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Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning N/A, 2012, and ending N/A, 2012Name of foundation Lilli Foundation ATTN - Barry West A Employer identification number 760794331Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 51 Room/suite B Telephone number (see instructions) City or town, state, and ZIP code Aurora, OH 44202 - 0051 C If exemption application is pending, check here ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☒ Final return ☐ Amended return ☐ Address change ☐ Name change D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation E If private foundation status was terminated under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	<u>1705.00</u>			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	<u>0</u>	<u>0</u>	<u>0</u>	
4 Dividends and interest from securities	<u>0</u>	<u>0</u>	<u>0</u>	
5a Gross rents	<u>0</u>	<u>0</u>	<u>0</u>	
b Net rental income or (loss)	<u>0</u>			
6a Net gain or (loss) from sale of assets not on line 10	<u>0</u>			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		<u>0</u>	<u>0</u>	
8 Net short-term capital gain			<u>0</u>	
9 Income modifications			<u>0</u>	
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)	<u>0</u>		<u>0</u>	
11 Other income (attach schedule)	<u>0</u>	<u>0</u>	<u>0</u>	
12 Total. Add lines 1 through 11	<u>1705.00</u>	<u>0</u>	<u>0</u>	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
14 Other employee salaries and wages	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
15 Pension plans, employee benefits	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
16a Legal fees (attach schedule)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
b Accounting fees (attach schedule)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
c Other professional fees (attach schedule)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
17 Interest	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
18 Taxes (attach schedule) (see instructions)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
19 Depreciation (attach schedule) and depletion	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
20 Occupancy <u>P.O. Box Rental</u>	<u>67.00</u>	<u>0</u>	<u>67.00</u>	<u>67.00</u>
21 Travel, conferences, and meetings	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
22 Printing and publications <u>Postage</u>	<u>40.04</u>	<u>0</u>	<u>40.04</u>	<u>40.04</u>
23 Other expenses (attach schedule) <u>Web domain</u>	<u>116.39</u>	<u>0</u>	<u>116.39</u>	<u>116.39</u>
24 Total operating and administrative expenses. Add lines 13 through 23	<u>223.43</u>	<u>0</u>	<u>223.43</u>	<u>223.43</u>
25 Contributions, gifts, grants paid	<u>1450.00</u>			<u>1450.00</u>
26 Total expenses and disbursements. Add lines 24 and 25	<u>1673.43</u>	<u>0</u>	<u>223.43</u>	<u>1673.43</u>
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<u>31.57</u>			
b Net investment income (if negative, enter -0-)		<u>0</u>		
c Adjusted net income (if negative, enter -0-)			<u>0</u>	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	4433.14	4433.14	4433.14
	2 Savings and temporary cash investments	0	0	0
	3 Accounts receivable ▶	0	0	0
	Less: allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶	0	1705.00	1705.00
	Less: allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable	0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0	0	0
	Less: allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use	0	0	0
	9 Prepaid expenses and deferred charges	0	0	0
	10a Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment: basis ▶	0	0	0
Less: accumulated depreciation (attach schedule) ▶	0	0	0	
12 Investments—mortgage loans	0	0	0	
13 Investments—other (attach schedule)	0	0	0	
14 Land, buildings, and equipment: basis ▶	0	0	0	
Less: accumulated depreciation (attach schedule) ▶	0	0	0	
15 Other assets (describe ▶)	0	0	0	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4433.14	6138.14	6138.14	
Liabilities	17 Accounts payable and accrued expenses	0	223.43	
	18 Grants payable	0	1450.00	
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	1673.43	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4433.14	4464.71	
	25 Temporarily restricted	—	—	
	26 Permanently restricted	—	—	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	—	—	
	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)	4433.14	4464.71	
31 Total liabilities and net assets/fund balances (see instructions)	4433.14	6138.14		

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	4433.14
2 Enter amount from Part I, line 27a	2	31.57
3 Other increases not included in line 2 (itemize) ▶	3	—
4 Add lines 1, 2, and 3	4	4464.71
5 Decreases not included in line 2 (itemize) ▶	5	—
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4464.71

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				
c	N/A			
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	N/A		
d			
e			

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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			
2010			
2009	N/A		
2008			
2007			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	N/A

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	1	0.00
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	-
3	Add lines 1 and 2	3	-
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	-
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	-
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	-
b	Exempt foreign organizations—tax withheld at source	6b	-
c	Tax paid with application for extension of time to file (Form 8868)	6c	-
d	Backup withholding erroneously withheld	6d	-
7	Total credits and payments. Add lines 6a through 6d	7	-
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	-
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	-
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	-

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6		X
7		X
8a		X
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>the.lilli.foundation.org</u>				
14	The books are in care of ▶ <u>Barry W. Wessels</u> Telephone no. ▶ <u>330-289-6578</u>			
	Located at ▶ <u>PO Box 51, Aurora, OH 44202</u> ZIP+4 ▶ <u>44202</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here, and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ▶ ☐	1b	N/A
c	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
	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? ☐ Yes ☐ No		
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	X
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))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Barry W. Wessels, 998 Sweet Grass Cir, Aurora, IL 60002	corres. Trustee	5 hr/mo 0	0	0
Roger W. Wessels, 299 Cheyenne Dr, Fairview, IL 60009	Trustee	1 hr/mo 0	0	0
Bruce W. Wessels, 1054 Miami Rd, Wilmette, IL 60091	Trustee	1 hr/mo 0	0	0
Alfred W. Latham, 805 Kathridge, Brentwood, TN 37027	Chair, BOB	2 hr/mo 0	0	0
Stacy W. Anderson, 701 Dentwood Trail, Prosper, TX 75078	BOB	1 hr/mo 0	0	0
Meredith L. Wessels, 8235 Peridot Dr, Apt. 401, McLean, VA 22102	BOB	1 hr/mo 0	0	0
Brian W. Wessels, 998 Sweet Grass Cir, Aurora, IL 60002		1 hr/mo 0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	Per attached financial spreadsheet with annotation: 1) Total gifts received - \$1705 - 6 gifts	
2		
3	2) Total grants and donations dispensed: \$1450 in - largest grant of \$1000 awarded to advertised/competitive scholarship program to college-bound High School senior. Application process on file per Web and previous returns - No COI in selection process -	5 grants or donations
4		

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

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

Amount

1	N/A	
2		
	All other program-related investments See instructions	
3	N/A	

Total. Add lines 1 through 3 ▶

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 0
b	Average of monthly cash balances	1b 0
c	Fair market value of all other assets (see instructions)	1c 0
d	Total (add lines 1a, b, and c)	1d 0
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e	
2	Acquisition indebtedness applicable to line 1 assets	2 0
3	Subtract line 2 from line 1d	3 0
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 0
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 0
6	Minimum investment return. Enter 5% of line 5	6 0

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a 1673.43
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 0
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a 0
b	Cash distribution test (attach the required schedule)	3b 0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 1673.43
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 0

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				0
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
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: ▶ \$ <u>1673.43</u>				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2012 distributable amount				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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 instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	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	0			
b Excess from 2009	0			
c Excess from 2010	0			
d Excess from 2011	0			
e Excess from 2012	0			

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling **6/6/06 501(c)(3) Exempt**
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				
b 85% of line 2a	N/A				
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.) **N/A - At no time were assets above \$5,000 - see financial statement**

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

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

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

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

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

- b** The form in which applications should be submitted and information and materials they should include:

- c** Any submission deadlines:

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

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

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

5/11/13 1

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

Supplemental Information

Form 990 – PF – 2012 - The Lilli Foundation – EIN – 76-0794331

May 11, 2013

A) Response to Part IX – A and Part XV – b

1. Board of Directors has approved of Scholarship program per the outline described in 1023 filing including program announcement through Aurora High School guidance office and public notice published in the Aurora Advocate – by Aurora High School. Competitive applicants were received and reviewed. Scholarship for \$1000 is scheduled to be awarded May 14, 2013. Previous scholarship award was issued May 14, 2012 for \$ 1000 as described in 990PF-2007.
2. Annual Board meeting was held on April 29, 2013 to review Foundation operation of FY 2012. COI was reviewed by all members of the Board and Trustees of the Foundation and notation of this activity was included in the minutes of the meeting.
3. A financial Spreadsheet of Foundation's transactions (2012) has been included. Barry W. Wessels and Aimee L. Latham conducted an audit of this spreadsheet. Board voted at the Annual Meeting to approve the audit and declare the operation and financial sustainability of the Foundation to be sound. Funding activity of outside awards, gifts to 501 (c) (3) organizations and/or scholarships is targeted at maintaining the total Foundation Assets at \$ 4500.

LJLI Foundation **Balance** **Sheet -** **2012**

<u>Date</u>	<u>Begin Bal</u>	<u>Expense/Income</u>	<u>Balance</u>	<u>Payment Form</u>	<u>From/To</u>	<u>Budget</u>	<u>Purpose</u>
1/1/2012	\$4,433 14	\$0 00	\$4,433 14	N/A	N/A	yes	FY 2011 Balance going forward
4/8/2012	\$4,433 14	\$8 99	\$4,424 15	Check- 1046	Startlogic	yes	Domain Privacy, Startlogic, 70 Blanchard Rd, 3 rd floor, Burlington, MA 01803
4/8/2012	\$4,424 15	\$107 40	\$4,316 75	Check- 1047	Startlogic	yes	Prologix Hosting plan, Startlogic, 70 Blanchard Rd, 3 rd floor, Burlington, MA 01803
4/21/2012	\$4,316 75	\$25 14	\$4,291 61	Check- 1048	Fed Express	yes	Scholarship mailin to Aimee
5/12/2012	\$4,291 61	\$14 90	\$4,276 71	Check- 1049	Fed Express	yes	Tax return to IRS
5/14/2012	\$4,276 71	\$1,000 00	\$3,276 71	Check- 1050	Ms Nicole Iselman	Scholarship	Lili Scholarship Awardee - 824 S Chillicothe Rd # 11 Aurora, OH 44202
11/24/2012	\$3,276 71	\$100 00	\$3,176 71	Check- 1051	Red Cross - Sandy	yes	Disaster relief - American Red Cross, Akron, OH 44303
11/26/2012	\$3,176 71	\$87 00	\$3,109 71	Check- 1052	Postmaster - Aurora	yes	PO Box rent - Aurora (and rekey fee)
12/10/2012	\$3,109 71	-\$1,200 00	\$4,309 71	Check - 560	Barry Wessels	Gift - rec'd	From Barry Wessels, 998 Sweet Grass Circle, Aurora, OH 44202
12/22/2012	\$4,309 71	-\$5 00	\$4,314 71	Cash	Brian Wessels	Gift - rec'd	From Brian Wessels, 998 Sweet Grass Circle, Aurora, OH 44202
12/22/2012	\$4,314 71	-\$75 00	\$4,389 71	Check - 5384	Stacey Wessels	Gift - rec'd	From Stacey Anderson 701 Dentwood Trl, Prosper, Tx 75078
12/22/2012	\$4,389 71	\$200 00	\$4,289 71	Check - 5085	Roger Wessels	Gift - rec'd	From Roger Wessels, 299 Cheyenne Dr , Fairview, Tx 75069
12/24/2012	\$4,289 71	\$50 00	\$4,239 71	Check - 1054	Red Cross - Sandy	yes	American Red Cross, 2025 E St , Washington, DC 20006
12/24/2012	\$4,239 71	-\$50 00	\$4,289 71	Check - 1863	Sandy Hook School	yes	S H School Support Fund, C/O Newtown Savings Bank, 39 Main St, Newtown, CT 06470
12/31/2012	\$4,289 71	-\$175 00	\$4,464 71	Check	Aimee L Latham	Gift - rec'd	From Aimee L Latham, 2008 Waterstone Dr , TN 37069
12/31/2012	\$4,464 71	-\$100 00	\$4,564 71	Check 1082	Meredith/Dillon Winchell	Gift - rec'd	From Meredith L Wessels, 900 N Stuart St, Apt 2012, Arlington, VA 22203-4114
12/31/2012	\$4,564 71	\$100 00	\$4,464 71	Check - 1055	Bruce Wessels	Restricted Gift	From Bruce Wessels, 1054 Miami Rd , Wilmette, IL 60091
12/31/2012	\$4,464 71		\$4,464 71		Red Cross - Sandy	yes	American Red Cross, 2025 E St , Washington, DC 20006

Balance going forward 2013 \$4,464 71

Brian W. Wessels
5/11/13