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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE LILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

200 W. LANCASTER AVENUE

Room/suite
202

City or town, state, and ZIP code

WAYNE, PA 19087-4046

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year **J Accounting method:** Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) **\$ 12,484,328.** (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).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	32,892.	810.		STATEMENT 1
4	Dividends and interest from securities	167,934.	165,503.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	172,612.			
b	Gross sales price for all assets on line 6a	1,814,315.			
7	Capital gain net income (from Part IV, line 2)		172,612.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-14,064.	0.		STATEMENT 3
12	Total. Add lines 1 through 11	359,374.	338,925.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages	2,125.	0.		2,125.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 4	10,827.	0.	10,827.
c	Other professional fees	STMT 5	70,943.	69,627.	695.
17	Interest		27.	27.	0.
18	Taxes	STMT 6	4,524.	1,198.	241.
19	Depreciation and depletion		475.	0.	
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 7	2,163.	1,489.	674.
24	Total operating and administrative expenses. Add lines 13 through 23		91,084.	72,341.	14,562.
25	Contributions, gifts, grants paid		618,500.		618,500.
26	Total expenses and disbursements. Add lines 24 and 25		709,584.	72,341.	633,062.
27	Subtract line 26 from line 12:				
b	Excess of revenue over expenses and disbursements		-350,210.		
c	Net investment income (if negative, enter -0-)			266,584.	
	c Adjusted net income (if negative, enter -0-)				N/A

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		617,652.	241,623.	241,623.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	STMT 8	973,213.	972,294.	1,031,458.
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 9	10,048,760.	10,075,927.	11,203,220.
	14 Land, buildings, and equipment basis ►	3,322.			
	Less accumulated depreciation	STMT 10 ►	997.	2,800.	2,325.
	15 Other assets (describe ►	STATEMENT 11)		5,656.	5,702.
	16 Total assets (to be completed by all filers)		11,648,081.	11,297,871.	12,484,328.
	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				
	22 Other liabilities (describe ►	STATEMENT 12)	38.	38.	
	23 Total liabilities (add lines 17 through 22)		38.	38.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		8,619,417.	8,619,417.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		3,028,626.	2,678,416.	
	30 Total net assets or fund balances		11,648,043.	11,297,833.	
	31 Total liabilities and net assets/fund balances		11,648,081.	11,297,871.	

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	11,648,043.
2 Enter amount from Part I, line 27a	2	-350,210.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	11,297,833.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,297,833.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	1,814,315.		1,641,703.		172,612.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e					172,612.
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	172,612.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see 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	430,566.	11,486,197.	.037486
2010	597,592.	7,485,290.	.079836
2009	238,250.	6,903,011.	.034514
2008	248,928.	3,639,897.	.068389
2007	69,000.	1,956,545.	.035266

2 Total of line 1, column (d)

2 .255491

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 .051098

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 12,365,720.

5 Multiply line 4 by line 3

5 631,864.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,666.

7 Add lines 5 and 6

7 634,530.

8 Enter qualifying distributions from Part XII, line 4

8 633,062.If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

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 ►

1	5,332.
2	0.
3	5,332.
4	0.
5	5,332.
6a	2,900.
6b	
6c	5,000.
6d	
7	7,900.
8	
9	
10	2,568.
11	0.

Part VII-A Statements 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		X
1b		X
1c		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

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.

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

N/A

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► THE FOUNDATION	Telephone no. ► 610-964-0331
Located at ► 200 W. LANCASTER AVENUE, WAYNE, PA ZIP+4 ► 19087-4046		
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 N/A
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?	Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No

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

N/A ►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

Yes No

7b

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

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

N/A

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

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

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

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

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

Total number of other employees paid over \$50,000 ► 0

Form 990-PF (2012)

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. 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**

2

3

4

Part IX-B **Summary of Program-Related Investments**

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

Amount

1 **N/A**

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

0.

Form 990-PF (2012)

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	11,848,136.
b	Average of monthly cash balances	1b	697,868.
c	Fair market value of all other assets	1c	8,026.
d	Total (add lines 1a, b, and c)	1d	12,554,030.
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	12,554,030.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	188,310.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,365,720.
6	Minimum investment return. Enter 5% of line 5	6	618,286.

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	618,286.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,332.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,332.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	612,954.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	612,954.
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	612,954.

Part XIII 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	633,062.
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	633,062.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	633,062.

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				612,954.
2 Undistributed income, if any, as of the end of 2012			36,944.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 633,062.			36,944.	
a Applied to 2011, but not more than line 2a				
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	0.			596,118.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				16,836.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
AGNES IRWIN SCHOOL 275 S. ITHAN AVENUE ROSEMONT, PA 19010	N/A	PUBLIC	GENERAL	300,000.
BROADWAY DREAMS FOUNDATION 8965 BROCKHAM WAY ALPHARETTA, GA 30022	N/A	PUBLIC	GENERAL	10,000.
BRUCE MONTGOMERY FOUNDATION FOR THE ARTS P.O. BOX 1565 BLUE BELL, PA 19422	N/A	PUBLIC	GENERAL	1,000.
CAMP DREAMCATCHER 905 CONNER ROAD WEST CHESTER, PA 19380	N/A	PUBLIC	GENERAL	5,000.
CHESTER COUNTY FUND FOR WOMEN & GIRLS 1450 E. BOOT ROAD, SUITE 400B WEST CHESTER, PA 19380	N/A	PUBLIC	GENERAL	15,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 618,500.
b Approved for future payment				
NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	32,892.
4 Dividends and interest from securities			14	167,934.
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	978.
8 Gain or (loss) from sales of assets other than inventory			18	172,612.
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.		-15,042.
13 Total. Add line 12, columns (b), (d), and (e)			13	359,374.

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

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
7	LOSS PASSTHROUGH FROM INVESTMENT PARTNERSHIP; NO UBTI GENERATED

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.)
a PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX		VARIOUS	12/31/12
b PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX		VARIOUS	12/31/12
c PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX		VARIOUS	12/31/12
d PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX		VARIOUS	12/31/12
e PASS-THROUGH FROM ML SYSTEMATIC MOMENTUM FUTURES		VARIOUS	12/31/12
f PASS-THROUGH FROM ML SYSTEMATIC MOMENTUM FUTURES		VARIOUS	12/31/12
g POWERSHARES GLOBAL WATER		07/18/11	03/06/12
h ISHARES TR MSCI EAFE		09/28/09	01/12/12
i VANGUARD MSCI EMERGING		VARIOUS	VARIOUS
j POWERSHARES GLOBAL WATER		VARIOUS	03/06/12
k VANGUARD MSCI EUROPE		VARIOUS	VARIOUS
l SPDR S P BRIC 40		VARIOUS	03/06/12
m POWERSHARES VRDO TAX FRE		03/31/11	10/18/12
n ISHARES S&P GLOBAL		VARIOUS	04/09/12
o ISHARES MSCI ALL COUNTRY		02/05/10	03/06/12
(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 321.			321.
b		4,316.	-4,316.
c 2,576.			2,576.
d 3,863.			3,863.
e		3,018.	-3,018.
f		4,526.	-4,526.
g 17,310.		19,500.	-2,190.
h 32,102.		38,554.	-6,452.
i 250,408.		192,987.	57,421.
j 17,310.		17,230.	80.
k 260,955.		216,387.	44,568.
l 25,199.		24,468.	731.
m 624,486.		624,996.	-510.
n 25,776.		23,849.	1,927.
o 27,999.		25,303.	2,696.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			321.
b			-4,316.
c			2,576.
d			3,863.
e			-3,018.
f			-4,526.
g			-2,190.
h			-6,452.
i			57,421.
j			80.
k			44,568.
l			731.
m			-510.
n			1,927.
o			2,696.
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	

THE LILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
52-6854621 PAGE 2 OF 2

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a EGA EMERGING GLOBAL SHS				VARIOUS	01/12/12
b ISHARES S&P 500				03/02/09	05/17/12
c EMERGING GLOBAL SHARES				08/24/10	11/15/12
d MATERIALS SELECT SECTOR				03/15/11	11/16/12
e SPDR GOLD TRUST				VARIOUS	VARIOUS
f RICI CLIRN ISSUER BAC				10/29/10	10/26/12
g ML SYSTEMATIC FUTURESACCESS LLC				04/05/10	10/31/12
h PASS-THROUGH FROM ML SYSTEMATIC MOMENTUM FUTURES				VARIOUS	12/31/12
i PASS-THROUGH FROM ML SYSTEMATIC MOMENTUM FUTURES				VARIOUS	12/31/12
j CAPITAL GAINS DIVIDENDS					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 35,325.		43,061.	-7,736.		
b 143,461.		77,072.	66,389.		
c 10,125.		10,500.	-375.		
d 17,250.		18,749.	-1,499.		
e 52.		52.	0.		
f 85,053.		75,000.	10,053.		
g 222,132.		222,135.	-3.		
h 2,011.			2,011.		
i 3,016.			3,016.		
j 7,585.			7,585.		
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			
a			-7,736.		
b			66,389.		
c			-375.		
d			-1,499.		
e			0.		
f			10,053.		
g			-3.		
h			2,011.		
i			3,016.		
j			7,585.		
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }			2	172,612.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8			3	N/A	

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THE LILY FOUNDATION

52-6854621

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY PARTNERSHIP SCHOOL 1936 N. JUDSON STREET <u>PHILADELPHIA, PA 19121</u>	N/A	PUBLIC	GENERAL	22,500.
NURTURING MINDS, INC. 61 OAKWOOD LANE <u>VALLEY FORGE, PA 19481</u>	N/A	PUBLIC	GENERAL	7,500.
PETER'S PLACE 150 N. RADNOR-CHESTER RD., SUITE F-130 <u>RADNOR, PA 19087</u>	N/A	PUBLIC	GENERAL	25,000.
PLANNED PARENTHOOD FOR SOUTHEASTERN PENNSYLVANIA 1144 LOCUST STREET <u>PHILADELPHIA, PA 19107</u>	N/A	PUBLIC	GENERAL	10,000.
THE CHILDREN'S HOSPITAL OF PHILADELPHIA FOUNDATION 34TH STREET & CIVIC CENTER BLVD <u>PHILADELPHIA, PA 19104</u>	N/A	PUBLIC	GENERAL	5,000.
WOODLYNDE SCHOOL 445 UPPER GULPH ROAD <u>STRAFFORD, PA 19087-5498</u>	N/A	PUBLIC	GENERAL	5,000.
NATIONAL FOUNDATION FOR CELIAC AWARENESS 124 SOUTH MAPLE STREET <u>AMBLER, PA 19002</u>	N/A	PUBLIC	GENERAL	5,000.
WAYNE ART CENTER 413 MAPLEWOOD AVENUE <u>WAYNE, PA 19087</u>	N/A	PUBLIC	GENERAL	25,000.
GREENER PARTNERS 260 SPRING ROAD <u>MALVERN, PA 19355</u>	N/A	PUBLIC	GENERAL	1,000.
YOUNG SCHOLARS CHARTER SCHOOL 900 NORTH MARSHALL STREET <u>PHILADELPHIA, PA 19123</u>	N/A	PUBLIC	GENERAL	1,000.
<u>Total from continuation sheets</u>				287,500.

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THE LILY FOUNDATION

52-6854621

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LAUREL HOUSE P.O. BOX 764 <u>NORRISTOWN, PA 19404</u>	N/A	PUBLIC	GENERAL	2,000.
MIGHTY WRITERS, INC. 1501 CHRISTIAN STREET <u>PHILADELPHIA, PA 19146</u>	N/A	PUBLIC	GENERAL	10,000.
PROJECT H.O.M.E. 1515 FAIRMOUNT AVENUE <u>PHILADELPHIA, PA 19130</u>	N/A	PUBLIC	GENERAL	10,000.
CAPE ELEUTHERA FOUNDATION P.O. BOX 6008 <u>LAWRENCEVILLE, NJ 08648</u>	N/A	PUBLIC	GENERAL	10,000.
RED HOOK INITIATIVE 767 HICKS STREET <u>BROOKLYN, NY 11231</u>	N/A	PUBLIC	GENERAL	10,000.
COVENANT HOUSE PENNSYLVANIA 31 EAST ARMAT STREET <u>PHILADELPHIA, PA 19144</u>	N/A	PUBLIC	GENERAL	10,000.
HABITAT FOR HUMANITY INTERNATIONAL 270 PEACHTREE ST. NW, SUITE 1300 <u>ATLANTA, GA 30303</u>	N/A	PUBLIC	GENERAL	10,000.
SQUASHSMARTS, INC. 3890 N. 10TH STREET, LENFEST CENTER, 2ND FL <u>PHILADELPHIA, PA 19140</u>	N/A	PUBLIC	GENERAL	1,000.
INDEPENDENCE SEAPORT MUSEUM 211 S. COLUMBUS BLVD & WALNUT ST. <u>PHILADELPHIA, PA 19106</u>	N/A	PUBLIC	GENERAL	2,500.
DOMESTIC ABUSE PROJECT 204 WEST FRANKLIN AVENUE <u>MINNEAPOLIS, MN 55404</u>	N/A	PUBLIC	GENERAL	100,000.
Total from continuation sheets				

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THE LILY FOUNDATION

52-6854621

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

223831
05-01-12

Part XV | Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - AGNES IRWIN SCHOOL

GENERAL

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

SOURCE	AMOUNT
MERRILL LYNCH - 871-02090	455.
MERRILL LYNCH - 871-02233	241.
MERRILL LYNCH - 871-02233	32,082.
POWERSHARES DB COMMODITY INDEX TRACKING FUND	114.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	32,892.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - 871-02090	95,083.	976.	94,107.
MERRILL LYNCH - 871-02094	4,729.	488.	4,241.
MERRILL LYNCH - 871-02233	75,707.	6,121.	69,586.
TOTAL TO FM 990-PF, PART I, LN 4	175,519.	7,585.	167,934.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ML SYSTEMATIC MOMENTUM FUTURESACCESS, LLC	-9,466.	0.	
ML SYSTEMATIC MOMENTUM FUTURESACCESS, LLC	-3,813.	0.	
ML BLUETREND FUTURESACCESS LLC	-1,763.	0.	
ML BLUETREND FUTURESACCESS LLC	978.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-14,064.	0.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	10,461.	0.		10,461.
PAYROLL FEES	366.	0.		366.
TO FORM 990-PF, PG 1, LN 16B	10,827.	0.		10,827.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ML - INVESTMENT FEES	70,248.	69,627.		0.
MEMBERSHIP DUES	695.	0.		695.
TO FORM 990-PF, PG 1, LN 16C	70,943.	69,627.		695.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM 990-PF EXCISE TAX	3,085.	0.		0.
ML - 871-02090 FOREIGN TAXES	668.	668.		0.
ML - 871-02233 FOREIGN TAXES	530.	530.		0.
PAYROLL TAXES	241.	0.		241.
TO FORM 990-PF, PG 1, LN 18	4,524.	1,198.		241.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EQUIPMENT RENTAL AND MAINTENANCE	618.	0.		618.
INVESTMENT EXPENSES -				
POWERSHARES	1,489.	1,489.		0.
OFFICE	56.	0.		56.
TO FORM 990-PF, PG 1, LN 23	2,163.	1,489.		674.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - SEE SCHEDULE C		X	972,294.	1,031,458.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			972,294.	1,031,458.
TOTAL TO FORM 990-PF, PART II, LINE 10A			972,294.	1,031,458.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE SCHEDULE A	COST	9,299,701.	10,462,788.
LIMITED PARTNERSHIPS - SEE SCHEDULE B	COST	438,986.	396,607.
BAC CAPPED LEVERAGE INDEX RETURN	COST	87,240.	83,750.
NOTES			
BAC MARKET-LINKED STEP UP NOTES -	COST	250,000.	260,075.
S&P 500			
TOTAL TO FORM 990-PF, PART II, LINE 13		10,075,927.	11,203,220.

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

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	3,175.	965.	2,210.
OFFICE FURNITURE	147.	32.	115.
TOTAL TO FM 990-PF, PART II, LN 14	3,322.	997.	2,325.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	5,656.	5,702.	5,702.
TO FORM 990-PF, PART II, LINE 15	5,656.	5,702.	5,702.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

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

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	990-PF		Current Year Deduction	Ending Accumulated Depreciation
										Beginning Accumulated Depreciation	Basis For Depreciation		
1	OFFICE FURNITURE	12/31/10	SL	7.00	M017	3,175.			3,175.	511.		454.	965.
2	OFFICE FURNITURE	07/08/11	SL	7.00	H117	147.			147.	11.		21.	32.
	* TOTAL 990-PF PG 1 DEPR					3,322.				3,322.	522.	475.	997.

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05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Attachment to Form 990-PF
Part II, Balance Sheets
The Lily Foundation
Mutual Funds/Closed End Funds
December 31, 2012

Schedule A

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Alps Alerian MLP ETF	11,000	157,437	175,450
Amex Technology Select SPRDR	3,300	88,356	95,205
Emerging Global Shares Dow Jon	3,200	74,088	85,248
Guggenheim Multi-Asset	2,000	44,777	43,840
Ishares Cohen & Steers Realty Majors Index Fd	3,492	212,109	274,262
Ishares MSCI Australia	750	14,819	18,855
Ishares MSCI CDA Indx Fd	1,300	35,453	36,920
Ishares Nasdaq Biotech	600	58,660	82,332
Ishares S&P Latin America	1,150	49,826	50,416
Ishares High Div Eq Fd	2,250	133,195	132,210
Ishares MSCI South Africa	200	11,958	14,316
Ishares Trust Dow Jones Select Div Indx	2,500	119,228	143,100
Ishares Trust Dow Jones US Indl Sector	750	49,662	54,998
Ishares Trust Dow Jones US Util Sector	1,500	119,860	129,540
Ishares Dow Jones US Healthcare Sector	900	70,444	75,159
Ishares S&P Global 100	4,500	279,012	287,820
Ishares S&P 500 Value	8,000	270,326	531,120
Ishares S&P 500 Growth Index Fund	7,000	279,842	530,180
Ishares S&P Smallcap 600 Barra Growth Index Fd	2,000	71,923	168,080
Ishares S&P Smallcap 600 Value Index Fund	2,000	71,617	161,820
Ishares MSCI All Country	500	26,459	30,260
Ishares Trust Shs MSCI USA Minim	2,500	74,007	72,600
Ishares Trust Shs MSCI Emerging	2,000	115,157	121,120
Ishares DJ US Telcommunications	1,500	34,111	36,390
Ishares DJ US Oil and Gas	1,050	68,423	66,718
Ishares DJ US Aerospace ETF	500	30,717	34,125
Materials Select Sector	1,500	54,562	56,310
SPDR Gold Trust	500	83,047	81,010
Sector SPDR Energy	1,000	70,122	71,420
SPDR S&P Midcap 400 ETF	200	36,152	37,142
Vanguard Dividend	5,000	269,678	297,850
Vanguard Emerging Markets	1,500	46,200	66,795
Vanguard REIT ETF	500	32,106	32,900
Wisdom Tree Emerging Mrkt Equity Income	750	39,818	42,893
Wisdom Tree EM Small Cap	250	11,697	12,360
Ishares JP Morgan Emerging Markets Bond Fd	1,000	102,620	122,790
Ishares Barclays Tips Bond Fund	4,715	488,079	572,448
Nataxis Asg Global	19,897	205,613	205,337
Ishares Barclays MBS Bond Fund	1,250	136,357	134,988
Ishares Barclays 1-3 Yr Credit	10,000	1,045,583	1,054,800
Ishares Barclays 1-3 Year Treas Index Fund	30,000	2,515,132	2,532,600
Ishares Iboxx Inv Grade Corp Bd Fund	1,000	121,460	120,990
Pimco High Yield Institutional Cl	7,500	55,875	72,300
Pimco 1-5 year	5,000	270,350	270,300
SPDR Nuveen Barclays Cap Shrt Muni Bond	5,000	119,580	121,550
SPDR Barclays Cap Shrt Term Corp Bond	3,000	90,960	92,160
Templeton Global	8,472	109,620	115,226
Tortoise Mlp Fd, Inc.	4,000	85,390	98,040
Vanguard Intermediate Term Bond	4,000	328,180	353,000
Vanguard High Yield Corporate Fund	15,000	69,008	91,650
Altegris Managed Futures	1,875	17,500	17,688
AQR Diversified	8,004	88,923	88,375
Arbitrage Funds	2,846	36,064	36,348
Blackrock Emerging Mkts	1,664	17,559	17,775
JP Morgan Strategic	4,478	52,800	52,980
Mainstay Marketfield	6,835	105,488	108,288
Pimco All Asset All	2,920	32,710	32,393

9,299,701 **10,462,788**

Attachment to Form 990-PF**Schedule B****Part II, Balance Sheets**
The Lily Foundation
Limited Partnerships
December 31, 2012

	<u>Number of Shares/Units</u>	<u>Ending Cost Basis</u>	<u>Ending Market Value</u>
Powershares DB Commodity Index Tracking Fd	6,271	212,994	174,208
ML Bluetrend FuturesAccess LLC	208,552	225,991	222,400
Total Limited Partnerships	<u>438,986</u>	<u>438,986</u>	<u>396,608</u>

Attachment to Form 990-PF
Part II, Balance Sheets
The Lily Foundation
Municipal Bonds
December 31, 2012

Schedule C

	Ending Cost Basis	Ending Market Value
Abington, PA School District	99,293	104,000
Delaware County, PA Authority 4%	99,883	109,793
Delaware County, PA Authority 4.25%	103,062	114,502
Laurel, PA School District	99,488	103,338
Monroeville, PA	99,277	103,689
Pennridge, PA School District	98,976	104,099
Pennsylvania HSG Fin Agency	25,000	26,778
Pittsburgh-Allegheny, PA	49,836	53,605
Unionville-Chadds Ford, PA	99,178	103,033
Upper Allen Twp, PA	99,206	103,857
Wayne Highlands, PA School District	99,095	104,764
	<u>972,294</u>	<u>1,031,458</u>

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE LILY FOUNDATION Number, street, and room or suite no. If a P.O. box, see instructions. 200 W. LANCASTER AVENUE, NO. 202 City, town or post office, state, and ZIP code. For a foreign address, see instructions. WAYNE, PA 19087-4046	Employer identification number (EIN) or 52-6854621 Social security number (SSN)
--	--	--

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

THE FOUNDATION

- The books are in the care of ► **200 W. LANCASTER AVENUE, NO. 202 - WAYNE, PA 19087-4046**
Telephone No. ► **610-964-0331** FAX No. ► **610-964-0155**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.
- For calendar year **2012**, or other tax year beginning , and ending .
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	7,900.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	7,900.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ►

Title ► **TRUSTEE**

Date ►

Form 8868 (Rev. 1-2013)