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For calendar year 2014 or tax year beginning

, and ending

Name of foundation		A Employer identification number		
THE LILY FOUNDATION		52-6854621		
Number and street (or P.O. box number if mail is not delivered to street address)		B Telephone number		
200 W. LANCASTER AVENUE		610-964-0331		
Room/suite				
202				
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here ► <input type="checkbox"/>		
WAYNE, PA 19087-4046				
G Check all that apply:		D 1. Foreign organizations, check here ► <input type="checkbox"/>		
<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: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>		
► \$ 12,813,214. (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 ► <input type="checkbox"/>		
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
1 Contributions, gifts, grants, etc., received				N/A
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
Interest on savings and temporary cash investments		237.	237.	STATEMENT 1
4 Dividends and interest from securities		236,937.	180,361.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10		174,070.		
b Gross sales price for all assets on line 6a		5,160,811.		RECEIVED
7 Capital gain net income (from Part IV, line 2)		174,070.		
8 Net short-term capital gain				C JUL 27 2015
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income		-2,807.	0.	STATEMENT 3
12 Total. Add lines 1 through 11		408,437.	354,668.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees		STMT 4	10,841.	10,841.
c Other professional fees		STMT 5	66,101.	725.
17 Interest			1.	0.
18 Taxes		STMT 6	1,195.	0.
19 Depreciation and depletion			475.	0.
20 Occupancy			655.	655.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses		STMT 7	194.	0.
24 Total operating and administrative expenses. Add lines 13 through 23			79,462.	12,221.
25 Contributions, gifts, grants paid			665,000.	665,000.
26 Total expenses and disbursements. Add lines 24 and 25			744,462.	677,221.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements			-336,025.	
b Net investment income (if negative, enter -0-)			287,945.	
c Adjusted net income (if negative, enter -0-)				N/A

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				1,046,330.	1,046,330.
3 Accounts receivable ►					
Less: allowance for doubtful accounts ►					
4 Pledges receivable ►					
Less: allowance for doubtful accounts ►					
5 Grants receivable					
6 Receivables due from officers, directors, trustees, and other disqualified persons					
7 Other notes and loans receivable ►					
Less: allowance for doubtful accounts ►					
8 Inventories for sale or use					
9 Prepaid expenses and deferred charges					
10a Investments - U.S. and state government obligations	STMT 8		971,926.	3,332,325.	3,432,669.
b Investments - corporate stock	STMT 9		24,650.	95,875.	123,123.
c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis ►					
Less accumulated depreciation ►					
12 Investments - mortgage loans					
13 Investments - other	STMT 10		9,796,285.	5,927,474.	8,209,239.
14 Land, buildings, and equipment basis ►	3,322.				
Less accumulated depreciation	STMT 11 ►		1,947.	1,850.	1,375.
15 Other assets (describe ►	STATEMENT 12)			4,802.	478.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			10,799,513.	10,403,857.	12,813,214.
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 13)		37.	0.	
23 Total liabilities (add lines 17 through 22)			59,631.	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			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			2,120,465.	1,784,440.	
30 Total net assets or fund balances			10,739,882.	10,403,857.	
31 Total liabilities and net assets/fund balances			10,799,513.	10,403,857.	

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	10,739,882.
2 Enter amount from Part I, line 27a	2	-336,025.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	10,403,857.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,403,857.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	5,160,811.		4,986,741.	174,070.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				174,070.	
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	174,070.
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))
2013	624,674.	12,538,232.	.049822
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

2 Total of line 1, column (d).

2 .252853

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 .050571

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4 12,680,158.

5 Multiply line 4 by line 3

5 641,248.

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

6 2,879.

7 Add lines 5 and 6

7 644,127.

8 Enter qualifying distributions from Part XII, line 4

8 677,221.

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 checked="" 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:
6a	2014 estimated tax payments and 2013 overpayment credited to 2014
6b	Exempt foreign organizations - tax withheld at source
6c	Tax paid with application for extension of time to file (Form 8868)
6d	Backup withholding erroneously withheld
7	Total credits and payments. Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax. Check here <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 amount owed
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ► 1,656. Refunded ► 0.

Part VII-A | Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? Yes No

1b 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. Yes No

1c Did the foundation file Form 1120-POL for this year? Yes No

1d 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.

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0. Yes No

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? Yes No
If "Yes," attach a detailed description of the activities. Yes No

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.* Yes No

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? Yes No
4b If "Yes," has it filed a tax return on Form 990-T for this year? Yes No

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T. Yes No

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? Yes No

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.* Yes No

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA Yes No

8b 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.* Yes No

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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV.* Yes No

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.* Yes 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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ►	N/A			
14	The books are in care of ► THE FOUNDATION Located at ► 200 W. LANCASTER AVENUE, NO. 202, WAYNE, PA	Telephone no. ► 610-964-0331 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 2014, 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 FinCEN Form 114, (formerly 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	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2014?	►	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2014 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 2014.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2014?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No
 Yes No
 Yes No
 Yes No
 Yes No

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

N/A ►

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes No

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

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

Yes No

6b

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

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

Yes No

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

N/A

7b

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

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

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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. If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ►

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		
Total, Add lines 1 through 3		► 0.

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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

b Average of monthly cash balances

c Fair market value of all other assets

d Total (add lines 1a, b, and c)

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

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

6 Minimum investment return. Enter 5% of line 5

1a	12,453,136.
1b	418,268.
1c	1,853.
1d	12,873,257.
2	0.
3	12,873,257.
4	193,099.
5	12,680,158.
6	634,008.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6

2a Tax on investment income for 2014 from Part VI, line 5

2a 2,879.

b Income tax for 2014. (This does not include the tax from Part VI.)

2b

c Add lines 2a and 2b

3 Distributable amount before adjustments. Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1

1	634,008.
2a	2,879.
2b	
2c	2,879.
3	631,129.
4	0.
5	631,129.
6	0.
7	631,129.

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

b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

3 Amounts set aside for specific charitable projects that satisfy the:

a Suitability test (prior IRS approval required)

b Cash distribution test (attach the required schedule)

4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

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

6 Adjusted qualifying distributions. Subtract line 5 from line 4

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.

1a	677,221.
1b	0.
2	
3a	
3b	
4	677,221.
5	2,879.
6	674,342.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				631,129.
2 Undistributed income, if any, as of the end of 2014			16,709.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 677,221.			16,709.	
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				631,129.
e Remaining amount distributed out of corpus	29,383.			0.
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	29,383.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	29,383.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	29,383.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year (a) 2014	Prior 3 years			(e) Total
		(b) 2013	(c) 2012	(d) 2011	
2	a 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	3 Complete 3a, b, or c for the alternative test relied upon:				
	a "Assets" alternative test - enter:				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
	c "Support" alternative test - enter:				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities/loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

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

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).)

ROBERT L. MCNEIL, III

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.

NONE

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

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

a The name, address, and telephone number or e-mail address 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
<i>a Paid during the year</i>				
PROJECT H.O.M.E. 1515 FAIRMOUNT AVE. <u>PHILADELPHIA, PA 19130</u>	N/A	PUBLIC	GENERAL	10,000.
UNIVERSITY OF SOUTH FLORIDA COLLEGE OF THE ARTS 4202 E. FOWLER AVE. FAH110 <u>TAMPA, FL 33620</u>	N/A	PUBLIC		35,000.
CHILDREN'S CRISIS TREATMENT CENTER 1080 NORTH DELAWARE AVE., SUITE 600 <u>PHILADELPHIA, PA 19125</u>	N/A	PUBLIC	GENERAL	5,000.
THE PHILADELPHIA ZOO 3400 W. GIRARD AVE. <u>PHILADELPHIA, PA 19104</u>	N/A	PUBLIC	GENERAL	15,000.
AGNES IRWIN SCHOOL 275 S. ITHAN AVENUE <u>ROSEMONT, PA 19010</u>	N/A	PUBLIC	GENERAL	250,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 665,000.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	237.	
4 Dividends and interest from securities			14	236,937.	
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			18	174,070.	
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>FUTURESACCESS LLC</u>			18	-4,104.	
c <u>ML BLUETREND</u>					
d <u>FUTURESACCESS LLC</u>			18	1,297.	
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		408,437.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		408,437.

Part XVIB Relationship of Activities to the Accomplishment of Exempt Purposes

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CONTINUATION FOR 990-PF, PART IV
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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 400 SHS ISHARES S&P LATIN AM			P	10/26/12	01/02/14
b 2000 SHS ISHARES TRU MSCI EMERG			P	10/26/12	01/02/14
c 250 SHS WISDOMTREE EM SM CAP			P	05/08/12	01/27/14
d 1250 SHS ISHARES TR MSCI USA			P	10/01/12	03/20/14
e 2000 SHS GUGGENHEIM MULTI-ASSET			P	11/01/12	03/20/14
f 750 SHS WISDOMTREE EMERGING MRKT			P	10/26/12	01/27/14
g 1200 SHS EMERGING GLOBAL SHARES			P	10/22/12	01/27/14
h 1280 SHS ISHARES S&P GLOBAL 100			P	01/24/11	03/20/14
i 2480 SHS ISHARES COHEN & STEERS			P	08/20/08	03/20/14
j 1000 SHS ISHARES S&P LATIN AM			P	04/28/10	01/02/14
k 18760 SHS 1-3 YEAR TREAS BD			P	03/28/11	05/29/14
l 200 SHS ISHARES MSCI S AFRICA			P	03/30/10	02/04/14
m 1000 SHS VANGUARD MSCI EMERGING			P	05/21/09	01/27/14
n 500 SHS ISHARES US AEROSPACE ETF			P	03/16/11	03/20/14
o 6650 SHS ISHARES 1-3 YR CREDIT BOND ETF			P	09/17/10	07/10/14
(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 5,369.		6,399.	-1,030.		
b 113,684.		115,157.	-1,473.		
c 10,895.		11,697.	-802.		
d 45,068.		37,201.	7,867.		
e 49,939.		44,777.	5,162.		
f 35,287.		39,818.	-4,531.		
g 28,920.		30,278.	-1,358.		
h 97,459.		83,255.	14,204.		
i 199,723.		171,347.	28,376.		
j 35,794.		43,426.	-7,632.		
k 1,586,726.		1,571,950.	14,776.		
l 11,416.		11,958.	-542.		
m 37,899.		30,800.	7,099.		
n 54,424.		30,717.	23,707.		
o 701,383.		695,512.	5,871.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-1,030.		
b			-1,473.		
c			-802.		
d			7,867.		
e			5,162.		
f			-4,531.		
g			-1,358.		
h			14,204.		
i			28,376.		
j			-7,632.		
k			14,776.		
l			-542.		
m			7,099.		
n			23,707.		
o			5,871.		
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					

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CONTINUATION FOR 990-PF, PART IV
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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 MSCI ALL COUNTRY ASIA	P	05/28/10	02/04/14
b	985 SHS ISHARES US UTILITIES	P	03/10/11	03/20/14
c	5000 SHS PIMCO 1-5 YR U.S. TIPS	P	04/29/11	09/29/14
d	2000 SHS EMERGING GLOBAL SHARES DOW JONES	P	10/08/10	01/27/14
e	5603 SHS POWERSHARES DBC	P	05/01/07	02/04/14
f	413.936 SHS AQR DIVERSIFIED	P	12/23/13	12/17/14
g	33.455 SHS ARBITRAGE FUNDS	P	12/19/13	12/17/14
h	16.112 SHS BLACKROCK EMERG MKTS	P	12/27/13	12/17/14
i	.051 SHS MAINSTAY MARKETFIELD FD	P	12/04/13	04/15/14
j	273.312 SHS PIMCO ALL ASSET	P	01/02/14	12/17/14
k	119.75 SHS JP MORGAN STRATEGIC	P	07/01/14	12/17/14
l	13526 SHS AQR DIVERSIFIED	P	10/26/12	12/17/14
m	4793 SHS ARBITRAGE FUNDS	P	10/26/12	12/17/14
n	3151.127 SHS ALTEGRIS MANAGED FUTURES	P	10/26/12	12/17/14
o	2829 SHS BLACKROCK EMERGING MKTS	P	10/26/12	12/17/14
(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	27,785.		26,459.	1,326.
b	100,291.		78,567.	21,724.
c	262,844.		270,350.	-7,506.
d	48,199.		43,810.	4,389.
e	140,297.		142,203.	-1,906.
f	4,268.		4,512.	-244.
g	433.		431.	2.
h	166.		169.	-3.
i	1.		1.	0.
j	2,553.		2,732.	-179.
k	1,399.		1,423.	-24.
l	139,453.		149,457.	-10,004.
m	62,069.		60,748.	1,321.
n	30,408.		29,846.	562.
o	29,082.		29,905.	-823.
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				1,326.
b				21,724.
c				-7,506.
d				4,389.
e				-1,906.
f				-244.
g				2.
h				-3.
i				0.
j				-179.
k				-24.
l				-10,004.
m				1,321.
n				562.
o				-823.
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	

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CONTINUATION FOR 990-PF, PART IV
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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	1-1374 SHS MAINSTAY MARKETFIELD FD	P	10/26/12	12/17/14
b	5039 SHS PIMCO ALL ASSET	P	10/26/12	12/17/14
c	7745 SHS JP MORGAN STRATEGIC	P	10/26/12	12/17/14
d	8724 UNTS MLGX CLIRN ISSUER BAC CAP	P	10/29/12	10/31/14
e	12500 UNTS SP500 STEPUP ISSUER BAC	P	05/26/11	04/17/14
f	6240 SHS ISHARES 1-3 YR TREAS BD	P	03/28/11	05/01/14
g	1000 SHS ISHARES JP MORGAN EM BON	P	11/10/09	12/15/14
h	7500 PIMCO HIGH YIELD FD	P	06/23/09	09/29/14
i	PASS-THROUGH FROM POWERSHARES	P	01/01/14	02/04/14
j	PASS-THROUGH FROM POWERSHARES	P	01/01/13	02/04/14
k	PASS-THROUGH FROM POWERSHARES	P	01/01/14	02/04/14
l	PASS-THROUGH FROM POWERSHARES	P	01/01/13	02/04/14
m	PASS-THROUGH FROM ML BLUETREND	P	01/01/14	12/31/14
n	PASS-THROUGH FROM ML BLUETREND	P	01/01/13	12/31/14
o	CAPITAL GAINS DIVIDENDS			

(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 184,145.		179,589.	4,556.
b 47,064.		56,011.	-8,947.
c 90,462.		91,826.	-1,364.
d 82,162.		87,240.	-5,078.
e 173,750.		125,000.	48,750.
f 525,252.		522,787.	2,465.
g 107,953.		102,620.	5,333.
h 70,725.		55,876.	14,849.
i		10.	-10.
j		783.	-783.
k		38.	-38.
l		56.	-56.
m 1,825.			1,825.
n 2,738.			2,738.
o 11,501.			11,501.

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			4,556.
b			-8,947.
c			-1,364.
d			-5,078.
e			48,750.
f			2,465.
g			5,333.
h			14,849.
i			-10.
j			-783.
k			-38.
l			-56.
m			1,825.
n			2,738.
o			11,501.

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	174,070.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 } 3		N/A

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THE LILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BROADWAY DREAMS FOUNDATION 8965 BROCKHAM WAY <u>ALPHARETTA, GA 30022</u>	N/A	PUBLIC	GENERAL	15,000.
NATIONAL FOUNDATION FOR CELIAC AWARENESS P.O. BOX 544 <u>AMBLER, PA 19002</u>	N/A	PUBLIC	GENERAL	1,000.
CAMP DREAMCATCHER 905 CONNER ROAD <u>WEST CHESTER, PA 19380</u>	N/A	PUBLIC	GENERAL	5,000.
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	27,500.
DOMESTIC ABUSE PROJECT 204 WEST FRANKLIN AVENUE <u>MINNEAPOLIS, MN 55404</u>	N/A	PUBLIC	GENERAL	125,000.
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.
Total from continuation sheets				350,000.

THE LILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS AND GIRLS CLUB OF CHESTER, PA 201 EAST 7TH STREET CHESTER, PA 19013	N/A	PUBLIC	GENERAL	10,000.
MINDING YOUR MIND 42 WEST LANCASTER AVENUE, 2ND FL ARDMORE, PA 19003	N/A	PUBLIC	GENERAL	10,000.
NATURAL LANDS TRUST 1031 PALMERS MILL ROAD MEDIA, PA 19063	N/A	PUBLIC	GENERAL	5,000.
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	25,000.
THE PENNINGTON SCHOOL 112 WEST DELAWARE AVE. PENNINGTON, NJ 08534	N/A	PUBLIC	GENERAL	25,000.
PLANNED PARENTHOOD FOR SOUTHEASTERN PENNSYLVANIA 1144 LOCUST STREET PHILADELPHIA, PA 19107	N/A	PUBLIC	GENERAL	10,000.
MERCY SHIPS P.O. BOX 2020 GARDEN VALLEY, TX 75771	N/A	PUBLIC	GENERAL	10,000.
THE CENTER FOR ADOLESCENT RESEARCH AND EDUCATION AT SUSQUEHANNA UNIVERSITY 514 UNIVERSITY AVENUE SELINSGROVE, PA 17870	N/A	PUBLIC	GENERAL	10,000.
THE CHILDREN'S HOSPITAL OF PHILADELPHIA FOUNDATION 34TH STREET & CIVIC CENTER BLVD PHILADELPHIA, PA 19104	N/A	PUBLIC	GENERAL	5,000.
<u>Total from continuation sheets</u>				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

423831
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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	148.	148.	
MERRILL LYNCH - 871-02094	1.	1.	
MERRILL LYNCH - 871-02233	76.	76.	
POWERSHARES DB COMMODITY INDEX TRACKING FUND	12.	12.	
TOTAL TO PART I, LINE 3	237.	237.	

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	117,250.	0.	117,250.	117,250.	
MERRILL LYNCH - 871-02094	2,483.	147.	2,336.	2,336.	
MERRILL LYNCH - 871-02233	73,243.	11,354.	61,889.	60,775.	
MERRILL LYNCH - 871-02233 MUNI BD INT	55,462.	0.	55,462.	0.	
TO PART I, LINE 4	248,438.	11,501.	236,937.	180,361.	

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	-4,104.	0.	
ML BLUETREND FUTURESACCESS LLC	1,297.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-2,807.	0.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	10,841.	0.		10,841.
TO FORM 990-PF, PG 1, LN 16B	10,841.	0.		10,841.

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	65,376.	65,333.		0.
MEMBERSHIP DUES	725.	0.		725.
TO FORM 990-PF, PG 1, LN 16C	66,101.	65,333.		725.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ML - 871-02090 FOREIGN TAXES	1,115.	1,115.		0.
ML - 871-02233 FOREIGN TAXES	80.	80.		0.
TO FORM 990-PF, PG 1, LN 18	1,195.	1,195.		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	194.	194.		0.
TO FORM 990-PF, PG 1, LN 23	194.	194.		0.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - SCHEDULE B		X	3,332,325.	3,432,669.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,332,325.	3,432,669.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,332,325.	3,432,669.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY, INC.	95,875.	123,123.
TOTAL TO FORM 990-PF, PART II, LINE 10B	95,875.	123,123.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SCHEDULE A	COST	5,554,474.	7,776,175.
LIMITED PARTNERSHIPS	COST	0.	0.
BAC CAPPED LEVERAGE INDEX RETURN NOTES	COST	0.	0.
BAC MARKET-LINKED STEP UP NOTES	COST	373,000.	433,064.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,927,474.	8,209,239.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	3,175.	1,873.	1,302.
OFFICE FURNITURE	147.	74.	73.
TOTAL TO FM 990-PF, PART II, LN 14	3,322.	1,947.	1,375.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	4,802.	478.	478.
TO FORM 990-PF, PART II, LINE 15	4,802.	478.	478.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FOREIGN TAXES PAYABLE	37.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	37.	0.

2014 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 % Exc	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.				3,175.	1,419.			454.	1,873.
2	OFFICE FURNITURE	07/08/11	SL	7.00	HI17	147.				147.	53.			21.	74.
	* TOTAL 990-PF PG 1 DEPR					3,322.				3,322.	1,472.			475.	1,947.

428111
05-01-14

(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, 2014

Schedule A

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Alps Alerian MLP ETF	12,150	160,429	212,868
Amex Technology Select SPRDR	7,585	243,641	313,640
Ishares Cohen & Steers Realty Majors Index Fd	1,012	40,763	98,002
Ishares Nasdaq Biotech	600	58,660	182,010
Ishares High Div Eq Fd	2,300	136,976	176,042
Ishares MSCI Mexico	515	34,206	30,586
Ishares Trust Dow Jones Select Div Indx	2,500	119,228	198,500
Ishares Trust Dow Jones US Indl Sector	1,635	129,466	174,275
Ishares Trust Dow Jones US Util Sector	515	41,293	60,909
Ishares Dow Jones US Healthcare Sector	1,080	91,299	155,660
Ishares S&P Global 100	3,720	229,789	283,538
Ishares S&P 500 Value	8,000	270,326	750,160
Ishares S&P 500 Growth Index Fund	6,500	253,996	725,400
Ishares S&P Smallcap 600 Barra Growth Index Fd	2,000	71,923	244,780
Ishares S&P Smallcap 600 Value Index Fund	2,000	71,617	235,880
Ishares Trust Shs MSCI USA Minim	1,250	36,805	50,600
Ishares Trust Shs MSCI Emerging	765	42,782	43,322
Ishares DJ US Telcommunications	1,550	35,628	45,384
Ishares DJ US Oil and Gas	1,385	93,410	98,931
Ishares Transportation	715	89,598	117,310
Ishares US Consumer Services	200	24,640	27,552
Materials Select Sector	2,055	81,191	99,832
Sector SPDR Consumer Staples	1,955	83,997	94,798
Sector SPDR Energy	1,805	141,202	142,884
Sector SPDR Financial	3,700	83,329	91,501
Sector SPDR KBW Regional Banking	1,490	62,820	60,643
SPDR S&P Midcap 400 ETF	200	36,152	52,794
Vanguard Dividend	5,000	269,678	405,800
Vanguard FTSE Developed Markets	4,050	164,459	153,414
Vanguard MSCI European ETF	4,055	223,422	212,523
Vanguard REIT ETF	750	48,082	60,750
Ishares Barclays Tips Bond Fund	4,715	488,079	528,127
Nataxis Asg Global	22,836	236,957	242,293
Ishares Barclays 1-3 Yr Credit	3,350	350,071	352,353
Mainstay Marketfield Fd	11,400	199,500	181,146
SPDR Nuveen Barclays Cap Shrt Muni Bond	5,000	119,580	121,450
SPDR Barclays Cap Shrt Term Corp Bond	3,000	90,960	91,725
Templeton Global	9,489	122,880	118,803
Tortoise Mlp Fd, Inc.	4,000	78,452	111,720
Vanguard Intermediate Term Bond	4,000	328,180	338,720
Vanguard High Yield Corporate Fund	15,000	69,008	89,550
	5,554,474		7,776,175

Attachment to Form 990-PF
Part II, Balance Sheets
The Lily Foundation
Municipal Bonds
December 31, 2014

Schedule B

	Ending Cost Basis	Ending Market Value
Abington, PA School District	99,634	100,550
Ambridge PA Area Sch Dist 11/1/31	98,446	102,900
Ambridge PA Area Sch Dist 11/1/29	24,571	25,638
California St Univ Rev System	100,000	102,766
Connecticut St JSG Fin Auth	175,000	180,229
Delaware County, PA Authority 4%	99,911	107,326
Delaware County, PA Authority 4.25%	102,313	110,626
JEA Fla St. Johns Riv Pwr	197,539	203,170
JEA Fla Wtr & Swr Sys	197,937	202,468
Laurel, PA School District	99,796	100,496
Lee Cnty Fla Sch Brd	49,774	50,479
Los Angeles Calif Uni Sch Dist	99,134	102,742
Lycoming Cnty PA	124,998	126,390
Maine Mun Bd Bk 11/1/28	98,354	100,696
Maine Mun Bd Bk 11/1/29	98,675	102,309
Monroeville, PA	99,676	100,646
Neshannock Twp PA Sch Dist	199,994	204,932
New York NY Ser J OID	49,467	51,906
New York Ny Fiscal 2015	49,481	51,408
Oregon St HSG & Cmnty	200,000	206,018
Pennridge, PA School District	98,976	100,885
Pennsylvania HSG Fin Agency	25,000	26,237
Pennsylvania St Tpk	199,994	208,816
Pennsylvania St Ser 1 OID	197,810	201,096
Pittsburgh-Allegheny, PA	49,875	53,012
Suffolk Cnty NY Pub	197,531	205,496
Unionville-Chadds Ford, PA	99,405	100,498
Upper Allen Twp, PA	99,592	100,520
Wayne Highlands, PA School District	99,441	102,416
	<u>3,332,325</u>	<u>3,432,669</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box X
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

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

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THE FOUNDATION

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2015, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2014** or

► tax year beginning , and ending .

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 1,500.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 1,500.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.