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## 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 separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

**THE LILY FOUNDATION**

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

**200 W. LANCASTER AVENUE**

Room/suite

**202**

City or town, state or province, country, and ZIP or foreign postal code

**WAYNE, PA 19087-4046**

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col. (c), line 16)J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_► \$ **12,923,933.** (Part I, column (d) must be on cash basis.)**Part I. Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			<b>N/A</b>	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	<b>32,794.</b>	<b>162.</b>		<b>STATEMENT 1</b>
	4 Dividends and interest from securities	<b>176,190.</b>	<b>175,007.</b>		<b>STATEMENT 2</b>
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<b>-25,247.</b>			
	b Gross sales price for all assets on line 6a	<b>872,584.</b>			
	7 Capital gain net income (from Part IV, line 2)		<b>0.</b>		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<b>0</b>	<b>0.</b>		<b>STATEMENT 3</b>
	12 Total. Add lines 1 through 11	<b>172,428.</b>	<b>175,169.</b>		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	<b>0.</b>	<b>0.</b>		<b>0.</b>
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	<b>8,796.</b>	<b>0.</b>		<b>8,796.</b>
	c Other professional fees	<b>55,163.</b>	<b>54,394.</b>		<b>725.</b>
	17 Interest	<b>10.</b>	<b>10.</b>		<b>0.</b>
	18 Taxes	<b>9,090.</b>	<b>1,258.</b>		<b>0.</b>
	19 Depreciation and depletion	<b>475.</b>	<b>0.</b>		
	20 Occupancy	<b>621.</b>	<b>0.</b>		<b>621.</b>
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	<b>1,314.</b>	<b>1,282.</b>		<b>32.</b>
	24 Total operating and administrative expenses. Add lines 13 through 23	<b>75,469.</b>	<b>56,944.</b>		<b>10,174.</b>
	25 Contributions, gifts, grants paid	<b>614,500.</b>			<b>614,500.</b>
	26 Total expenses and disbursements. Add lines 24 and 25	<b>689,969.</b>	<b>56,944.</b>		<b>624,674.</b>
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<b>-517,541.</b>			
	b Net investment income (if negative, enter -0)		<b>118,225.</b>		
	c Adjusted net income (if negative, enter -0)			<b>N/A</b>	

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		241,623.		
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations	STMT 9	972,294.	971,926.	995,419.
b	Investments - corporate stock	STMT 10	0.	24,650.	25,490.
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 11	10,075,927.	9,796,285.	11,896,372.
14	Land, buildings, and equipment: basis ►	3,322.			
	Less accumulated depreciation	STMT 12 ►	1,472.	2,325.	1,850.
15	Other assets (describe ►	STATEMENT 13)	5,702.	4,802.	4,802.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		11,297,871.	10,799,513.	12,923,933.
17	Accounts payable and accrued expenses			59,594.	
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable				
22	Other liabilities (describe ►	STATEMENT 14)	38.	37.	
23	Total liabilities (add lines 17 through 22)		38.	59,631.	
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	8,619,417.	8,619,417.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	2,678,416.	2,120,465.		
30	Total net assets or fund balances	11,297,833.	10,739,882.		
31	Total liabilities and net assets/fund balances	11,297,871.	10,799,513.		

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,297,833.
2	Enter amount from Part I, line 27a	2	-517,541.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	10,780,292.
5	Decreases not included in line 2 (itemize) ►	5	40,410.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,739,882.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	<b>SEE ATTACHED STATEMENTS</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					
b					
c					
d					
e	872,584.		897,831.	-25,247.	
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					
b					
c					
d					
e				-25,247.	
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	-25,247.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	633,062.	12,365,720.	.051195
2011	430,566.	11,486,197.	.037486
2010	597,592.	7,485,290.	.079836
2009	238,250.	6,903,011.	.034514
2008	248,928.	3,639,897.	.068389

2 Total of line 1, column (d)

2 .271420

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 .054284

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 12,538,232.

5 Multiply line 4 by line 3

5 680,625.

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

6 1,182.

7 Add lines 5 and 6

7 681,807.

8 Enter qualifying distributions from Part XII, line 4

8 624,674.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <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 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 c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: a 2013 estimated tax payments and 2012 overpayment credited to 2013 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> 11 Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> ► <input type="checkbox"/> <b>Refunded</b> ► <input type="checkbox"/>	1	2,365.
2			0.	
3			2,365.	
4			0.	
5			2,365.	
6a	5,400.			
6b				
6c				
6d				
7	5,400.			
8				
9				
10	3,035.		3,035.	
11			0.	

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities.*

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T.*

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

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*

N/A

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA

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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

## Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ►	N/A	
14	The books are in care of ► THE FOUNDATION	Telephone no. ► 610-964-0331
	Located at ► 200 W. LANCASTER AVENUE, WAYNE, PA	ZIP+4 ► 19087-4046
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15   N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16   Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	
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?	1b	
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?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X 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	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

Organizations relying on a current notice regarding disaster assistance check here

N/A



5b

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

N/A

 Yes  No

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

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

 Yes  No

6b

X

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

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

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

 Yes  No

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

N/A

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.

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

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

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

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



0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

**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.

Number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
1	N/A
2	
3	
4	

## Part IX-B | Summary of Program-Related Investments

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

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		
3	All other program-related investments. See instructions.	
<b>Total. Add lines 1 through 3</b>		0.

## Form

Form 990-PF (2013)

323581  
10-10-13

**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 12,579,441.
b	Average of monthly cash balances	1b 143,077.
c	Fair market value of all other assets	1c 6,652.
d	<b>Total</b> (add lines 1a, b, and c)	1d 12,729,170.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 12,729,170.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 190,938.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 12,538,232.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 626,912.

**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	1 626,912.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 2,365.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 2,365.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 624,547.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 624,547.
6	Deduction from distributable amount (see instructions)	6 0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 624,547.

**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 624,674.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 624,674.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 624,674.

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				624,547.
2 Undistributed income, if any, as of the end of 2013			16,836.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 624,674.			16,836.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2013 distributable amount				607,838.
e Remaining amount distributed out of corpus				0.
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		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.		0.		
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014		0.		16,709.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				



## 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
<b>a Paid during the year</b>				
THE ACADEMY OF NATURAL SCIENCES 1900 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	N/A	PUBLIC	GENERAL	25,000.
AGNES IRWIN SCHOOL 275 S. ITHAN AVENUE ROSEMONT, PA 19010	N/A	PUBLIC	GENERAL	250,000.
BROADWAY DREAMS FOUNDATION 8965 BROCKHAM WAY ALPHARETTA, GA 30022	N/A	PUBLIC	GENERAL	10,000.
BRUCE MONTGOMERY FOUNDATION FOR THE ARTS P.O. BOX 1565 BLUE BELL, PA 19422	N/A	PUBLIC	GENERAL	10,000.
CAMP DREAMCATCHER 905 CONNER ROAD WEST CHESTER, PA 19380	N/A	PUBLIC	GENERAL	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 614,500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>ML BLUETREND</u>					
b <u>FUTURESACESS LLC</u>					
c <u>ML BLUETREND</u>					
d <u>FUTURESACESS LLC</u>					
e					
12 Subtotal. Add columns (b), (d), and (e)			0.	172,428.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	172,428.
(See worksheet in line 13 instructions to verify calculations.)					

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

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

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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If "Yes," complete the following schedule.

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

**Sign  
Here**

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

May the IRS discuss this  
return with the preparer  
shown below (see instr.)?

**Signature of officer or trustee**

Date

## 4 ► TRUSTEE

Title

<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<b>BRETT W. SENIOR</b>			<b>8-27-14</b>		<b>P00118248</b>
	Firm's name ► BRETT SENIOR TAX SERVICES, LLC				Firm's EIN ► 46-2438161	
	Firm's address ► 125 STRAFFORD AVENUE, SUITE 112 WAYNE, PA 19087				Phone no. 610-293-1500	

## THE LILY FOUNDATION

52-6854621

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAPE ELEUTHERA FOUNDATION P.O. BOX 6008 <u>LAWRENCEVILLE, NJ 08648</u>	N/A	PUBLIC	GENERAL	10,000.
CHESTER COUNTY FUND FOR WOMEN & GIRLS 1450 E. BOOT ROAD, SUITE 400B <u>WEST CHESTER, PA 19380</u>	N/A	PUBLIC	GENERAL	15,000.
COMMUNITY PARTNERSHIP SCHOOL 1936 N. JUDSON STREET <u>PHILADELPHIA, PA 19121</u>	N/A	PUBLIC	GENERAL	20,000.
DOMESTIC ABUSE PROJECT 204 WEST FRANKLIN AVENUE <u>MINNEAPOLIS, MN 55404</u>	N/A	PUBLIC	GENERAL	150,000.
GREENER PARTNERS 260 SPRING ROAD <u>MALVERN, PA 19355</u>	N/A	PUBLIC	GENERAL	2,500.
HELPUSADOPT.ORG P.O. BOX 20435 <u>NEW YORK, NY 10021</u>	N/A	PUBLIC	GENERAL	10,000.
INDEPENDENCE SEAPORT MUSEUM 211 S. COLUMBUS BLVD & WALNUT ST. <u>PHILADELPHIA, PA 19106</u>	N/A	PUBLIC	GENERAL	5,000.
KIDS SMILES 3751 ISLAND AVENUE, 2ND FLOOR <u>PHILADELPHIA, PA 19153</u>	N/A	PUBLIC	GENERAL	5,000.
MINDING YOUR MIND 42 WEST LANCASTER AVENUE, 2ND FL <u>ARDMORE, PA 19003</u>	N/A	PUBLIC	GENERAL	10,000.
NATURAL LANDS TRUST 1031 PALMERS MILL ROAD <u>MEDIA, PA 19063</u>	N/A	PUBLIC	GENERAL	5,000.
<u>Total from continuation sheets</u>				314,500.

## THE LILY FOUNDATION

52-6854621

## Part XV | Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NURTURING MINDS, INC. 61 OAKWOOD LANE VALLEY FORGE, PA 19481	N/A	PUBLIC	GENERAL	15,000.
PETER'S PLACE 150 N. RADNOR-CHESTER RD., SUITE F-130 RADNOR, PA 19087	N/A	PUBLIC	GENERAL	31,000.
PLANNED PARENTHOOD FOR SOUTHEASTERN PENNSYLVANIA 1144 LOCUST STREET PHILADELPHIA, PA 19107	N/A	PUBLIC	GENERAL	15,000.
PHILADELPHIA OUTWARD BOUND SCHOOL 3250 WEST SEDGELEY DRIVE PHILADELPHIA, PA 19130	N/A	PUBLIC	GENERAL	5,000.
RADNOR WAYNE LITTLE LEAGUE P.O. BOX 8147 RADNOR, PA 19087	N/A	PUBLIC	GENERAL	5,000.
THE CHILDREN'S HOSPITAL OF PHILADELPHIA FOUNDATION 34TH STREET & CIVIC CENTER BLVD PHILADELPHIA, PA 19104	N/A	PUBLIC	GENERAL	5,000.
THORNCROFT EQUESTRIAN CENTER 190 LINE ROAD MALVERN, PA 19355	N/A	PUBLIC	GENERAL	5,000.
WOODLYNDE SCHOOL 445 UPPER GULPH ROAD STRAFFORD, PA 19087-5498	N/A	PUBLIC	GENERAL	1,000.
<b>Total from continuation sheets</b>				

## THE LILY FOUNDATION

## 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 500 SHS ISHARES MBS ETF			P	10/01/12	06/27/13
b 250 SHS ISHARES MSCI CDA ETF			P	11/07/12	12/12/13
c 1000 SHS ISHARES IBOXX \$INVT GRADE CORP BD			P	10/01/12	12/12/13
d 750 SHS ISHARES MSCI AUSTRALIA			P	06/02/10	12/12/13
e 1050 SHS ISHARES MSCI CDA			P	05/04/10	12/12/13
f 2000 SHS ISHARES 1-3 YR TREAS BD			P	03/28/11	06/27/13
g 500 SHS VANGUARD MSCI EMERGING MKTS			P	05/21/09	02/25/13
h 500 SHS ISHARES S&P 500 GRTH			P	08/05/09	02/25/13
i 668 UNITS POWERSHARES DB COMMODITY			P	08/20/08	02/25/13
j SPDR GOLD TRUST			P	10/26/12	10/14/13
k SPDR GOLD TRUST			P	10/26/12	12/12/13
l 750 SHS ISHARES MBS ETF			P	10/01/12	09/18/13
m 3000 SHS ISHARES BARCLYS 1-3 YR TREAS IDX FD			P	09/17/10	04/11/13
n PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX			P	01/31/13	12/31/13
o PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX			P	12/01/12	12/31/13

(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 52,433.		54,543.	-2,110.
b 7,080.		7,022.	58.
c 113,855.		121,460.	-7,605.
d 17,634.		14,819.	2,815.
e 29,736.		28,431.	1,305.
f 168,581.		167,560.	1,021.
g 22,010.		15,400.	6,610.
h 40,084.		25,845.	14,239.
i 18,531.		18,493.	38.
j 253.		301.	-48.
k 59,195.		82,746.	-23,551.
l 77,579.		81,814.	-4,235.
m 253,225.		252,836.	389.
n		61.	-61.
o		1,703.	-1,703.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2,110.
b			58.
c			-7,605.
d			2,815.
e			1,305.
f			1,021.
g			6,610.
h			14,239.
i			38.
j			-48.
k			-23,551.
l			-4,235.
m			389.
n			-61.
o			-1,703.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

## THE LILY FOUNDATION

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

## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX			P	01/31/13	12/31/13
b PASS-THROUGH FROM POWERSHARES DB COMMODITY INDEX			P	12/01/12	12/31/13
c PASS-THROUGH FROM ML BLUETREND FUTURESACCESS LLC			P	01/31/13	12/31/13
d PASS-THROUGH FROM ML BLUETREND FUTURESACCESS LLC			P	12/01/12	12/31/13
e CAPITAL GAINS DIVIDENDS					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a		3,140.	-3,140.		
b		4,710.	-4,710.		
c		6,779.	-6,779.		
d		10,168.	-10,168.		
e	12,388.		12,388.		
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-3,140.		
b			-4,710.		
c			-6,779.		
d			-10,168.		
e			12,388.		
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	-25,247.		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A		

323591  
05-01-13

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH - 871-02090	45.	45.	
MERRILL LYNCH - 871-02233	32,673.	41.	
POWERSHARES DB COMMODITY INDEX TRACKING FUND	76.	76.	
<b>TOTAL TO PART I, LINE 3</b>	<b>32,794.</b>	<b>162.</b>	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH - 871-02090	96,606.	0.	96,606.	96,606.	
MERRILL LYNCH - 871-02094	8,480.	1,145.	7,335.	7,335.	
MERRILL LYNCH - 871-02233	83,492.	11,243.	72,249.	71,066.	
<b>TO PART I, LINE 4</b>	<b>188,578.</b>	<b>12,388.</b>	<b>176,190.</b>	<b>175,007.</b>	

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ML BLUETREND FUTURESACCESS LLC	-1,337.	0.	
ML BLUETREND FUTURESACCESS LLC	-9,972.	0.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>-11,309.</b>	<b>0.</b>	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	8,796.	0.		8,796.
TO FORM 990-PF, PG 1, LN 16B	8,796.	0.		8,796.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ML - INVESTMENT FEES	54,438.	54,394.		0.
MEMBERSHIP DUES	725.	0.		725.
TO FORM 990-PF, PG 1, LN 16C	55,163.	54,394.		725.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM 990-PF EXCISE TAX	7,832.	0.		0.
ML - 871-02090 FOREIGN TAXES	1,214.	1,214.		0.
ML - 871-02233 FOREIGN TAXES	44.	44.		0.
TO FORM 990-PF, PG 1, LN 18	9,090.	1,258.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES - POWERSHARES OFFICE	1,282. 32.	1,282. 0.		0. 32.
TO FORM 990-PF, PG 1, LN 23	1,314.	1,282.		32.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

8

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT: SCHEDULE K-1 CAPITAL ACCOUNT	40,410.
TOTAL TO FORM 990-PF, PART III, LINE 5	40,410.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - SEE SCHEDULE C		X	971,926.	995,419.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			971,926.	995,419.
TOTAL TO FORM 990-PF, PART II, LINE 10A			971,926.	995,419.

FORM 990-PF

CORPORATE STOCK

STATEMENT

10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY, INC.	24,650.	25,490.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,650.	25,490.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE SCHEDULE A	COST	9,118,048.	11,124,719.
LIMITED PARTNERSHIPS - SEE SCHEDULE B	COST	340,997.	341,626.
BAC CAPPED LEVERAGE INDEX RETURN NOTES	COST	87,240.	87,502.
BAC MARKET-LINKED STEP UP NOTES - S&P 500	COST	250,000.	342,525.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,796,285.	11,896,372.

## FORM 990-PF

## DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

## STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	3,175.	1,419.	1,756.
OFFICE FURNITURE	147.	53.	94.
TOTAL TO FM 990-PF, PART II, LN 14	3,322.	1,472.	1,850.

## FORM 990-PF

## OTHER ASSETS

## STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	5,702.	4,802.	4,802.
TO FORM 990-PF, PART II, LINE 15	5,702.	4,802.	4,802.

## FORM 990-PF

## OTHER LIABILITIES

## STATEMENT 14

## DESCRIPTION

## BOY AMOUNT

## EOY AMOUNT

FOREIGN TAXES PAYABLE

38.

37.

TOTAL TO FORM 990-PF, PART II, LINE 22

38.

37.

## 2013 DEPRECIATION AND AMORTIZATION REPORT

## FORM 990-PF PAGE 1

## 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE FURNITURE	12/31/10	SL	7.00	MC17	3,175.	1			3,175.	965.		454.	1,419.
2	OFFICE FURNITURE	07/08/11	SL	7.00	HY17	147.	1			147.	32.		21.	53.
	* TOTAL 990-PF PG 1 DEPR					3,322.				3,322.	997.		475.	1,472.

328111  
05-01-13

(D) - Asset disposed

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

**Attachment to Form 990-PF**  
**Part II, Balance Sheets**  
**The Lily Foundation**  
**Mutual Funds/Closed End Funds**  
**December 31, 2013**

**Schedule A**

	<b>Number of Shares/Units</b>	<b>Ending Cost Basis</b>	<b>Ending Market Value</b>
Alps Alerian MLP ETF	12,150	165,338	216,149
Amex Technology Select SPRDR	4,025	113,286	143,854
Emerging Global Shares Dow Jon	3,200	74,088	86,016
Guggenheim Multi-Asset	2,000	44,777	49,540
Ishares Barclays 1-3 Year Treas Index Fund	3,000	251,340	253,140
Ishares Cohen & Steers Realty Majors Index Fd	3,492	212,109	260,922
Ishares Nasdaq Biotech	600	58,660	136,236
Ishares S&P Latin America	1,150	49,826	42,596
Ishares High Div Eq Fd	2,250	133,195	158,063
Ishares MSCI South Africa	200	11,958	12,898
Ishares Trust Dow Jones Select Div Indx	2,500	119,228	178,375
Ishares Trust Dow Jones US Indl Sector	1,500	115,520	152,070
Ishares Trust Dow Jones US Util Sector	1,500	119,860	143,730
Ishares Dow Jones US Healthcare Sector	1,050	87,401	122,315
Ishares S&P Global 100	5,000	313,043	386,200
Ishares S&P 500 Value	8,000	270,326	683,680
Ishares S&P 500 Growth Index Fund	6,500	253,996	641,875
Ishares S&P Smallcap 600 Barra Growth Index Fd	2,000	71,923	237,220
Ishares S&P Smallcap 600 Value Index Fund	2,000	71,617	222,520
Ishares MSCI All Country	500	26,459	30,155
Ishares Trust Shs MSCI USA Minim	2,500	74,007	88,750
Ishares Trust Shs MSCI Emerging	2,000	115,157	116,520
Ishares DJ US Telcommunications	1,500	34,111	44,595
Ishares DJ US Oil and Gas	1,350	90,064	111,132
Ishares DJ US Aerospace ETF	500	30,717	52,840
Ishares Transportation	375	43,409	49,463
Materials Select Sector	1,500	54,562	69,330
Sector SPDR Energy	1,200	87,134	106,212
SPDR S&P Midcap 400 ETF	200	36,152	48,840
Vanguard Dividend	5,000	269,678	376,200
Vanguard Emerging Markets	1,000	30,800	41,140
Vanguard FTSE Developed Markets	500	19,888	20,840
Vanguard MSCI European ETF	2,540	134,672	149,352
Vanguard REIT ETF	750	48,811	48,420
Wisdom Tree Emerging Mrkt Equity Income	750	39,818	38,273
Wisdom Tree EM Small Cap	250	11,697	11,523
Ishares JP Morgan Emerging Markets Bond Fd	1,000	102,620	108,160
Ishares Barclays Tips Bond Fund	4,715	488,079	518,179
Nataxis Asg Global	21,599	223,989	235,858
Ishares Barclays 1-3 Yr Credit	10,000	1,045,583	1,054,600
Ishares Barclays 1-3 Year Treas Index Fund	22,000	1,843,397	1,856,360
Pimco High Yield Institutional CI	7,500	55,875	72,075
Pimco 1-5 year	5,000	270,350	264,480
SPDR Nuveen Barclays Cap Shrt Muni Bond	5,000	119,580	121,450
SPDR Barclays Cap Shrt Term Corp Bond	3,000	90,960	92,070
Templeton Global	8,830	114,446	118,846
Tortoise Mlp Fd, Inc.	4,000	79,001	109,400
Vanguard Intermediate Term Bond	4,000	328,180	326,800
Vanguard High Yield Corporate Fund	15,000	69,008	90,450
Altegris Managed Futures	3,150	29,846	28,644
AQR Diversified	13,939	153,969	151,945
Arbitrage Funds	4,815	61,031	61,922
Blackrock Emerging Mkts	2,844	30,074	29,874
JP Morgan Strategic	7,745	91,830	92,092
Mainstay Marketfield	11,373	179,590	210,647
Pimco All Asset All	5,039	56,011	49,887

9,118,048                    11,124,719

**Attachment to Form 990-PF****Schedule B****Part II, Balance Sheets**  
**The Lily Foundation**  
**Limited Partnerships**  
**December 31, 2013**

	<u>Number of Shares/Units</u>	<u>Ending Cost Basis</u>	<u>Ending Market Value</u>
<b>Powershares DB Commodity Index Tracking Fd</b>	<b>5,603</b>	<b>143,272</b>	<b>143,773</b>
<b>ML Bluetrend FuturesAccess LLC</b>	<b>208,552</b>	<b>197,725</b>	<b>197,853</b>
<b>Total Limited Partnerships</b>		<b><u>340,997</u></b>	<b><u>341,626</u></b>

**Attachment to Form 990-PF  
Part II, Balance Sheets  
The Lily Foundation  
Municipal Bonds  
December 31, 2013**

**Schedule C**

Abington, PA School District  
Delaware County, PA Authority 4%  
Delaware County, PA Authority 4.25%  
Laurel, PA School District  
Monroeville, PA  
Pennridge, PA School District  
Pennsylvania HSG Fin Agency  
Pittsburgh-Allegheny, PA  
Unionville-Chadds Ford, PA  
Upper Allen Twp, PA  
Wayne Highlands, PA School District

	<b>Ending Cost Basis</b>	<b>Ending Market Value</b>
	<u>99,293</u>	<u>101,603</u>
	<u>99,883</u>	<u>102,501</u>
	<u>102,695</u>	<u>107,282</u>
	<u>99,488</u>	<u>101,891</u>
	<u>99,277</u>	<u>101,995</u>
	<u>98,976</u>	<u>100,956</u>
	<u>25,000</u>	<u>25,451</u>
	<u>49,836</u>	<u>50,380</u>
	<u>99,178</u>	<u>100,412</u>
	<u>99,206</u>	<u>101,521</u>
	<u>99,095</u>	<u>101,427</u>
	<u><b>971,926</b></u>	<u><b>995,419</b></u>

