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EXTENDED TO AUGUST 15, 2016
Return of Private Foundation

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2015

Open to Public Inspection

For calendar year 2015 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: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **► \$ 12,007,383.** J Accounting method: Cash Accrual
 Other (specify) _____

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)
Revenue	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				
	3 Dividends and interest from securities	241.	241.		STATEMENT 1
	5a Gross rents	277,597.	163,267.		STATEMENT 2
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	3,079,464.			
	7 Capital gain net income (from Part IV, line 2)		708,446.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a b Less Cost of goods sold				
	c Gross profit or (loss)				
Operating and Administrative Expenses	11 Other income				
	12 Total Add lines 1 through 11	986,284.	871,954.		
	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	18,748.	0.		18,748.
	c Other professional fees	68,429.	67,597.		750.
	17 Interest				
	18 Taxes	4,163.	1,419.		0.
	19 Depreciation and depletion	475.	0.		
	20 Occupancy	737.	0.		737.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	92,552.	69,016.		20,235.
	25 Contributions, gifts, grants paid	652,442.			652,442.
	26 Total expenses and disbursements. Add lines 24 and 25	744,994.	69,016.		672,677.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	241,290.			
	b Net investment income (if negative, enter -0-)		802,938.		
	c Adjusted net income (if negative, enter -0-)			N/A	

523501
11-24-15 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

SCANNED JUN 24 2016

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2015.03040 THE LILY FOUNDATION

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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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		1,046,330.	486,588.
	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 6	3,332,325.	2,785,811.
	b	Investments - corporate stock	STMT 7	95,875.	210,204.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 8	5,927,474.	7,156,422.
	14	Land, buildings, and equipment: basis ►	3,322.		
		Less accumulated depreciation	STMT 9 ►	2,422.	1,375.
	15	Other assets (describe ►)	STATEMENT 10)	478.	900.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		10,403,857.	10,645,147.
					12,007,383.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <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		1,784,440.	2,025,730.
	30	Total net assets or fund balances		10,403,857.	10,645,147.
	31	Total liabilities and net assets/fund balances		10,403,857.	10,645,147.

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	10,403,857.
2	Enter amount from Part I, line 27a	2	241,290.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	10,645,147.
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	10,645,147.

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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 3,079,464.		2,371,018.			708,446.
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					708,446.
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		708,446.
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))
2014	674,342.	12,680,158.	.053181
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

2 Total of line 1, column (d)

2 **.271520**

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 **.054304**

4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5

4 **12,504,101.**

5 Multiply line 4 by line 3

5 **679,023.**

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

6 **8,029.**

7 Add lines 5 and 6

7 **687,052.**

8 Enter qualifying distributions from Part XII, line 4

8 **672,677.**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 ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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 2015 estimated tax payments and 2014 overpayment credited to 2015

6a 2,900.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 17,200.

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 20,100.

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

9

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

10 4,041.

11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ►4,041. | **Refunded** ►

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?

Yes**No**

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1a**X***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?

1b**X**

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

1c**X**

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

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

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a**X**

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5**X***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:

N/A**6****X**

• 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**X**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*

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

8a**X****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***8b****X**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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV***9****X**10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses***10****X**

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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 2015, 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. If "Yes," enter the name of the foreign country ►	16	Yes X No

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 2015?	► 1b	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<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.)	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. ► _____, _____, _____, _____	2b	
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 2015 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 2015.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2015?	4a	X
	4b	X

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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

7b

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

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.	
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	1a	11,757,300.
b	Average of monthly cash balances	1b	931,097.
c	Fair market value of all other assets	1c	6,122.
d	Total (add lines 1a, b, and c)	1d	12,694,519.
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	12,694,519.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	190,418.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,504,101.
6	Minimum investment return. Enter 5% of line 5	6	625,205.

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	625,205.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	16,059.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,059.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	609,146.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	609,146.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	609,146.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	672,677.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	672,677.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	672,677.
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.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				609,146.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014	29,383.			
f Total of lines 3a through e	29,383.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 672,677.			0.	
a Applied to 2014, 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 2015 distributable amount				609,146.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2015 (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:	92,914.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	92,914.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014	29,383.			
e Excess from 2015	63,531.			

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 2015, enter the date of the ruling

4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

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:

4. 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 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
a Paid during the year				
AGNES IRWIN SCHOOL 275 S. ITHAN AVENUE ROSEMONT, PA 19010	N/A	PUBLIC	GENERAL	53,592.
WAYNE ART CENTER 413 MAPLEWOOD AVENUE WAYNE, PA 19087	N/A	PUBLIC	GENERAL	1,200.
BROADWAY DREAMS FOUNDATION 8965 BROCKHAM WAY ALPHARETTA, GA 30022	N/A	PUBLIC	GENERAL	15,000.
CAMP DREAMCATCHER 905 CONNER ROAD WEST CHESTER, PA 19380	N/A	PUBLIC	GENERAL	5,000.
CAPE ELEUTHERA FOUNDATION P.O. BOX 6008 LAWRENCEVILLE, NJ 08648	N/A	PUBLIC	GENERAL	10,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 652,442.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Line	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					
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					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		986,284.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	986,284.
(See worksheet in line 13 instructions to verify calculations.)					

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

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	15 SHS ISHARES MSCI MEXICO CAPPED	P	07/02/14	02/05/15
b	240 SHS ISHARES TRANSPORTATION	P	07/10/14	02/05/15
c	1515 SHS VANGUARD MSCI EURO	P	07/10/14	02/05/15
d	35 SHS ISHARES US OIL & GAS	P	07/10/14	02/05/15
e	1490 SHS SPDR KBW REG BANKING	P	07/10/14	02/05/15
f	135 SHS ISHARES US INDUSTRIALS	P	07/10/14	02/05/15
g	136 SHS ISHARES US UTILITIES	P	07/06/15	09/09/15
h	500 SHS ISHARES MSCI MEXICO CAPPED	P	01/02/14	02/05/15
i	50 SHS ISHARES US TELECOMM.	P	07/10/14	09/09/15
j	100 SHS ISHARES NASDAQ BIOTECH	P	11/07/12	02/05/15
k	135 SHS ISHARES TRANSPORTATION	P	06/27/13	09/09/15
l	265 SHS VANGUARD REIT	P	11/07/12	09/10/15
m	2540 SHS VANGUARD MSCI EURO	P	12/12/13	02/05/15
n	600 SHS ISHARES US OIL & GAS	P	06/27/13	02/05/15
o	1250 SHS ISHARES TRUST MSCI USA	P	11/01/12	02/05/15
(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	878.		1,025.	-147.
b	38,530.		33,423.	5,107.
c	82,581.		88,750.	-6,169.
d	2,599.		3,346.	-747.
e	58,367.		62,820.	-4,453.
f	14,394.		13,946.	448.
g	14,043.		14,291.	-248.
h	29,281.		33,180.	-3,899.
i	1,430.		1,517.	-87.
j	31,696.		13,027.	18,669.
k	19,298.		14,905.	4,393.
l	19,387.		16,336.	3,051.
m	138,453.		134,672.	3,781.
n	44,555.		40,014.	4,541.
o	51,628.		36,805.	14,823.
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				-147.
b				5,107.
c				-6,169.
d				-747.
e				-4,453.
f				448.
g				-248.
h				-3,899.
i				-87.
j				18,669.
k				4,393.
l				3,051.
m				3,781.
n				4,541.
o				14,823.
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

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	115 SHS US INDUSTRIALS	P	12/12/13	02/05/15
b	600 SHS SECTOR SPDR CONSMRS STPL	P	03/20/14	09/09/15
c	566 SHS ISHARES S&P 500 VALUE	P	03/02/09	03/20/15
d	1500 SHS ISHARES US TELECOMM	P	03/16/11	09/09/15
e	1012 SHS ISHARES COHEN & STEERS	P	08/05/09	03/20/15
f	70 SHS ISHARES NASDAQ BIOTECH	P	02/09/10	09/10/15
g	2500 SHS ISHARES SELECT DIVIDEND	P	08/05/11	03/20/15
h	2000 SHS VANGUARD DIVIDEND APPR	P	07/27/11	09/09/15
i	750 SHS ISHARES US OIL & GAS	P	08/05/11	02/05/15
j	1225 SHS ISHARES S&P 500 GR	P	03/02/09	09/10/15
k	600 SHS ISHARES US INDUSTRIALS	P	08/05/11	09/09/15
l	515 SHS ISHARES US UTILITIES	P	08/04/11	09/09/15
m	1186 SHS ISHARES S&P SMALLCAP 600 GR	P	03/02/09	09/10/15
n	1059 SHS ISHARES S&P SMALL CAP 600 VALUE	P	03/02/09	09/10/15
o	4900 SHS ALP ALERIAN MLP ETF	P	03/28/11	09/09/15

(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 12,261.		11,047.	1,214.
b 28,111.		25,632.	2,479.
c 53,369.		19,126.	34,243.
d 42,908.		34,111.	8,797.
e 104,052.		40,763.	63,289.
f 24,387.		5,755.	18,632.
g 197,996.		119,227.	78,769.
h 149,297.		110,981.	38,316.
i 55,694.		50,050.	5,644.
j 138,415.		47,207.	91,208.
k 59,512.		40,753.	18,759.
l 56,883.		41,293.	15,590.
m 150,816.		41,295.	109,521.
n 117,771.		37,921.	79,850.
o 69,334.		55,125.	14,209.

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			1,214.
b			2,479.
c			34,243.
d			8,797.
e			63,289.
f			18,632.
g			78,769.
h			38,316.
i			5,644.
j			91,208.
k			18,759.
l			15,590.
m			109,521.
n			79,850.
o			14,209.

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):

3

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

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	1370 SHS MATERIALS SELECT SECTOR SPDR FD	P	08/04/11	09/09/15
b	150 SHS SECTOR SPDR ENERGY	P	03/15/11	09/10/15
c	695.657 SHS TEMPLETON GLOBAL	P	06/17/15	06/26/15
d	11400 SHS MAINSTAY MARKETFIELD	P	06/16/14	03/20/15
e	7500 R2000 5Y STEPUP ISS CS	P	10/30/14	11/16/15
f	1030 SHS TEMPLETON GLOBAL	P	03/19/14	06/26/15
g	100000 UPPER ALLEN TWP PA	P	03/09/10	05/15/15
h	100000 MONROEVILLE PA	P	03/22/10	06/12/15
i	100000 WAYNE HIGHLANDS PA SD	P	04/08/10	10/01/15
j	100000 UNIONVILLE-CHADDSFORD PA SD	P	03/19/10	06/01/15
k	100000 ABINGTON PA SD	P	03/24/10	05/15/15
l	100000 PENNRIDGE PA SD	P	03/30/10	08/17/15
m	12500 SP500 STEPUP ISSUER BAC	P	05/26/11	05/22/15
n	7945 SHS TEMPLETON GLOBAL	P	12/19/11	06/26/15
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	58,758.		49,906.	8,852.
b	9,531.		11,223.	-1,692.
c	8,584.		8,752.	-168.
d	178,883.		199,500.	-20,617.
e	80,438.		75,000.	5,438.
f	12,710.		13,743.	-1,033.
g	100,000.		99,625.	375.
h	100,000.		99,716.	284.
i	100,000.		99,502.	498.
j	100,000.		99,427.	573.
k	100,000.		99,663.	337.
l	100,000.		98,976.	1,024.
m	200,153.		125,000.	75,153.
n	98,041.		102,642.	-4,601.
o	24,440.			24,440.
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				8,852.
b				-1,692.
c				-168.
d				-20,617.
e				5,438.
f				-1,033.
g				375.
h				284.
i				498.
j				573.
k				337.
l				1,024.
m				75,153.
n				-4,601.
o				24,440.
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	708,446.
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

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
CHESTER COUNTY FUND FOR WOMEN & GIRLS 1450 E. BOOT ROAD, SUITE 400B WEST CHESTER, PA 19380	N/A	PUBLIC	GENERAL	25,000.
UPPER DARBY ARTS AND EDUCATION FOUNDATION 601 NORTH LANSDOWNE AVENUE DREXEL HILL, PA 19026	N/A	PUBLIC	GENERAL	2,500.
COMMUNITY PARTNERSHIP SCHOOL 1936 N. JUDSON STREET PHILADELPHIA, PA 19121	N/A	PUBLIC	GENERAL	75,000.
DOMESTIC ABUSE PROJECT 204 WEST FRANKLIN AVENUE MINNEAPOLIS, MN 55404	N/A	PUBLIC	GENERAL	100,000.
GREENER PARTNERS 260 SPRING ROAD MALVERN, PA 19355	N/A	PUBLIC	GENERAL	5,300.
HELPUSADOPT.ORG P.O. BOX 20435 NEW YORK, NY 10021	N/A	PUBLIC	GENERAL	10,000.
INDEPENDENCE SEAPORT MUSEUM 211 S. COLUMBUS BLVD & WALNUT ST. PHILADELPHIA, PA 19106	N/A	PUBLIC	GENERAL	5,000.
MERCY SHIPS P.O. BOX 2020 GARDEN VALLEY, TX 75771	N/A	PUBLIC	GENERAL	15,000.
GERMANTOWN ACADEMY 340 MORRIS ROAD FORT WASHINGTON, PA 19034	N/A	PUBLIC	GENERAL	50,000.
EMILY'S ENTOURAGE P.O. BOX 71 MERION STATION, PA 19066	N/A	PUBLIC	GENERAL	5,000.
Total from continuation sheets				567,650.

THE LILY FOUNDATION

52-6854621

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
NATURAL LANDS TRUST 1031 PALMERS MILL ROAD <u>MEDIA, PA 19063</u>	N/A	PUBLIC	GENERAL	5,000.
NURTURING MINDS, INC. 61 OAKWOOD LANE <u>VALLEY FORGE, PA 19481</u>	N/A	PUBLIC	GENERAL	15,000.
PETER'S PLACE 150 N. RADNOR-CHESTER RD., SUITE F-130 <u>RADNOR, PA 19087</u>	N/A	PUBLIC	GENERAL	25,000.
PLANNED PARENTHOOD FOR SOUTHEASTERN PENNSYLVANIA 1144 LOCUST STREET <u>PHILADELPHIA, PA 19107</u>	N/A	PUBLIC	GENERAL	20,000.
HEDGEROW THEATRE 64 ROSE VALLEY ROAD <u>MEDIA, PA 19063</u>	N/A	PUBLIC	GENERAL	10,000.
WOMEN AGAINST ABUSE 100 SOUTH BROAD ST., SUITE 1341 <u>PHILADELPHIA, PA 19110</u>	N/A	PUBLIC	GENERAL	10,000.
WOMEN'S WAY 123 SOUTH BROAD ST., SUITE 1399 <u>PHILADELPHIA, PA 19109</u>	N/A	PUBLIC	GENERAL	10,000.
THE PENNINGTON SCHOOL 112 WEST DELAWARE AVE. <u>PENNINGTON, NJ 08534</u>	N/A	PUBLIC	GENERAL	25,000.
R. J. LEONARD FOUNDATION 1451 WRIGHTSTOWN ROAD <u>NEWTOWN, PA 18940</u>	N/A	PUBLIC	GENERAL	3,850.
THORNCROFT EQUESTRIAN CENTER 190 LINE ROAD <u>MALVERN, PA 19355</u>	N/A	PUBLIC	GENERAL	10,000.
Total from continuation sheets				

THE LILY FOUNDATION

52-6854621

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

523831
04-01-15

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 - 871-02233	93.	93.	
TOTAL TO PART I, LINE 3	241.	241.	

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	150,453.	18,340.	132,113.	132,113.	
MERRILL LYNCH - 871-02233	38,373.	6,100.	32,273.	31,154.	
MERRILL LYNCH - 871-02233 MUNI BD INT	113,211.	0.	113,211.	0.	
TO PART I, LINE 4	302,037.	24,440.	277,597.	163,267.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	18,748.	0.		18,748.
TO FORM 990-PF, PG 1, LN 16B	18,748.	0.		18,748.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ML - INVESTMENT FEES	67,679.	67,597.		0.
MEMBERSHIP DUES	750.	0.		750.
TO FORM 990-PF, PG 1, LN 16C	68,429.	67,597.		750.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM 990-PF EXCISE TAX	2,744.	0.		0.
ML - 871-02090 FOREIGN TAXES	1,419.	1,419.		0.
TO FORM 990-PF, PG 1, LN 18	4,163.	1,419.		0.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - SCHEDULE B		X	2,785,811.	2,905,147.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,785,811.	2,905,147.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,785,811.	2,905,147.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY, INC.	210,204.	214,301.
TOTAL TO FORM 990-PF, PART II, LINE 10B	210,204.	214,301.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SCHEDULE A	COST	6,633,422.	7,899,850.
BAC MARKET-LINKED STEP UP NOTES	COST	523,000.	495,375.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,156,422.	8,395,225.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	3,175.	2,327.	848.
OFFICE FURNITURE	147.	95.	52.
TOTAL TO FM 990-PF, PART II, LN 14	3,322.	2,422.	900.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	478.	5,222.	5,222.
TO FORM 990-PF, PART II, LINE 15	478.	5,222.	5,222.

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

528111
04-01-15

(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, 2015

Schedule A

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Alps Alerian MLP ETF	11,203	153,808	134,996
Amex Technology Select SPDR	11,314	396,370	484,579
EGA Beyond Brics ETF	2,764	53,741	40,078
Gotham Absolute Return Fd	6,737	90,111	82,932
Guggenheim S&P 500 Equal Weight Technology	2,281	206,560	210,468
Ishares Nasdaq Biotech	430	39,878	145,482
Ishares High Div Eq Fd	4,062	270,793	298,191
Ishares Trust Dow Jones US Indl Sector	1,288	118,740	132,562
Ishares Dow Jones US Healthcare Sector	2,186	257,183	327,922
Ishares S&P Global 100	3,810	236,134	277,482
Ishares S&P 500 Value	7,434	251,201	658,132
Ishares S&P 500 Growth Index Fund	5,275	206,790	610,845
Ishares S&P Smallcap 600 Barra Growth Index Fd	814	30,629	101,188
Ishares S&P Smallcap 600 Value Index Fund	941	33,696	101,779
Ishares Trust Shs MSCI Emerging	1,695	96,648	82,479
Ishares Transportation	440	55,855	59,281
Ishares US Aerospace ETF	988	116,501	116,801
Ishares US Consumer Services	636	86,320	91,997
Ishares US Medical	341	39,733	41,766
Materials Select Sector	1,424	68,052	61,830
Sector SPDR Consumer Staples	2,611	119,569	131,829
Sector SPDR Energy	3,190	249,783	192,421
Sector SPDR Financial	9,632	222,452	229,531
Sector SPDR KBW Regional Banking	852	35,099	35,716
SPDR S&P Midcap 400 ETF	364	81,175	92,471
Vanguard Dividend	3,000	158,697	233,280
Vanguard FTSE Developed Markets	7,651	307,474	280,945
Vanguard Mega Cap 300 Growth	1,282	106,592	106,457
Vanguard REIT ETF	1,900	151,409	151,487
Vanguard Total Stock Mkt	1,105	119,200	115,252
Wisdomtree Europe Hedged Equity Fund	4,870	294,117	262,055
Wisdomtree Trust Japan	4,158	212,246	208,233
Ishares Barclays Tips Bond Fund	4,715	488,079	517,141
Nataxis Asg Global	23,618	245,538	234,054
Ishares Barclays 1-3 Yr Credit	3,350	350,071	350,410
SPDR Nuveen Barclays Cap Shrt Muni Bond	5,000	119,580	121,800
SPDR Barclays Cap Shrt Term Corp Bond	3,000	90,960	91,200
Tortoise Mlp Fd, Inc.	4,000	75,448	69,440
Vanguard Intermediate Term Bond	4,000	328,180	332,240
Vanguard High Yield Corporate Fund	15,000	69,008	83,100
	<u>6,633,422</u>	<u>7,899,850</u>	

Attachment to Form 990-PF
Part II, Balance Sheets
The Lily Foundation
Municipal Bonds
December 31, 2015

Schedule B

	<u>Ending Cost Basis</u>	<u>Ending Market Value</u>
Ambridge PA Area Sch Dist 11/1/31	98,513	103,970
Ambridge PA Area Sch Dist 11/1/29	24,593	26,033
California St Univ Rev System	100,000	105,455
Connecticut St JSG Fin Auth	175,000	180,201
Delaware County, PA Authority 4%	99,918	107,063
Delaware County, PA Authority 4.25%	101,917	110,173
Fort Bend Co Tex MUD	49,633	50,576
JEA Fla St. Johns Riv Pwr	197,639	204,968
JEA Fla Wtr & Swr Sys	198,069	204,884
Laurel, PA School District	99,866	100,141
Lee Cnty Fla Sch Brd	49,793	51,637
Los Angeles Calif Uni Sch Dist	99,198	105,764
Lycoming Cnty PA	124,998	129,064
Maine Mun Bd Bk 11/1/28	98,449	103,259
Maine Mun Bd Bk 11/1/29	98,745	104,936
Neshannock Twp PA Sch Dist	199,994	204,912
New York NY Ser J OID	49,506	53,096
New York Ny Fiscal 2015	49,516	52,453
Oregon St HSG & Cmnty	5,000	5,000
Oregon St HSG & Cmnty	195,000	200,337
Pennsylvania HSG Fin Agency	25,000	26,397
Pennsylvania St Tpk	199,994	210,128
Pennsylvania St Ser 1 OID	197,943	204,854
Pittsburgh-Allegheny, PA	49,885	53,120
Suffolk Cnty NY Pub	<u>197,642</u>	<u>206,726</u>
	<u>2,785,811</u>	<u>2,905,147</u>