Enter amount from Part I, line 27a 2 -71,377 3 Other increases not included in line 2 (itemize) 3 4 Add lines 1, 2, and 3 4 820,981 5 Decreases not included in line 2 (itemize) ROUNDING DIFFERENCE 5 1	1			30 (must agree with		
3 Other increases not included in line 2 (itemize) ► 3 4 Add lines 1, 2, and 3						
4 Add lines 1, 2, and 3	2	Ente	r amount from Part I, line 27a			-71,377
5 Decreases not included in line 2 (itemize) ► ROUNDING DIFFERENCE 5 1	3	Othe	r increases not included in line 2 (itemize)			
	4				. 4	820,981
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 6 820,980	5	Decr	reases not included in line 2 (itemize) ROUNDING DIFFERENCE		5	1
	_6	Total	net assets or fund balances at end of year (line 4 minus line 5)—Part II, c	olumn (b), line 30	6	820,980

	LLY FOUNDATION, INC						35-60)44315 Page 3	
Part IV Capital Gains ar	d Losses for Tax on Inv	<u>estme</u>	nt Inco	me					
(a) List and describe the 2-story brick warehou	e kind(s) of property sold (e g , real est se, or common stock, 200 shs MLC C	tate,		(b) How acquired P—Purchase D—Donation		Date acquired mo , day, yr)		(d) Date sold (mo , day, yr)	
1a 1000 SH CAMECO CORP				P		3/15/20)11	3/19/2012	
b 10 SH CAMECO CORP			•	Р		1/17/20	-	1/19/2012	
c SPDR GOLD TRUST				Р		12/9/20	04	12/31/2012	
d SPDR GOLD TRUST				Р		9/10/2007 12/31/20			
e SPDR GOLD TRUST				Р		1/20/20	009	12/31/2012	
(e) Gross sales price	(f) Depreciation allowed (or allowable)			r other basis ense of sale			Gain or us (f) mi		
a 23,695		<u> </u>		30,046				-6,351	
b 650				1,625				-975	
c 320	*****			86				234	
d 320			•	137				183	
e 320				166				154	
	ving gain in column (h) and owne	ed by the	foundation	on on 12/31/69		(I) Gains ((Col. (h)	gain minus	
Odinpicto dinj isi desete dine	(i) Adjusted basis	Τ		ss of col (ı)	1			s than -0-) or	
(i) FM V as of 12/31/69	as of 12/31/69			(i), if any				col (h))	
a			-			•		-6.351	
b		1	-					-975	
c								234	
d								183	
e	***							154	
2 Capital gain net income or (3 Net short-term capital gain of gain, also enter in Part I, I in Part I, line 8	net capital loss) { If (loss)	, enter s 1222(-0- in Pai (5) and (6	()	2			-6,634 -975	
Part V Qualification Und	der Section 4940(a) for B	Poduce	ad Tay o	n Not Investm		ncome		0,0	
(For optional use by domestic p)		
If section 4940(d)(2) applies, lea		ribi itabl	lo omoun	t of any year in th	a baa	a pariad?	r	l Voc 🔯 No	
Was the foundation liable for the If "Yes," the foundation does no					e bas	e penou /		Yes X No	
1 Enter the appropriate amo	unt in each column for each y	year, se	e the ins	tructions before n	nakınç	any entrie			
(a) Base penod years Calendar year (or tax year beginning ir	(b) Adjusted qualifying distribution	ons	Net value	(c) of noncharitable-use a	ssets	(col	Distribu	(d) ition ratio ied by col. (c))	
2011		95,040		1,10	3,983			0 086088	
2010		33,904		1,09	2,015			0 076834	
2009	8	38,467		94	1,094			0 094004	
2008	8	32,888		1,016	0,053			0 082063	
2007		58,000		1,118	8,890			0 051837	
2 Total of line 1, column (d)						2		0.390826	
3 Average distribution ratio fo the number of years the four	r the 5-year base period—div indation has been in existence					3		0 078165	
4 Enter the net value of noncl	haritable-use assets for 2012	from P	art X, line	5		4		1,031,072	
5 Multiply line 4 by line 3	·	•	•	•		5		80,594	
6 Enter 1% of net investment	income (1% of Part I, line 27)	b)				6		183	

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

7 Add lines 5 and 6

the Part VI instructions

8 Enter qualifying distributions from Part XII, line 4

80,777

83,001

Par	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instruct	ions)		
1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 ☐	ښ. نځي .		
	Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	* * *	اگيد	لـــا
	Domestic foundations that meet the section 4940(e) requirements in Part V, check here		183	
С	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4%		نُمُسَد	أ ــــــــــــــــــــــــــــــــــ
	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-)		400	
3	Add lines 1 and 2		183	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		100	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	×, a	183	3.
6	Credits/Payments	f. 145		1 4
	2012 estimated tax payments and 2011 overpayment credited to 2012 . Fremot foreign organizations—tax withheld at source 6a 6b		ín	F.
	Exchipt foldight organizations task minimized at our control of the control of th		, 3, ,	· ,
	Tax paid with application for extension of time to file (Form 8868) Backup withholding erroneously withheld 6d 6d	,	, EP.)	, "
_ d	Backup Willing Charles and The Control of the Contr			
7	Total credits and payments. Add lines of through od.			
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		183	
9 10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be Credited to 2013 estimated tax			
	t VII-A Statements Regarding Activities	T		
		1	Yes	No
та	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it	1a		X
h	participate or intervene in any political campaign? Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see			
D	Instructions for the definition)?	16		Х
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials	A. C.	٠,	,
	published or distributed by the foundation in connection with the activities	323	, è	
c	Did the foundation file Form 1120-POL for this year?	1c		X
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	~~``	45.0	
_	(1) On the foundation ▶ \$ (2) On foundation managers ▶ \$,		
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed		, ,,,,	
	on foundation managers \$		_ <u>.</u>	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities	'	÷ .	ر گ ^{ار} م سرا ا
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles			
	of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a 4b	N/A	Х
_	o If "Yes," has it filed a tax return on Form 990-T for this year?	5	IN/A	Х
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	٦		. %
	If "Yes," attach the statement required by General Instruction T Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	1.		ر ځ ،
6	By language in the governing instrument, or	`	,	-
	By state legislation that effectively amends the governing instrument so that no mandatory directions		4.	l
	that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Х	
	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	د. مراث		
	General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	Х	
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,"		1	
	complete Part XIV	9	<u> </u>	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing			١
	their names and addresses .	10	<u> </u>	X

Parl	t 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		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
	Website address ► N/A			
14	The books are in care of ▶ J RANDALL PINEGAR Telephone no ▶ (317) 887-9	516		
	Located at ► 8118 MADISON AVE INDIANAPOLIS IN ZIP+4 ► 46227			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here			• 🗆
	and enter the amount of tax-exempt interest received or accrued during the year	· 		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority	,	Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of		, ir	***
	the foreign country	à 💉	J. 33	₽ 1
Par	rt 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 X No	, ,		* * * ;]
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	200	#4. #1.	.*]
	a disqualified person?	7.3		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . Yes X No			, ,
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No			~ (
	(5) Transfer any income or assets to a disqualified person (or make any of either available		· · ·	· 2~
	for the benefit or use of a disqualified person)?		4 ± 1	l Ind
	(6) Agree to pay money or property to a government official? (Exception. Check "No"		Carrios. Si Sa	
	if the foundation agreed to make a grant to or to employ the official for a period	1 4		3
	after termination of government service, if terminating within 90 days)	***		2, 1
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations	1	NI/A	لدُنا
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	, ~;
_	Organizations relying on a current notice regarding disaster assistance check here	•	~. "	
С	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	٠. ــــــــــــــــــــــــــــــــــــ	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	, .	, ,,,,,	15. 15.
а	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d		*g	[-
	and 6e, Part XIII) for tax year(s) beginning before 2012?	,		1
	If "Yes," list the years 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)		111	
	to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	_\$\display.
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	± '		2
2-	20 20 20 20 20 20 20 20 20 20 20 20 20 2	j		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No	1 : .4	7 %	-31
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation	V3		- ga 4
J	or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved	-	·	- 3 (
	by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3)		.`: <i>`</i>	
	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 2012)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		Х
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 jeonardy before the first day of the tay year beginning in 2012?	4h	ł	X

. .

Pa	rt VI	-B Statements Regarding Activit	ies for Which Fo	rm 4720 May Be	Required	(continue	ed)						
5a	Durir	ig the year did the foundation pay or incur any	amount to			_				e, **			
	(1)	Carry on propaganda, or otherwise attempt to	o influence legislation (section 4945(e))?		Yes	X	No	Sign.	- * *	1 1 2		
	(2)	Influence the outcome of any specific public e	election (see section 49	955), or to carry		_	_			-	545		
		on, directly or indirectly, any voter registration	n drive?			Yes	X	No	2 3	>			
	(3)	Provide a grant to an individual for travel, stu-	dy, or other similar purp	poses?		Yes	X	No	12	\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \	. ,		
	(4)	Provide a grant to an organization other than					_		1. +	44 2	• • •		
		in section 509(a)(1), (2), or (3), or section 494	40(d)(2)? (see instruction	ons)		Yes	X	No	*51,				
	(5)	Provide for any purpose other than religious,	·	•		г	[V]		, , ′	× 137	<u>1</u> -		
		educational purposes, or for the prevention o				Yes	X	No	1 4	•	1.0		
b	-	y answer is "Yes" to 5a(1)(5), did any of the t				in			5b	N/A	لتشمئك		
	_	itations section 53 4945 or in a current notice			ons) /				3D 3v:	1N/A	- ';		
_	-	nizations relying on a current notice regarding answer is "Yes" to question 5a(4), does the fo					ш		18 4	ra, Tuna			
C		ecause it maintained expenditure responsibilit	•	tion from the		Yes	X	No	* ~ ~~		1		
		es," attach the statement required by Regulati		5(d)			لکا	140	1,4	, (£1,	. 1		
6a		he foundation, during the year, receive any fur							1	, , , , , , , , , , , , , , , , , , ,	J.		
-			ino, anothy or manoth,	,		Yes	\mathbf{x}	No	٠.	**	1 2		
b	premiums on a personal benefit contract? Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes X No 6b X												
		es" to 6b, file Form 8870.	, , ,						53	.: £			
7a	At ar	y time during the tax year, was the foundation	a party to a prohibited	tax shelter transaction	on?	Yes	X	No	. ,	, ,			
b	If "Ye	s," did the foundation receive any proceeds o							7b	N/A			
P	art V	III Information About Officers,	Directors, Truste	es, Foundation	Managers	s, Highly	Paid	Em	ploy	ees,			
		and Contractors											
_1	List	all officers, directors, trustees, foundat	,										
		(a) Name and address	(b) Title, and average hours per week	(c) Compensation (if not paid, enter		tributions to benefit plans	,			se acco			
			devoted to position	-0-)	and deferre	d compensati	on			OWAIICE			
	A HE		PRESIDENT										
		(4236 TUBAC, AZ 85646 ANDLE	2 00 VICE PRESIDENT		 		\dashv	-					
		(4213 TUBAC, AZ 85646	2 00										
		W HEALY	VICE PRESIDENT		-		\neg						
		GRANT ST PORTLAND, OR 97214	2 00										
		ALL PINEGAR	TREASURER										
811	8 MA	DISON AVE INDIANAPOLIS, IN 46227	2 00	<u> </u>	<u>L</u>								
2		npensation of five highest-paid employe	ees (other than thos	se included on line	1—see ins	tructions)	. If no	ne,					
	ente	r "NONE."			(2)						_		
	N Ni mana	e and address of each employee paid more than \$50,0	(b) Title, and avera		em	Contributions t ployee benefit	t	(e)	Expen	se acco	unt,		
(6) Name	e and address of each employee paid more than \$50,0	devoted to position		pian	is and deferre ompensation	d	•	ther al	lowance	es		
NO	NE						一十						
							\perp						
				4									
									-				
Tot	al nu	mber of other employees paid over \$50,00	00 .			· · · · ·	ightharpoonup						

Form 990-PF (2012) LILA A LILLY FOUNDATION, INC		35-6044315 Page 7
Part VIII Information About Officers, Directors, Trustee	es, Foundation Managers, Highly Pai	d Employees,
and Contractors (continued)		
3 Five highest-paid independent contractors for professional services		
(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		
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevation the number of organizations and other beneficianes served, conferences convened, research	ant statistical information such as	Expenses
	- Papers produced, etc	
1 <u>N/A</u>		
2		
4		
3		
		
4		
Part IX-B Summary of Program-Related Investments (s	see instructions)	*
Describe the two largest program-related investments made by the foundation during the tax		Amount
1 N/A		
·		
2		
All other program-related investments. See instructions		

Total. Add lines 1 through 3

▶

Form	990-PF (2012) LILAA LILLY FOUNDATION, INC		6044315 Page 8
Par	t X Minimum Investment Return (All domestic foundations must complete this part. Foreign	found	ations,
	see instructions.)		
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,	* *	
	purposes	1	
а	Average monthly fair market value of securities	1a	983,612
b	Average of monthly cash balances	1b	63,162
С	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,046,774
е	Reduction claimed for blockage or other factors reported on lines 1a and	272	
	1c (attach detailed explanation)	*, e3** ,	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,046,774
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see		
	instructions)	4	15,702
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,031,072
6	Minimum investment return. Enter 5% of line 5	6	51,554
Par	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	51,554
2a	Tax on investment income for 2012 from Part VI, line 5		
b	Income tax for 2012 (This does not include the tax from Part VI)		
C	Add lines 2a and 2b	2c	183
3	Distributable amount before adjustments Subtract line 2c from line 1	3	51,371
4	Recoveries of amounts treated as qualifying distributions .	4	
5	Add lines 3 and 4	5	51,371
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,		
	line 1	7	51,371
Par	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	.x3%:	
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	83,001
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		·
а	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	83,001
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	183
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	82,818
-	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the found	lation	<u> </u>
	qualifies for the section 4940(e) reduction of tax in those years		

. 43 . . .

		FOUNDATION, INC		<u>-</u>	35-6	044315 Page 9
Part	XIII Undistributed Incor	me (see instructions			(-)	
1	Distributable amount for 2012 fro	om Part XI,	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
	line 7		<u></u>		· ·	51,371
2	Undistributed income, if any, as	of the end of 2012	19 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			Dr. Carley
а	Enter amount for 2011 only .		48	, , , , , , , , , , , , , , , , , , ,		
b	Total for prior years 20,	20, 20	, ,,	s 85.6	3 4	
3	Excess distributions carryover, if		10x11 7 15			
а	From 2007	17,688	* * * * .	* * *		
b	From 2008	33,469		· · · · ·		AND THE PARTY OF T
С	From 2009	42,642		the transfer		3.7
d	From 2010	30,157	March March			
е	From 2011 .	41,817	405 770			
f	Total of lines 3a through e	. <u>.</u> .	165,773	37		(4)
4	Qualifying distributions for 2012					
_	XII, line 4 > \$	83,001				: w
a	Applied to 2011, but not more th Applied to undistributed income		* ***		* * * * * * * * * * * * * * * * * * *	- 3-4-
b	(Election required—see instructi	•	***		,	
С	Treated as distributions out of co	•	,,,,,	· · · · · · · · · · · · · · · · · · ·	1 1 1 1 1 1	
·	required—see instructions)	orpus (Licotion				
d	Applied to 2012 distributable am	ount .	A	Ž.,		51,371
e	Remaining amount distributed o		31,630	4-15236	. M. M. M. M. A. A.	# 2/% (A) (A) (A)
5	Excess distributions carryover a	•			- * ** * * * * * * * * * * * * * * * *	
-	(If an amount appears in column	• •				
	same amount must be shown in					
6	Enter the net total of each col	lumn as			1	* *
	indicated below:					
а	Corpus Add lines 3f, 4c, and 4e	Subtract line 5	197,403			. 4 16 - 1
b	Prior years' undistributed income	e Subtract				
	line 4b from line 2b		* · · · · · · · · · · · · · · · · · · ·			1 2
С	Enter the amount of prior years'		log by and			
	income for which a notice of def	•				
	been issued, or on which the se	• •				
	tax has been previously assesse		,			
d	Subtract line 6c from line 6b Ta	xable				
_	amount—see instructions Undistributed income for 2011	· ·	2 2			200 S. 10 2 2 3 1
е	4a from line 2a Taxable amount		Sign of the	**************************************		
	instructions	. 300				
f	Undistributed income for 2012	Subtract	1		1 2 2 2	
•	lines 4d and 5 from line 1. This a				1.3	
	be distributed in 2013				<u> </u>	
7	Amounts treated as distributions	s out of		4 31/4	} + **** - \$-	118 1 Past 1
	corpus to satisfy requirements ii	mposed by		"		
	section 170(b)(1)(F) or 4942(g)((3) (see instructions)		13 a 1	'4, ','	
8	Excess distributions carryover for	rom 2007		** ***	,33, = 1, 1, 1	
	not applied on line 5 or line 7 (se		17,688	f	,	. `
9	Excess distributions carryov				, 301 Am . 3 68	
	Subtract lines 7 and 8 from line	6a	179,715			* 1 2 5 7 7
10	Analysis of line 9	1		1		, , , , , , , , , , , , , , , , , , ,
а	Excess from 2008 .	33,469	7 .			
b	Excess from 2009 .	42,642	~			
C	Excess from 2010	30,157	-	· .		
d	Excess from 2011	41,817	-		'	
е	Excess from 2012	_31,630	1 she	1		L

Form 990-PF (2012)

LILAA LILLY FOUNDATION, INC

35-6044315

Part XV Supplementary Information (continued)

Name and address (home or business) a Pad during the year SCU SPORTS SCU SPORTS LAPLATA COUNTY 4H EQUINE VOICES RESCUE SANCTUARY NATIVE FISH SOCIETY MOODSTOCK PTA HOSPORD PTA SHU REN PORTLAND TABOR HOUSE PETIT FOUNDATION YANKEE INSTITUTE D'AMICO INSTITUTE OF ART Total See Attached Statement Arount Service of party or substandal contributor Total See Attached Statement Arount Arount Arount Paudidation purpose of party of contribution TO FURTHER THEIR 12,000 TO FURTHER THEIR 18,000 TO FURTHER THEIR 1,000 TO FURTHER THEIR 2,000 MISSION TO FURTHER THEIR 2,000 TO FURTHER THEIR 10,000 10,000 TO FURTHER THEIR 10,000	3 Grants and Contributions Paid During th		for Future	Payment	
Name and address (home or business) a Pad during the year ISCU SPORTS LAPLATA COUNTY 4H LAPLATA COUNTY 4H EQUINE VOICES RESCUE SANCTUARY NATIVE FISH SOCIETY WOODSTOCK PTA HOSFORD PTA SHU REN PORTLAND TO FURTHER THEIR TO FURTHER THEIR MISSION TO FURTHER THEIR TO FURTHER THEIR MISSION MISSION TO FURTHER THEIR MISSION TO FURTHER THEIR MISSION MISSION TO FURTHER THEIR MISSION TO FURTHER THEIR MISSION TO FURTHER THEIR MISSION MISSION TO FURTHER THEIR MISSION MISSION TO FURTHER THEIR MISSION TO FURTHE	Recipient		status of		Amount
TO FURTHER THEIR 12,000 16,000		-	recipient	O I I I I I I I I I I I I I I I I I I I	
EQUINE VOICES RESCUE SANCTUARY NATIVE FISH SOCIETY TO FURTHER THEIR MISSION TO FURTHER THEIR	a Paid during the year ISCU SPORTS				12,000
MISSION TO FURTHER THEIR MISSION TO FURTH	LAPLATA COUNTY 4H				18,000
MISSION TO FURTHER THEIR 5,000	EQUINE VOICES RESCUE SANCTUARY				1,000
HOSFORD PTA TO FURTHER THEIR MISSION Total See Attached Statement Approved for future payment Total	NATIVE FISH SOCIETY				5,000
SHU REN PORTLAND TO FURTHER THEIR MISSION Total See Attached Statement Approved for future payment Total	WOODSTOCK PTA				5,000
TABOR HOUSE TO FURTHER THEIR 3,000 MISSION TO FURTHER THEIR 1,000 MISSION TO FURTHER THEIR 2,000 MISSION TO FURTHER THEIR 1,000 MISSION Total See Attached Statement Approved for future payment Total	HOSFORD PTA				7,000
MISSION TO FURTHER THEIR YANKEE INSTITUTE TO FURTHER THEIR MISSION TO FURTHER THEIR 10,000 Total See Attached Statement Approved for future payment Total Total See Attached Statement Approved for future payment	SHU REN PORTLAND				8,000
YANKEE INSTITUTE TO FURTHER THEIR 10,000	TABOR HOUSE				3,000
D'AMICO INSTITUTE OF ART Total See Attached Statement Approved for future payment Total Total See Attached Statement Tota	PETIT FOUNDATION				2,000
Total See Attached Statement	YANKEE INSTITUTE				2,000
b Approved for future payment Total Approved for future payment 3b	D'AMICO INSTITUTE OF ART				10,000
b Approved for future payment Total Approved for future payment 3b	Total See Attached Statement			▶ 3a	83.001
000 DE	Total			. ▶ 3b	

Enter gro	ss amounts unless otherwise indicated	Unrelated bus	iness income	Excluded by section	n 512, 513, or 514	(e)
4		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
•	am service revenue			 		ļ
a		· 				
b		-				
<u> </u>		-		 		 -
d						
e —						
' -		-		 		
	ees and contracts from government agencies pership dues and assessments			 		
	pership dues and assessments st on savings and temporary cash investments		· · · · · · · · · · · · · · · · · · ·	·		
	ends and interest from securities			 		45,592
	ental income or (loss) from real estate	7 7 3 20 1	~*************************************	5, 5, 6	2 2 1	45,592
		/ ////	******	1- 1- 1-	• • •	, , ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
	ebt-financed property					·
	ot debt-financed property ental income or (loss) from personal property					
				 		
	investment income			 -		-6,634
	or (loss) from sales of assets other than inventory acome or (loss) from special events				···	-0,032
	• •	-		 		-
	s profit or (loss) from sales of inventory .			 		
b b	revenue a	-		 		
		-				
ď —		-				
e	· · · · · · · · · · · · · · · · · · ·	-		1		
	otal Add columns (b), (d), and (e)	100		1 1 5 5 7 1		38,958
	Add line 12, columns (b), (d), and (e)	, , , , , , , , , , , , , , , , , , ,		<u> </u>	13	38,958
					• • • • • • • • • • • • • • • • • • • •	33,00
(See work	sheet in line 13 instructions to verify calculations)					
	resheet in line 13 instructions to verify calculations) 1-B Relationship of Activities to the Activi	complishment	of Exempt F	Purposes		<u>-</u> ,
Part XV	I-B Relationship of Activities to the Ac				nportantly to	
Part XV	I-B Relationship of Activities to the Ac	ne is reported in colu	ımn (e) of Part X	VI-A contributed in		ctions)
Part XV Line No.	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. ▼	Explain below how each activities to the Activities to the Activity for which income the accomplishment of the foundation's exempt	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. ▼ 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	
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Part XV Line No. V 4,8	Explain below how each activities to the Activit	ne is reported in colu purposes (other that ABLE CONTRIBL	umn (e) of Part X in by providing fu ITIONS TO EX	VI-A contributed in inds for such purpo EMPT ORGANIZ	oses) (See instru ATIONS THE	

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

	ın se		501(c) of the Code		gage in any of the follection 501(c)(3) organi						Yes	No
а	Tran	sfers f	rom the reporting f	oundation to a	noncharitable exemp	t organizati	on of			· · · · · · · · · · · · · · · · · · ·	ے۔۔	
		Cash						•		1a(1)		<u>X</u>
			assets .		•			•	•	1a(2)		X
			sactions							ننستقد	أحتست	
			of assets to a nonc					•		1b(1)		<u>X</u>
					ole exempt organization	on .			•	1b(2)		X
			of facilities, equipr		assets				•	1b(3)		X
			ursement arranger						•	1b(4)	. —	X
			or loan guarantees		a as francisco a actual	ations	•	•	•	1b(5)		X
					p or fundraising solicit s, other assets, or paid				•	1b(6) 1c		$\frac{\hat{x}}{x}$
		-						h			<u> </u>	
	value	e of the	e goods, other asse	ets, or service	complete the following s given by the reporting ment, show in column	ng foundation	on If the 1	foundation receiv	red less than fa	ır marke	et ed	
(a) L	ine no		(b) Amount involved	(c) Name	of noncharitable exempt orga	anızatıon	(d) De	scription of transfers,	transactions, and sl	anng arra	ngeme	ents
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	desc	ribed	idation directly or in in section 501(c) of implete the following	f the Code (otl	ted with, or related to, her than section 501(o	one or mor c)(3)) or in s	e tax-exe ection 52	empt organization 272		Yes X] No	
		<u> </u>	a) Name of organization		(b) Type of o	rganization		(c)	Description of relati	onship		
								<u> </u>				
					this return, including accompanyir taxpayer) is based on all informat				ledge and belief, it is tru	ie,	_	-
Sig	an	шисц	and complete occidiosom o	r proparer (outer aran	taspayory to based on all minimal	aon or union prop	a. o a. o a ,		May the IRS			
He	- 1)	X · Donne	nine	111-15-13	To	265417	<u>ر</u>	with the prep			7 ' I
		Sie	patitre of officer or trustee	· /) · · · · · · · · · · · · · · · · · ·	Date	Title			instructions)	XY	es	No
			Print/Type preparer's na	ame	Preparer's signature	1105		Date		PTIN		
Pa	id		The biobaici s in	-	'	, ,			Check I if			
	epa:	rer	J RANDALL PINE		1 min			11/7/2013	self-employed	P0120	6876	
	e O		Firm's name B(OYD, PINEGA	R& ASSOCIATES, P	d/			Firm's EIN ►	35-2154	675	
		,	Firm's address > 81	18 MADISON	AVE , INDIANAPOLIS	S, IN 46227			Phone no (31	7) 887-	9516	
										om 99	0-PF	(2012)

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

LILAA LILLY FOUNDATION, INC

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Net Gain	orLoss	-6,634					Net Gain	or Loss	-6,351	-975	234	183	154
Net	orL							Adjustments					
Cost, Other	Basis and Expenses	32,060						Depreciation					
Cost,	Basis and			Expense	of Sale and	Cost of	Improve-	ments					***************************************
		25,426					Valuation	Method	1		COST	COST	ĺ
Gross	Sales						Cost or	Other Basis	30,046	1,625	98	137	166
Totals		Capital Gains/Losses	Other sales				Gross Sales	Price	23,695	650	320	320	320
		ఔ					Date	Sold	3/19/2012	1/19/2012	12/31/2012	12/31/2012	12/31/2012
							Acquisition	Method	۵	Ь	۵	Д	۵
							Date	Acquired	3/15/2011	1/17/2012	12/9/2004	9/10/2007	1/20/2009
					Check "X" if	Purchaser	IS a	Business					
								Purchaser			'		6002/02/1
	Amount	121						CUSIP#					
		Long Term CG Distributions	Short Term CG Distributions				_	Description	1000 SH CAMECO CORP	10 SH CAMECO CORP	SPDR GOLD TRUST	SPDR GOLD TRUST	SPDR GOLD TRUST
						Check "X"	to include	in Part IV	×	×	×	×	×
				L					_	7	3	4	·c

Part I, Line 11 (990-PF) - Other Income

		-3,258	-3,258	-3,258
		Revenue		
		and Expenses	Net Investment	Adjusted
	Description	per Books	Income	Net Income
1	Ordinary business loss from K-1 (Williams Partners LP #20-248	-3,258	-3,258	-3,258

Part I, Line 16b (990-PF) - Accounting Fees

		2,900	2,900	2,900	
Desci	ription	Revenue and Expenses per Books	Net Investment Income	Adjusted Net	Disbursements for Charitable Purposes (Cash Basis Only)
1 BOYD, PINEGAR & ASS	OCIATES	2,900	2,900	2,900	

Part I, Line 16c (990-PF) - Other Professional Fees

		18,639	18,639	18,639	
		Revenue and			Disbursements for Charitable
		Expenses per	Net Investment	Adjusted Net	Purposes
L	Description	Books	Income	Income	(Cash Basis Only)
1	THE HEALY GROUP	10,650	10,650	10,650	
2	INVESTMENT MANAGEMENT FEES	2,635	2,635	2,635	
3	SPDR GOLD TRUST FEES	960	960	960	
4	OTHER INVESTMENT EXPENSES	4,394	4,394	4,394	

Part I, Line 18 (990-PF) - Taxes

		2,537	2,537	2,537	
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income				
3	FEDERAL INCOME TAX PAID WITH 2011 FORM \$	998	998	998	
4	FOREIGN TAX ON DIVIDENDS	1,539	1,539	1,539	

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I, Line 10b (990-PF	
Part II, Line 10b (990-PF) - Inve	

= T	러 II. Line 10b (990-PF) - Investments - Corporate Stock	- corporate of	SCK SCK			
			775,268	811,747	936,878	1,030,331
		Num Shares/	Book Value	Book Value	FMV	FM<
	Description	Face Value	Beg of Year	End of Year	Beg of Year	End of Year
-	EXIDE TECHNOLOGITES SUB NOTE	20,000		43,613		46,500
7	Т	3,000		22,912		24,510
<u>س</u>	\top	2,000	52,538	52,538	45,720	47,720
4	т	1,000			18,050	
2	ANNALY CAPITAL MANAGEMENT INC					
ဖ	A&W REVENUE TOYALTIES INCOME FD	4,000	50,127	50,127	1896'82	84,812
^	THOR INDUSTRIES INC					William Control of the Control of th
∞	DOMINION RES INC	1,000		47,077	23,080	51,800
၈	CHESAPEAKE ENERTY CORP CNV PUT	150,000	164,525	164,525	147,375	144,188
9						
11	П					
12	PEOPLES UNITED FINANCIAL					***************************************
13		1,500	09'06	99,050	227,985	243,015
14						
15	-	4,000	21,121	21,121	19,480	16,360
16						
11					***************************************	
18	TESORO PETROLEUM CORP					
19			THE REAL PROPERTY OF THE PROPE			- I I I I I I I I I I I I I I I I I I I
20					0,010,	070 007
21		2,600	93,740	93,740	105,248	120,042
22		758	18,344	18,344	45,472	36,884
23	•					
77	CHIMERA INVESTMENT CORP					
52	PFIZER INC			***		
56	_	100,000	89,850	89,850	88,500	102,750
27	_					
78	PARK OHIO INDUSTRIES SB NOTE		***************************************		***	
83	MANITOWOC CO INC SR NOTE	100,000	108,850	108,850	107,000	111,750

LILAA LILLY FOUNDATION, INC

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Interest	Maturity	Book Value	Book Value	FM<	FM<
Description	Rate	Date	Beg of Year	End of Year	Beg of Year	End of Year
	8 00% 6/1/2023	8 00% 6/1/2023		***************************************		

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LILAA LILLY FOUNDATION, INC

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		-6,75	Gains Minus Excess	of FMV Over Adjusted	Basis or Losses	-6,351	-97	234	18	154
				Excess of FMV	Over Adj Basis					
			Adjusted Basis	asof	12/31/69					
				FMV as of	12/31/69					
		-6,755			Garn or Loss	-6,351	-975	234	183	\$ 1
		32,060	Cost or Other	Basis Plus	Expense of Sale	30,046	1,625	88	137	166
					Adjustments					
				Deprecation	Allowed					
		25,305		Gross	Sales Price	23,695	920	320	320	320
				Date	Sel	3/19/2012	1/19/2012	12/31/2012	9/10/2007 12/31/2012	120202009 12/31/2012
				Date	Acquired		1/17/2012	12/9/2004	9/10/2007	1/20/2009
				¥9¥	Acquired	<u>a</u>	<u>a</u>	۵	<u>a</u>	۵
Amount	15				CUSIP#					
!	Long Term CG Distributions	Short Term CG Distributions			Description of Property Sold	1 1000 SH CAMECO CORP	2 10 SH CAMECO CORP	3 SPDR GOLD TRUST	4 SPDR GOLD TRUST	5 SPDR GOLD TRUST

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

LILAA LILLY FOUNDATION, INC

Expense Account			1	
Exp				
Benefits				
Compensation				
Avg Hrs Per Week	2 00	2 00	2 00	2 00
Title	PRESIDENT	VICE PRESIDENT	VICE PRESIDENT	TREASURER
Foreign Country				
State Zip Code	85646	85646	97214	46227
State	4 2	A2	운	<u>z</u>
City	TUBAC	TUBAC	PORTLAND	INDIANAPOLIS
Street	PO BOX 4236	PO BOX 4213	3304 SE GRANT ST	8118 MADISON AVE
rx se				
Check "X" if Business				
Check Name if Busi	LILA HEALY	ALINE RANDLE	маттнеw неаly	J RANDALL PINEGAR

State

Foundation Status

Zip Code

Foreign Country

Amount

City

Relationship

Purpose of grant/contribution

Form 8868

(Rev January 2013)

Department of the Treasury

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

· · · · · · · · · · · · · · · · · · ·								
 If you ar 	e filing for an Automatic 3-Month Extensione filing for an Additional (Not Automatic) 3- mplete Part II unless you have already been	-Month Ext	t <mark>ension, complete only Part II</mark> (on)	page 2 of this previously f	form) iled Fo	orm 8868	▶ □	
a corporation 8868 to req	filing (e-file). You can electronically file Form required to file Form 990-T), or an addition uest an extension of time to file any of the formasfers Associated With Certain Personal E). For more details on the electronic filing of	nal (not aut orms listed i Benefit Cor	omatic) 3-month extension of time in Part I or Part II with the exception intracts, which must be sent to the IR	You can elect of Form 887 S in paper fo	tronica 0, Infoi rmat (s	lly file Fo rmation see	orm	
Part I	Automatic 3-Month Extension of 1	ime. Onl	y submit original (no copies nee	ded)				
	on required to file Form 990-T and requesting				plete			
Part I only							▶ 📗	
All other co	rporations (including 1120-C filers), partners	hıps, REMI	Cs, and trusts must use Form 7004	to request ar	n exter	ision of		
time to file i	income tax returns							
				identifying				
Type or	Name of exempt organization or other filer, see	e instruction	s	Employer ider	ntification	number (E	EIN) or	
print	LILAA LILLY FOUNDATION, INC	-:		35-6044315		1 (001		
File by the Number, street, and room or suite no. If a PO box, see instructions Social security number (SSN)						N)		
filing your	ng your 8118 MADISON AVE							
return See City, town or post office, state, and ZIP code. For a foreign address, see instructions								
Enter the R	teturn code for the return that this application	is for (file	a separate application for each retu	rn)			04	
Application Return Application Return								
Is For Code Is For						Code		
							07	
Form 990-	BL	02	Form 1041-A				08	
Form 4720) (ındıvıdual)	03	Form 4720				09	
Form 990-		04	Form 5227				10	
	T (sec 401(a) or 408(a) trust)	05	Form 6069	····			11	
Form 990-	T (trust other than above)	06	Form 8870		-	i	12	
Telepho If the or If this is for the who list with the	names and EINs of all members the extens	of business four digit C If it is for p ion is for	Group Exemption Number (GEN) eart of the group, check this box	on of time	▶ [attach a	
until	8/15/2013 , to file the	exempt org	ganization return for the organization	named abo	ve The	e extensi	OU A E D	
	r the organization's return for C calendar year 2012 or				ဖွ			78
	Caleflual year 2012 of				3026	NOV 1	9 2013	8
▶ □	tax year beginning		, and ending				· · · · · · · · · · · · · · · · · · ·	
2 If the	e tax year entered in line 1 is for less than 12			Final	return	OGDE	EN, UT	
	Change in accounting period				Totalli			
	s application is for Form 990-BL, 990-PF, 99	0-T, 4720, (or 6069, enter the tentative tax, less	any		_		
	refundable credits See instructions				3a	\$		
	s application is for Form 990-PF, 990-T, 4720		-		26	æ		
	nated tax payments made Include any prior ance due. Subtract line 3b from line 3a Inclu			LISIDO	3b	\$		
	Ince due. Subtract line 3b from line 3a Inclu PS (Electronic Federal Tax Payment System			using	3c	\$		
	you are going to make an electronic fund withdra			orm 8879-EO 1			ructions	
	, g g				/ .			

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 stateme	nts, 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	>/	nin	my	Title
	7/	_	$\overline{}$	

EFTPS (Electronic Federal Tax Payment System) See instructions

Title > Treasur

Date > 8-12-13

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