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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA		A Employer identification number 34-7206415	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 609		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code PITTSBURGH, PA 152309738		B Telephone number (see instructions) (412) 762-5188	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 157,792,643		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

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)	82,900			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,698	1,698		
	4 Dividends and interest from securities.	3,201,244	3,201,244		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	7,532,063			
	b Gross sales price for all assets on line 6a 78,864,221				
	7 Capital gain net income (from Part IV, line 2) . . .		7,760,570		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	10,817,905	10,963,512		
	13 Compensation of officers, directors, trustees, etc	676,754	308,377		368,377
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	45,527	0		45,527
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	542,397	542,397		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,148,174	8,174		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	38,051	0		38,051
	22 Printing and publications				
	23 Other expenses (attach schedule)	137	137		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	2,451,040	859,085		451,955
	25 Contributions, gifts, grants paid	16,766,202			16,766,202
	26 Total expenses and disbursements. Add lines 24 and 25	19,217,242	859,085		17,218,157
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-8,399,337			
	b Net investment income (if negative, enter -0-)		10,104,427		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,596,469	8,640,941	8,640,941
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	0	36,543,933	44,995,754
	c	Investments—corporate bonds (attach schedule).	0	15,777,491	17,819,224
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	140,071,999	79,589,464	86,336,724
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	147,668,468	140,551,829	157,792,643	
Liabilities	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 (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	147,668,468	138,519,758	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	2,032,071	
	30	Total net assets or fund balances (see page 17 of the instructions)	147,668,468	140,551,829	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	147,668,468	140,551,829		

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	147,668,468
2	Enter amount from Part I, line 27a	2	-8,399,337
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,282,766
4	Add lines 1, 2, and 3	4	140,551,897
5	Decreases not included in line 2 (itemize) ▶ _____	5	68
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	140,551,829

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SALES OF PUBLICLY TRADED SECURITIES			
b	PERRIGO CO, MANDATORY MERGER		P	
c	CAPITAL GAINS DIVIDENDS		P	
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 77,838,624		71,474,422	6,364,202
b 370,771			370,771
c 1,025,597			1,025,597
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			6,364,202
b			370,771
c			1,025,597
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	7,760,570
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	16,611,836	141,473,157	0 117420
2011	16,860,531	91,148,800	0 184978
2010	11,477,695	26,867,364	0 427198
2009	10,028,116	7,529,907	1 331772
2008	10,183,296	6,847,468	1 487162

2 Total of line 1, column (d).	2	3 548530
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 709706
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	154,913,734
5 Multiply line 4 by line 3.	5	109,943,207
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	101,044
7 Add lines 5 and 6.	7	110,044,251
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	17,218,157

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	202,089
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-)		2	0
3 Add lines 1 and 2.		3	202,089
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	202,089
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	911,381	
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	911,381
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	709,292
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 101,046 Refunded		11	608,246

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?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
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		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
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			
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions)			
IN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?			
If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶PNC BANK NA Telephone no ▶(412) 762-5188 Located at ▶620 LIBERTY AVENUE 10TH FLOOR PITTSBURGH PA ZIP +4 ▶15222705			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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)?	☐ Yes ☒ No	5b	
Organizations relying on a current notice regarding disaster assistance check here.			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☒ No		
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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	6b	No
<i>If "Yes" to 6b, file Form 8870.</i>			
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	7b	

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PNC BANK NA	TRUSTEE 80 00	616,754	0	0
PO BOX 94651 CLEVELAND, OH 441014651				
MADELLA LILLY	ADVISORY COMMITTEE 2 00	15,000	0	0
PO BOX 94651 CLEVELAND, OH 441014651				
JOSHUA LILLY	ADVISORY COMMITTEE 2 00	30,000	0	0
PO BOX 94651 CLEVELAND, OH 441014651				
KORI CLARKE	ADVISORY COMMITTEE 2 00	15,000	0	0
PO BOX 94651 CLEVELAND, OH 441014651				

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

Total number of other employees paid over \$50,000.	0
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Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions.	
3	0
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	157,272,826
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	157,272,826
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	157,272,826
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,359,092
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	154,913,734
6	Minimum investment return. Enter 5% of line 5.	6	7,745,687

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	7,745,687
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	202,089
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	202,089
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	7,543,598
4	Recoveries of amounts treated as qualifying distributions.	4	129,451
5	Add lines 3 and 4.	5	7,673,049
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	7,673,049

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	17,218,157
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	17,218,157
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	17,218,157
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				7,673,049
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	9,844,654			
b From 2009.	9,652,249			
c From 2010.	10,155,619			
d From 2011.	12,393,199			
e From 2012.	9,911,331			
f Total of lines 3a through e.	51,957,052			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 17,218,157				
a Applied to 2012, 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 2013 distributable amount.				7,673,049
e Remaining amount distributed out of corpus	9,545,108			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	61,502,160			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions). . .	9,844,654			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	51,657,506			
10 Analysis of line 9				
a Excess from 2009. . . .	9,652,249			
b Excess from 2010. . . .	10,155,619			
c Excess from 2011. . . .	12,393,199			
d Excess from 2012. . . .	9,911,331			
e Excess from 2013. . . .	9,545,108			

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

■ 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))

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

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

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

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

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	16,766,202
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN NATIONAL RED CROSSGREATER INDIANAPOLIS 441 E 10TH ST INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,383
AMERICAN NATIONAL RED CROSSGREATER INDIANAPOLIS 441 E 10TH ST INDIANAPOLIS,IN 46202	N/A	PC	GENERAL SUPPORT	160,000
AMERICAN NATIONAL RED CROSSGREATER INDIANAPOLIS 441 E 10TH ST INDIANAPOLIS,IN 46202	N/A	PC	FOR USE IN MEETING THE NEEDS OF FOOD, CLOTHING, SHELTER, HEALTH CARE, TO VICTIMS OF DISASTERS WITHIN THE STATE OF INDIANA	100,000
AMERICAN PORPHYRIA FOUNDATION 4900 WOODWAY STE 780 HOUSTON,TX 77056	N/A	PUBLIC CHARITY	PROTECT THE FUTURE PROGRAM	30,000
ANIMAL WELFARE LEAGUE OF KOSCIUSKO 3489 E 100 S PO BOX 1906 WARSAW,IN 46581	N/A	PC	TO PURCHASE LAND & CONSTRUCT A NEW FACILITY	150,000
ANIMAL WELFARE LEAGUE OF KOSCIUSKO 3489 E 100 S WARSAW,IN 46581	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
BIG BROTHERS BIG SISTERS OF MASSACHUSETTS BAY 75 FEDERAL STREET 8TH FLOOR BOSTON,MA 02110	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
BOCA GRANDE HEALTH CLINIC FDN 280 PARK AVE PO BOX 2340 BOCA GRANDE,FL 33921	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
BOCA GRANDE WOMEN'S CLUB INC PO BOX 65 BOCA GRANDE,FL 33921	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
BOYS AND GIRLS CLUB OF BOSTON 50 CONGRESS STREET STE 730 BOSTON,MA 02109	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250,000
BOYS AND GIRLS CLUB OF LOWER MERRIMACK VALLEY 18 MAPLE STREET PO BOX 5906 SALISBURY,MA 01952	N/A	PC	GENERAL SUPPORT	50,000
BRIDGEPORT RESCUE MISSION 1088 FAIRFIELD AVENUE BRIDGEPORT,CT 06605	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,000
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRYS LANDING ROAD CAMBRIDGE,MA 02138	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250,000
BUILDING TOMORROW 407 N FULTON ST STE X INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DR ORLANDO,FL 32832	N/A	PUBLIC CHARITY	RAY ALBREKSTON-5,000, KEITH SPENCE 5,000	10,000
Total  3a				16,766,202

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CAPE COD CENTER FOR WOMEN INC PO BOX 141 N FALMOUTH,MA 02556	N/A	PUBLIC CHARITY	FUNDING FOR A DEVELOPMENT CONSULTANT OR DEVELOPMENT DIRECTOR	25,000
CAPE COD HEALTHCARE FOUNDATION 348 GIFFORD ST UNIT 4 FALMOUTH,MA 02540	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	250,000
CAPE COD HEALTHCARE FOUNDATION 348C GIFFORD ST FALMOUTH,MA 02540	N/A	PUBLIC CHARITY	EXCLUSIVE USE AND BENEFIT OF THE FALMOUTH HOSPITAL	10,000
CHARLES A TINDLEY ACCELERATED SCHOOL 3960 MEADOWS DRIVE INDIANAPOLIS,IN 46205	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
COMMUNITY HEALTH CENTER OF CAPE COD 107 COMMERCIAL STREET MASHPEE,MA 02649	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
COMMUNITY HEALTH CENTER OF CAPE COD 107 COMMERCIAL STREET MASHPEE,MA 02649	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000
CONNOR PRAIRIE LIVING HISTORY MUSEUM 13400 ALLISONVILLE RD FISHERS,IN 46038	N/A	PUBLIC CHARITY	GENERAL SUPPORT	300,000
COUNCIL OF CHURCHES OF GREATER 1100 BOSTON AVENUE BLDG 5A BRIDGEPORT,CT 06610	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
CROSSROADS OF AMERICA COUNCIL 7125 FALL CREEK ROAD NORTH INDIANAPOLIS,IN 46256	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	5,000
CROWN HILL HERITAGE FOUNDATION 700 WEST 38TH STREET INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	THE RESTORATION PROJECT	10,000
DIOCESE OF NORTHERN UGANDA PO BOX 232 3 KM JUB ROAD MICAN,GULU UG	N/A	PC	RESTORATION OF CATHEDRAL	63,000
DUKE UNIVERSITY DIVINITY SCHOOL PO BOX 90968 DURHAM,NC 27708	N/A	PUBLIC CHARITY	RCONCILIATION STAFF SUPPORT FUND	170,000
DUKE UNIVERSITY DIVINITY SCHOOL PO BOX 90968 DURHAM,NC 27708	N/A	PUBLIC CHARITY	DUKE DIVINITY SCHOOL'S GLOBAL INTERFAITH PARTNERSHIP-INDIANA UMOJA PROJECT	45,000
DUKE UNIVERSITY DUKE UNIVERSITY DALLAS,NC 27708	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,230,000
DYSLEXIA INSTITUTE OF INDIANA 2511 E 46TH ST STE 0-2 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000
Total  3a				16,766,202

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DYSLEXIA INSTITUTE OF INDIANA 8395 KEYSTONE XING STE 102 INDIANAPOLIS,IN 46240	N/A	PUBLIC CHARITY	SCHOLARSHIPS FOR STUDENTS AND TEACHERS	20,000
EARTH ISLAND INSTITUTE 2150 ALLSTON WAY STE 460 BERKELEY,CA 947041375	N/A	PC	PLASTIC POLLUTION COALITION	5,000
EITELJORG MUSEUM OF AMERICAN INDIANS 500 WEST WASHINGTON STREET INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	THE CAPITAL CAMPAIGN	10,000
ESKENAZI HEALTH FOUNDATION 1001 WTENTH ST INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	70,000
FAIRBANKS HOSPITAL INC 8102 CLEARVISTA PKWY INDIANAPOLIS,IN 46256	N/A	PUBLIC CHARITY	GENERAL SUPPORT	60,000
FALMOUTH SERVICE CENTER PO BOX 208 FALMOUTH,MA 02541	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000
FALMOUTH YOUTH HOCKEY LEAGUE 9 SKATING LANE FALMOUTH,MA 025402305	N/A	PC	DEBT REDUCTION FOR THE NEW ARENA	50,000
FOUNDATION FOR EVANGELISM PO BOX 985 LAKE JUNALUSKA,NC 28745	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
FRIENDS OF MINUTE MAN NATIONAL PARK 174 LIBERTY STREET CONCORD,MA 01742	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
GENNESARET FREE CLINICS 510 E 24TH STREET INDIANAPOLIS,IN 46205	N/A	PUBLIC CHARITY	GENERAL SUPPORT	14,000
GEORGE MERNAGH MEMORIAL FUND FAIRYHOUSE ROAD RATOATH,MEATH EI	N/A	PC	GENERAL SUPPORT	550,000
GIRLS INC 120 WALL STREET NEW YORK,NY 10005	N/A	PUBLIC CHARITY	GENERAL SUPPORT	60,000
GOODWILL INDUSTRIES FDN OF CENTRAL INDIANA INC 1635 W MICHIGAN ST INDIANAPOLIS,IN 46222	N/A	PUBLIC CHARITY	GENERAL SUPPORT	170,000
GRACE COLLEGE 200 SEMINARY DRIVE WINONA LAKE,IN 46590	N/A	PUBLIC CHARITY	LAKE WAWASEE PROJECT	5,000
GRACE COLLEGE 200 SEMINARY DRIVE WINONA LAKE,IN 46590	N/A	PUBLIC CHARITY	KOSCIUSKO LAKES & STREAMS PROGRAM	5,000
Total  3a				16,766,202

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GREENWICH ACADEMY 200 NORTH MAPLE AVENUE GREENWICH,CT 06830	N/A	PUBLIC CHARITY	GENERAL SUPPORT	35,000
HAPPY HOLLOW CHILDREN'S CAMP 615 N ALABAMA ST STE 228 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
HAWTHORNE COMMUNITY CENTER 2440 WOPIO STREET INDIANAPOLIS,IN 46222	N/A	PC	ITS CAPITAL CAMPAIGN	250,000
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH,MA 02563	N/A	PUBLIC CHARITY	GENERAL SUPPORT	175,000
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH,MA 02563	N/A	PUBLIC CHARITY	\$100,000 TO THE ANNUAL FUND AND \$125,000 FO THE STEM PROGRAM	225,000
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH,MA 02563	N/A	PUBLIC CHARITY	OUTDOOR DISCOVERY PROGRAM FOR INDIANA'S MUSEUMS & SCHOOLS	199,690
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH,MA 02563	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
HOUSING ASSISTANCE CORPORATION 460 WEST MAIN STREET HYANNIS,MA 02601	N/A	PC	CLIENT SERVICES FOR CARRIAGE HOUSE FALMOUTH, MA	25,000
HOUSING FAMILIES 354 CROSS STREET MALDEN,MA 02148	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000
INDIAN GOSPEL MISSION 3 CHURCH STREET GUDAVANCHERI,TAMIL NADU 603202 IN	N/A	PC	GENERAL SUPPORT	23,270
INDIAN GOSPEL MISSION STATE BANK OF NEW YORK 39 BROADWAY NEW YORK,NY 11935	N/A	PUBLIC CHARITY	\$20,874 MEDICAL MISSION, \$3,550 DRINKING WATER PROJECT, \$8,000 MINI GENERATOR FOR ORPHANAGES	32,444
INDIANA HISTORICAL SOCIETY 450 WEST OHIO STREET INDIANAPOLIS,IN 46202	N/A	PC	GENERAL SUPPORT	200,000
INDIANA LANDMARKS 1201 CENTRAL AVENUE INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000
INDIANA NATIONAL GUARD RELIEF FD 55 MONUMENT CIRCLE SUITE 800 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
INDIANA STATE MUSEUM FOUNDATION 650 W WASHINGTON ST INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
Total  3a				16,766,202

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
INDIANA UNIVERSITY FDN FBO IU CENTER OF PHILANTHROPIC 550 WEST NORTH STREET SUITE 301 INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	4,149
INDIANA UNIVERSITY FDN FBO IU HERRON SCHOOL OF ART 735 W NEW YORK ST INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,383
INDIANA UNIVERSITY FOUNDATION 340 W MICHIGAN STREET INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,000,000
INDIANA UNIVERSITY FOUNDATION 340 W MICHIGAN STREET INDIANAPOLIS,IN 46202	N/A	PC	TWO PROGRAMS WITHIN KELLEY SCHOOL OF BUSINESS \$12,500 TO THE YOUNG WOMEN'S INSTITUTE AND \$12,500 TO CIVIC LEADERSHIP DEVELOPMENT	25,000
INDIANA UNIVERSITY FOUNDATION 340 W MICHIGAN STREET INDIANAPOLIS,IN 46202	N/A	PC	ELDORET KENYA PROJECT	50,000
INDIANA UNIVERSITY FOUNDATION PO BOX 500 BLOOMINGTON,IN 47402	N/A	PUBLIC CHARITY	INDIANA UNIVIVERSITY LILLY FAMILY SCHOOL OF PHILANTHROPY	100,000
INDIANA VIRTUAL SCHOOL 2206 E 96TH STREET INDIANAPOLIS,IN 46240	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
INDIANAPOLIS MUSEUM OF ART 4000 MICHIGAN ROAD INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000
INDIANAPOLIS MUSEUM OF ART 4000 MICHIGAN ROAD INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	152,500
INDIANAPOLIS SYMPHONY ORCHESTRA 32 E WASHINGTON STREET STE 600 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	175,000
INDIANAPOLIS ZOOLOGICAL SOCIETY 1200 W WASHINGTON ST INDIANAPOLIS,IN 46222	N/A	PUBLIC CHARITY	GENERAL SUPPORT	150,000
INSTITUTE FOR GLOBAL ENGAGEMENT PO BOX 12205 ARLINGTON,VA 22219	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
JAMESON CAMP 2001 BRIDGEPORT ROAD INDIANAPOLIS,IN 46231	N/A	PUBLIC CHARITY	LEADERSHIP PROGRAM	265,000
JAMESON CAMP 2001 BRIDGEPORT ROAD INDIANAPOLIS,IN 46231	N/A	PC	CAPITAL CAMPAIGN	250,000
JUMPSTART YOUTH CONNECTION INC 5 MARKET ST STE 203C AMESBURY,MA 01913	N/A	PUBLIC CHARITY	SUMMER YOUTH AND YOUNG WOMEN'S COUNSELING PROGRAMS	30,000
Total  3a				16,766,202

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KOSCIUSKO COUNTY COMMUNITY FOUNDATION 102 EAST MARKET STREET WARSAW,IN 46580	N/A	PC	GENERAL SUPPORT	100,000
LEGACY HOUSE 2505 NORTH ARLINGTON AVE INDIANAPOLIS,IN 46218	N/A	PUBLIC CHARITY	GENERAL SUPPORT	60,000
LOUIS PALAU ASSOCIATION PO BOX 50 PORTLAND,OR 972079907	N/A	PC	THE NEW YORK CITY FESTIVAL PREPARATION FOR 2015	50,000
MARIAN UNIVERSITY 3200 COLD SPRING ROAD INDIANAPOLIS,IN 46222	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON,MA 02114	N/A	PUBLIC CHARITY	10,000-HOME BASE PROGRAM, 20,000-GENERAL FUND	30,000
MENNONITE CENTRAL COMMITTEE 21 S 12TH ST PO BOX 500 AKRON,PA 17501	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
METHODIST HEALTH FOUNDATION PO BOX 7168 INDIANAPOLIS,IN 46207	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
NAMI CAPE COD 5 MARK LANE HYANNIS,MA 02601	N/A	PC	GENERAL SUPPORT	25,000
NATIONAL ASSOCIATION OF MENTAL ILLNESS OF INDIANA PO BOX 22697 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON,MA 02115	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250,000
NEW YORK CITY LEADERSHIP CENTER 4604 31ST AVE SECOND FLOOR LONG ISLAND CITY,NY 11103	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
OL LENTILLE FOUNDATION 1129 E 17TH AVENUE DENVER,CO 80218	N/A	PC	NABAKISHO HEALTHCARE PROGRAM	200,000
OL LENTILLE FOUNDATION 1129 E 17TH AVENUE DENVER,CO 80218	N/A	PC	CHARITABLE CONTRIBUTION FOR WDP	800,000
ONE FUND BOSTON PO BOX 990009 BOSTON,MA 02199	N/A	PC	TO ASSIST THOSE AFFECTED BY THE BOSTON MARATHON TRAGEDY	50,000
PARK TUDOR SCHOOL 7200 NORTH COLLEGE AVE INDIANAPOLIS,IN 46240	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Total  3a				16,766,202

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PIVOT MINISTRIES CRISIS CENTER 495 JANE ST BRIDGEPORT,CT 06608	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
PROGRESS HOUSE 201 SOUTH SHELBY STREET INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	14,000
REMOTE AREA MEDICAL FOUNDATION 2200 STOCK CREEK BLVD ROCKFORD,TN 37853	N/A	PC	REACH ACROSS AMERICA PROGRAM & RURAL AMERICA PROGRAM	50,000
RIGHT TO LIFE OF INDIANAPOLIS 1060 EAST 86TH STREET SUITE 61 B INDIANAPOLIS,IN 46240	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
RIGHT TURN BIZ INC 299 BROADWAY ARLINGTON,MA 02474	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
RUTH LILLY HEALTH EDUCATION CENTER 2055 N SENATE AVE INDIANAPOLIS,IN 46202	N/A	PUBLIC CHARITY	LIFE LEADERSHIP	1,383
SALT POND AREAS BIRD SANCTUARIES PO BOX 535 WEST FALMOUTH,MA 02574	N/A	PC	GENERAL SUPPORT	5,000
SAMARITAN EDUCATIONAL TRUST PO BOX 763 15 MILLERS ROAD KILPAUK TAMIL NADU 12345 IN	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
ST MARGARET'S HOSPITAL GUILD 3050 N MERIDIAN ST INDIANAPOLIS,IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
ST VINCENT HOSPITAL FOUNDATION 8402 HARCOURT ROAD STE 210 INDIANAPOLIS,IN 46260	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
THAD'S EPISCOPAL CHURCH 1316 3RD STREET STE B4 SANTA MONICA,CA 90401	N/A	PC	GENERAL SUPPORT	2,500
THE AMERICAN FUND FOR CHARITIES 1000 NORTH WEST STREET STE 1200 WILMINGTON,DE 19801	N/A	PUBLIC CHARITY	GENERAL SUPPORT	900,000
THE AMERICAN FUND FOR CHARITIES 1000 NORTH WEST STREET STE 1200 WILMINGTON,DE 19801	N/A	PUBLIC CHARITY	BENEFIT OF A S I S	100,000
THE AMERICAN FUND FOR CHARITIES 1000 NORTH WEST STREET STE 1200 WILMINGTON,DE 19801	N/A	PUBLIC CHARITY	BENEFIT A K ILEN COMPANY LTD	50,000
THE BUCKLEY SCHOOL 3900 STANSBURY AVENUE SHERMAN OAKS,CA 91423	N/A	PC	CAPITAL CAMPAIGN FOR MATH & SCHIENCES BUILDINGS	2,500
Total  3a				16,766,202

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE BUSCH WILDLIFE SANTUARY 2500 JUPITER PARK DRIVE JUPITER, FL 33458	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
THE CHILDRENS MUSEUM OF INDIANAPOLIS 3000 N MERIDIAN ST INDIANAPOLIS, IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
THE CHRISTAMORE HOUSE GUILD 502 NORTH TREMONT STREET INDIANAPOLIS, IN 46222	N/A	PUBLIC CHARITY	CHRISTAMORE HOUSE'S NURSERY SCHOOL	40,000
THE FENN SCHOOL 516 MONUMENT STREET CONCORD, MA 01742	N/A	PUBLIC CHARITY	GENERAL SUPPORT	250,000
THE GREENWOOD SCHOOL 14 GREENWOOD LANE PUTNEY, VT 05346	N/A	PUBLIC CHARITY	ENDOWMENT FUND	250,000
THE GREENWOOD SCHOOL 14 GREENWOOD LANE PUTNEY, VT 05346	N/A	PUBLIC CHARITY	SCHOLARSHIPS TO STUDENTS WHO ARE RESIDENTS OF INDIANA	153,200
THE HUMANE SOCIETY OF THE US 2100 L ST NW WASHINGTON, DC 20037	N/A	PUBLIC CHARITY	WORKING TOGETHER TO PROTECT INDIANA ANIMALS PROGRAM	150,000
THE ISLAND SCHOOL FOUNDATION INC PO BOX 6006 LAWRENCEVILLE, NJ 08648	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000
THE LOS ANGELES TEAM MENTORING INC 714 W OLYMPIC BLVD STE 640 LOS ANGELES, CA 90015	N/A	PC	GENERAL SUPPORT	5,000
THE MIND TRUST INC 407 N FULTON ST STE 102 INDIANAPOLIS, IN 46202	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000
THE MIND TRUST INC 407 N FULTON ST STE 102 INDIANAPOLIS, IN 46202	N/A	PC	GENERAL SUPPORT	10,000
THE NEW ORLEANS MUSICIANS CLINIC 1525 LOUISIANA AVENUE NEW ORLEANS, LA 70115	N/A	PC	MEDICAL, DENTAL, DIABETIC CARE, & MENTAL HEALTH SERVICES FOR MUSICIANS & TRADITION BEARERS ONLY	200,000
UNITED WAY OF CENTRAL INDIANA 3901 N MERIDIAN STREET PO BOX 88409 INDIANAPOLIS, IN 46208	N/A	PUBLIC CHARITY	TO BE USED FOR THE LEGACY RUTH LILLY SMALL GRANTS PROGRAM	1,500,000
UNITED WAY OF CENTRAL INDIANA 3901 N MERIDIAN STREET PO BOX 88409 INDIANAPOLIS, IN 46208	N/A	PUBLIC CHARITY	TO BE USED FOR THE LILLY FAMILY EARLY CHILDHOOD PROJECT	385,000
UNITED WAY OF CENTRAL INDIANA 3901 N MERIDIAN STREET PO BOX 88409 INDIANAPOLIS, IN 46208	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500,000
Total  3a				16,766,202

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF CENTRAL INDIANA 3901 N MERIDIAN STREET PO BOX 88409 INDIANAPOLIS,IN 462080409	N/A	PC	READY TO LEARN, READY TO EARN PROGRAM	150,000
VOLUNTEERS OF AMERICA INDIANA 927 NORTH PENNSYLVANIA ST INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	BENEFIT OF THEODORA HOUSE	160,000
WAWASEE AREA CONSERVANCY FDN PO BOX 548 SYRACUSE,IN 46567	N/A	PUBLIC CHARITY	GENERAL SUPPORT	240,000
WESTPORT WESTON FAMILY YMCA 59 POST ROAD WESTPORT,CT 06880	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN BUILDING WHAT MATTERS	30,000
WHEELER MISSION MINISTRIES 205 E YORK STREET INDIANAPOLIS,IN 46204	N/A	PC	RESTRICTED TO CAPITAL CAMPAIGN	50,000
WWOZ RADIO PO BOX 51840 NEWORLEANS,LA 70151	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000
YMCA OF GREATER INDIANAPOLIS 615 N ALABAMA ST STE 200 INDIANAPOLIS,IN 46204	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
YONKERS FAMILY YMCA 17 RIVERDALE AVENUE YONKERS,NY 10701	N/A	PC	CREATION OF A CHRISTIAN & FAMILY OUTREACH DEPT COORDINATOR POSITION	50,000
YONKERS FAMILY YMCA 17 RIVERDALE AVENUE YONKERS,NY 10701	N/A	PC	SPONSOR MEMBERSHIPS FOR 10 FAMILIES A YEAR	1,800
YOUNG LIFE PO BOX 520 COLORADO SPRINGS,CO 80901	N/A	PUBLIC CHARITY	THE YOUNG LIVES PROGRAM	6,000
YOUNG LIFE PO BOX 520 COLORADO SPRINGS,CO 80901	N/A	PC	THE FAIRFIELD CONNECTICUT PROGRAM	30,000
Total  3a				16,766,202

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors	OMB No 1545-0047
	▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	2013

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

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA	Employer identification number 34-7206415
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	RUTH LILLY IRR SPECIAL TRUST PO BOX 94651 CLEVELAND, OH 44101 	\$ 82,900	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA	Employer identification number 34-7206415
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA	Employer identification number 34-7206415
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

TY 2013 All Other Program

Related Investments Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA

EIN: 34-7206415

Category	Amount
N/A	0

**TY 2013 Investments Corporate
Bonds Schedule**

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

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	15,777,491	17,819,224

**TY 2013 Investments Corporate
Stock Schedule**

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	36,543,933	44,995,754

TY 2013 Investments - Other Schedule**Name:** RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA**EIN:** 34-7206415

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - FIXED INCOME	AT COST	15,106,530	14,758,206
MUTUAL FUNDS - EQUITIES	AT COST	64,482,934	71,578,518

TY 2013 Legal Fees Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA

EIN: 34-7206415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BARNES & THORNBURG LLP	1,980	0		1,980
TAFT STETTINIUS & HOLLISTER LLP	39,784	0		39,784
LOURIE & CUTLER	1,434	0		1,434
DAY PITNEY	2,329	0		2,329

TY 2013 Other Decreases Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA

EIN: 34-7206415

Description	Amount
PRIOR YEAR INCOME AND EXPENSES REVERSED IN CURRENT YEAR	68

TY 2013 Other Expenses Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA

EIN: 34-7206415

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR SERVICE FEES	137	137		0

TY 2013 Other Increases Schedule

Name: RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA

EIN: 34-7206415

Description	Amount
DIFFERENCE BETWEEN TAX COST AND CARRYING VALUE	911,995
RECEIPT DUE TO MANDATORY MERGER, PERRIGO, INC	370,771

TY 2013 Other Professional Fees Schedule**Name:** RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA**EIN:** 34-7206415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WEDGEWOOD PARTNERS	30,961	30,961		0
RCL ADVISORS INVESTMENT MANAGEMENT FEE	51,778	51,778		0
SAND CAPITAL MANAGEMENT	27,248	27,248		0
GOEZLER	56,722	56,722		0
BRYAN CAVE	15,083	15,083		0
TUPELO TREE INVESTMENT MANAGEMENT FEE	360,605	360,605		0

TY 2013 Taxes Schedule**Name:** RUTH LILLY PHILANTHROPIC FOUNDATION PNC BANK NA**EIN:** 34-7206415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRIOR YEAR EXTENSION EXCISE TAX BALANCE DUE	240,000	0		0
ESTIMATED TAX PAID FOR 12/31/13	900,000	0		0
FOREIGN TAXES PAID	8,174	8,174		0