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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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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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 LILA A LILLY FOUNDATION INC		<b>A Employer identification number</b>  35-6044315	
Number and street (or P O box number if mail is not delivered to street address) 8118 MADISON AVE		<b>B Telephone number</b> (see instructions)  (317) 887-9516	
City or town, state or province, country, and ZIP or foreign postal code INDIANAPOLIS, IN 46227		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 978,204		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,995	17,995	17,995	
	4 Dividends and interest from securities. . . . .	18,488	18,488	18,488	
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	102,500			
	b Gross sales price for all assets on line 6a 476,131				
	7 Capital gain net income (from Part IV, line 2) . . . .		102,500		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	138,983	138,983	36,483	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	3,600	3,600	3,600	
	c Other professional fees (attach schedule) . . . . .	13,833	13,833	13,833	
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	1,631	1,631	1,631	
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .				
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	19,064	19,064	19,064	0
	25 Contributions, gifts, grants paid . . . . .	81,000			81,000
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	100,064	19,064	19,064	81,000
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	38,919			
	b <b>Net investment income</b> (if negative, enter -0-)		119,919		
	c <b>Adjusted net income</b> (if negative, enter -0-)			17,419	

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 . . . . .	9,233	271,877	271,877
	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) . . . . .	811,747	588,022	706,327
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	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)	820,980	859,899	978,204	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	100	100	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	820,880	859,799	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	820,980	859,899	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	820,980	859,899		

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	820,980
2	Enter amount from Part I, line 27a . . . . .	2	38,919
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	859,899
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	859,899

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	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	102,500
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	82,818	1,031,072	000 080322
2011	95,040	1,103,983	000 086088
2010	83,904	1,092,015	000 076834
2009	88,467	941,094	000 094004
2008	82,888	1,010,053	000 082063

2	Total of line 1, column (d). . . . .	2	000 419311
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	000 083862
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	993,763
5	Multiply line 4 by line 3. . . . .	5	83,339
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	1,199
7	Add lines 5 and 6. . . . .	7	84,538
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	81,000

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		<b>1</b> 2,398
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		<b>2</b>
<b>3</b> Add lines 1 and 2. . . . .		<b>3</b> 2,398
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		<b>4</b>
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		<b>5</b> 2,398
<b>6 Credits/Payments</b>		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments Add lines 6a through 6d. . . . .		<b>7</b>
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		<b>8</b>
<b>9 Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .		<b>9</b> 2,398
<b>10 Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .		<b>10</b>
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>		<b>11</b>

Part VII-A Statements Regarding Activities			
<b>1a</b> 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? . . . . .		<b>Yes</b>	<b>No</b>
	<b>1a</b>		<b>No</b>
	<b>b</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)? . . . . .		
<i>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.</i>	<b>1b</b>		<b>No</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>		<b>No</b>
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>		<b>No</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>		<b>No</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		<b>No</b>
<b>6</b> 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? . . . . .			
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	<b>Yes</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN _____			
<b>b</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? <i>If "No," attach explanation .</i>	<b>8b</b>	<b>Yes</b>	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		<b>No</b>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		<b>No</b>

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		No
Website address N/A				
14	The books are in care of J RANDALL PINEGAR Telephone no (317) 887-9516 Located at 8118 MADISON AVE INDIANAPOLIS IN ZIP+4 46227			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	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		
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?. 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	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

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LILA HEALY	PRESIDENT	0		
PO BOX 4236	002 00			
TUBAC,AZ 85646				
ALINE RANDLE	VICE PRESIDENT	0		
PO BOX 4213	002 00			
TUBAC,AZ 85646				
MATTHEW HEALY	VICE PRESIDENT	0		
3304 SE GRANT ST	002 00			
PORTLAND,OR 97214				
J RANDALL PINEGAR	TREASURER	0		
8118 MADISON AVE	002 00			
INDIANAPOLIS,IN 46227				
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
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
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 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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	868,337
b	Average of monthly cash balances. . . . .	1b	140,559
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	1,008,896
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	
3	Subtract line 2 from line 1d. . . . .	3	1,008,896
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <del>5</del> . . . . .	4	15,133
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	993,763
6	Minimum investment return. Enter 5% of line 5. . . . .	6	49,688

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	49,688
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	2,398
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	2,398
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	47,290
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	47,290
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	47,290

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 <del>5</del> . . . . .	1a	81,000
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
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	81,000
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	81,000
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				47,290
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only. . . . .				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008. . . . .	33,469			
b	From 2009. . . . .	42,642			
c	From 2010. . . . .	30,157			
d	From 2011. . . . .	41,817			
e	From 2012. . . . .	31,630			
f	Total of lines 3a through e. . . . .	179,715			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 81,000				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c	Treated as distributions out of corpus (Election required—see instructions). . . . .				
d	Applied to 2013 distributable amount. . . . .				47,290
e	Remaining amount distributed out of corpus	33,469			
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	213,184			
b	Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
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. . . . .				
d	Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
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). . . . .				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	33,469			
9	Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	179,715			
10	Analysis of line 9				
a	Excess from 2009. . . .	42,642			
b	Excess from 2010. . . .	30,157			
c	Excess from 2011. . . .	41,817			
d	Excess from 2012. . . .	31,630			
e	Excess from 2013. . . .	33,469			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	81,000
b Approved for future payment				
Total . . . . .			3b	

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 IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
17 SH BANCO SANTANDER CEN HISPANO	P	2012-09-26	2013-01-10
50 SH BANCO SANTANDER CEN HISPANO	P	2012-09-26	2013-04-09
64 SH BANCO SANTANDER CEN HISPANO	P	2012-09-26	2013-07-10
27 SH BANCO SANTANDER CEN HISPANO	P	2012-09-26	2013-10-10
100000 SH BRUNSWICK CORP BOND	P	2011-04-08	2013-01-08
100000 SH MANITOWOC CO INC SR NT	P	2010-10-14	2013-01-28
75000 SH CHESAPEAKE ENERGY CORP NOTE	P	2011-08-25	2013-06-17
1000 SH SAFETY INS GROUP	P	2007-11-06	2013-09-03
500 SH SPDR GOLD TRUST	P	2004-12-09	2013-04-17
500 SH SPDR GOLD TRUST	P	2007-09-10	2013-05-06
SPDR GOLD TRUST	P	2004-12-09	2013-12-31
SPDR GOLD TRUST	P	2007-09-10	2013-12-31
SPDR GOLD TRUST	P	2009-01-20	2013-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1		1	
3		3	
4		5	
2		2	
101,900		89,850	12,050
109,500		108,850	650
74,998		82,575	-7,577
50,124		36,054	14,070
67,100		21,606	45,494
71,113		34,428	36,685
107		30	77
107		48	59
295		180	115



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			12,050
			650
			-7,577
			14,070
			45,494
			36,685
			77
			59
			115

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)				
<b>a</b> Paid during the year				
INTENATIONAL SOFTBALL CONGRESS PO BOX 1083 FINDLAY,OH 45839		PC	TO FURTHER THEIR MISSION	12,000
LA PLATA COUNTY 4H 2500 MAIN AVE DURANGO,CO 81301		PC	TO FURTHER THEIR MISSION	18,000
EQUINE VOICES RESCUE SANCTUARY PO BOX 1685 GREEN VALLEY,AZ 85622		PC	TO FURTHER THEIR MISSION	1,000
NATIVE FISH SOCIETY 221 MOLALLA AVE SUITE 100 OREGON CITY,OR 97045		PC	TO FURTHER THEIR MISSION	3,000
WOODSTOCK PTA 5601 SE 50TH AVE PORTLAND,OR 97206		PC	TO FURTHER THEIR MISSION	6,000
HOSFORD PTA 2303 SE 28TH PLACE PORTLAND,OR 97214		PC	TO FURTHER THEIR MISSION	6,000
SHU REN OF PORTLAND PO BOX 86279 PORTLAND,OR 97286		PC	TO FURTHER THEIR MISSION	10,000
TABOR HOUSE PO BOX 340493 HARTFORD,CT 06134		PC	TO FURTHER THIER MISSION	1,000
PETIT FOUNDATION PO BOX 310 PLAINVILLE,CT 06062		PC	TO FURTHER THIER MISSION	1,000
YANKEE INSTITUTE FOR PUBLIC POLICY 800 CONNECTICUT BLVD EAST HARTFORD,CT 06108		PC	TO FURTHER THEIR MISSION	1,000
PRUDENCE CRANDALL CENTER 594 BURRITT STREET NEW BRITAIN,CT 06050		PC	TO FURTHER THIER MISSION	1,000
WORLD AFFAIRS COUNCIL 1200 18TH STREET NW WASHINGTON,DC 20036		PC	TO FURTHER THEIR MISSION	1,000
D'AMICO INSTITUTE OF ART 110 NAGEAGUE MEADOW RD AMAGANSET,NY 11930		PC	TO FURTHER THEIR MISSION	10,000
SPRING LAKE RANCH 1169 SPRING LAKE ROAD CUTTINGSVILLE,VT 05738		PC	TO FURTHER THEIR MISSION	10,000
<b>Total . . . . . ▶ 3a</b>				81,000

**TY 2013 Accounting Fees Schedule****Name:** LILA A LILLY FOUNDATION INC**EIN:** 35-6044315**Software ID:** 13000230**Software Version:** 13.6.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOYD, PINEGAR ASSOCIATES	3,600	3,600	3,600	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: LILA A LILLY FOUNDATION INC

EIN: 35-6044315

Software ID: 13000230

Software Version: 13.6.0.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
17 SH BANCO SANTANDER CEN HISPANO	2012-09	P	2013-01		1	1	COST			
50 SH BANCO SANTANDER CEN HISPANO	2012-09	P	2013-04		3	3	COST			
64 SH BANCO SANTANDER CEN HISPANO	2012-09	P	2013-07		4	5	COST			
27 SH BANCO SANTANDER CEN HISPANO	2012-09	P	2013-10		2	2	COST			
100000 SH BRUNSWICK CORP BOND	2011-04	P	2013-01		101,900	89,850	COST		12,050	
100000 SH MANITOWOC CO INC SR NT	2010-10	P	2013-01		109,500	108,850	COST		650	
75000 SH CHESAPEAKE ENERGY CORP NOTE	2011-08	P	2013-06		74,998	82,575	COST		-7,577	
1000 SH SAFETY INS GROUP	2007-11	P	2013-09		50,124	36,054	COST		14,070	
500 SH SPDR GOLD TRUST	2004-12	P	2013-04		67,100	21,606	COST		45,494	
500 SH SPDR GOLD TRUST	2007-09	P	2013-05		71,113	34,428	COST		36,685	
SPDR GOLD TRUST	2004-12	P	2013-12		107	30	COST		77	
SPDR GOLD TRUST	2007-09	P	2013-12		107	48	COST		59	
SPDR GOLD TRUST	2009-01	P	2013-12		295	180	COST		115	

**TY 2013 General Explanation Attachment****Name:** LILA A LILLY FOUNDATION INC**EIN:** 35-6044315**Software ID:** 13000230**Software Version:** 13.6.0.0

TY 2013 Investments Corporate

Bonds Schedule

**Name:** LILA A LILLY FOUNDATION INC

**EIN:** 35-6044315

**Software ID:** 13000230

**Software Version:** 13.6.0.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
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## TY 2013 Investments Corporate Stock Schedule

**Name:** LILA A LILLY FOUNDATION INC

**EIN:** 35-6044315

**Software ID:** 13000230

**Software Version:** 13.6.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
50000 shares of EXIDE TECHNOLOGITES SUB NOTE	43,613	11,125
3000 shares of BANCO SANTANDER	22,912	27,206
2000 shares of NORTHWEST PIPE CO	52,538	75,520
1000 shares of ARES COMMERCIAL REAL ESTATE CORP	13,135	13,100
2000 shares of ANNALY CAPITAL MANAGEMENT INC	24,259	19,940
4000 shares of AW REVENUE TOYALTIES INCOME FD	50,127	82,135
1967 shares of BANCO SANTANDER	16,463	17,845
1000 shares of DOMINION RES INC	47,077	64,690
75000 shares of CHESAPEAKE ENERTY CORP CNV PUT	81,950	78,797
1000 shares of DCP MIDSTREAM PARTNERS LP	44,659	50,350
600 shares of GENERAL AMERN INVS INC PFD	15,322	15,222
1000 shares of MICROSOFT CORP	31,560	37,430
500 shares of SPDR GOLD TRUST	42,276	58,085
4000 shares of STAR GAS PARTNERS	21,121	21,000
1000 shares of STAR GAS PARTNERS	4,980	5,250
2600 shares of SAFETY INSURANCE GROUP	57,686	90,080
758 shares of WILLIAMS PIPELINE PARTNERS	18,344	38,552

**TY 2013 Other Professional Fees Schedule****Name:** LILA A LILLY FOUNDATION INC**EIN:** 35-6044315**Software ID:** 13000230**Software Version:** 13.6.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THE HEALY GROUP	10,231	10,231	10,231	
INVESTMENT MANAGEMENT FEES	2,368	2,368	2,368	
SPDR GOLD TRUST FEES	508	508	508	
OTHER INVESTMENT EXPENSES	726	726	726	



**TY 2013 Taxes Schedule****Name:** LILA A LILLY FOUNDATION INC**EIN:** 35-6044315**Software ID:** 13000230**Software Version:** 13.6.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX PAID WITH 2012 FORM 990-PF	183	183	183	
FOREIGN TAX ON DIVIDENDS	1,358	1,358	1,358	
IND SEC OF STATE FILING FEES	90	90	90	