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EXTENDED TO AUGUST 15, 2016

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

THE LILY FOUNDATION

A Employer identification number

52-6854621

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

200 W. LANCASTER AVENUE

Room/suite

202

B Telephone number

610-964-0331

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

WAYNE, PA 19087-4046

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 12,007,383. (Part I, column (d) must be on cash basis.)

Part I

Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income *

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

| | | (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 | | | | |
| | 3 Interest on savings and temporary cash investments | 241. | 241. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 277,597. | 163,267. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 708,446. | | | |
| | b 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 | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | | | | |
| 12 Total Add lines 1 through 11 | 986,284. | 871,954. | | | |
| Operating and Administrative Expenses | 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 3 | 18,748. | 0. | | 18,748. |
| | c Other professional fees STMT 4 | 68,429. | 67,597. | | 750. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 5 | 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.

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Form 990-PF (2015)

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2015.03040 THE LILY FOUNDATION

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SCANNED JUN 24 2016

| Part II Balance Sheets | | Beginning of year | End of year | |
|-----------------------------|--|-------------------|----------------|----------------|
| | | | (a) Book Value | (b) Book Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 1,046,330. | 486,588. | 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. | 2,905,147. |
| | b Investments - corporate stock STMT 7 | 95,875. | 210,204. | 214,301. |
| | c Investments - corporate bonds | | | |
| Liabilities | 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. | 8,395,225. |
| | 14 Land, buildings, and equipment: basis ▶ 3,322. | | | |
| | Less accumulated depreciation STMT 9 ▶ 2,422. | 1,375. | 900. | 900. |
| | 15 Other assets (describe ▶ STATEMENT 10) | 478. | 5,222. | 5,222. |
| | 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. |
| | 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. |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | |
| 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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 16,059. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 16,059. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 16,059. |
| 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 <input type="checkbox"/> 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 <input type="checkbox"/> 4,041. Refunded <input type="checkbox"/> | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| 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. | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | X |
| 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 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? | | 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 | | X |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 | | 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 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | 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) | | 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) | | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | X | |
| 14 The books are in care of ► THE FOUNDATION Telephone no. ► 610-964-0331 Located at ► 200 W. LANCASTER AVENUE, NO. 202, WAYNE, PA ZIP+4 ► 19087-4046 | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A | | |
| 16 At any time during calendar year 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 ► | | 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 | 1b | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? | 1c | 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 <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 | 2b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015? | 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))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

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

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

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

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

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

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

0

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

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 | | | | |
| a Enter amount for 2014 only | | | 0. | |
| 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. | | | | |
| a Applied to 2014, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2015 distributable amount | | | | 609,146. |
| e Remaining amount distributed out of corpus | 63,531. | | | |
| 5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 92,914. | | | |
| 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

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(i)(3) or ☐ 4942(i)(5)

- 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.

[illegible]

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 |
|---|---|--------------------------------|----------------------------------|----------|
| Name and address (home or business) | | | | |
| 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 XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

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

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

**Sign
Here**

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


Signature of officer or trustee

Date _____

5/19/11

TRUSTEE

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

BRETT W. SENIOR

~~Preparer's signature~~

Repairer's signature

Date

5-17-10

Check ☐ self-employed

PTIN

P00118248

Firm's name ► **BRETT SENIOR TAX SERVICES, LLC**

| | |
|--------------|------------|
| Firm's EIN ▶ | 46-2438161 |
|--------------|------------|

Firm's address ► 125 STRAFFORD AVENUE, SUITE 112
WAYNE, PA 19087

Phone no. **610-293-1500**

Form **990-PF** (2015)

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 }

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

2

3

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 | 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 }

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

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

| (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 | | | 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 |

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 |
|---|--|--------------------------------------|-------------------------------------|-----------------|
| 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. |
| HELPUADOPT.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. |

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 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. |
| PLANNED PARENTHOOD FOR SOUTHEASTERN PENNSYLVANIA 1144 LOCUST STREET PHILADELPHIA, PA 19107 | N/A | PUBLIC | GENERAL | 20,000. |
| HEDGEROW THEATRE 64 ROSE VALLEY ROAD MEDIA, PA 19063 | N/A | PUBLIC | GENERAL | 10,000. |
| WOMEN AGAINST ABUSE 100 SOUTH BROAD ST., SUITE 1341 PHILADELPHIA, PA 19110 | N/A | PUBLIC | GENERAL | 10,000. |
| WOMEN'S WAY 123 SOUTH BROAD ST., SUITE 1399 PHILADELPHIA, PA 19109 | N/A | PUBLIC | GENERAL | 10,000. |
| THE PENNINGTON SCHOOL 112 WEST DELAWARE AVE. PENNINGTON, NJ 08534 | N/A | PUBLIC | GENERAL | 25,000. |
| R. J. LEONARD FOUNDATION 1451 WRIGHTSTOWN ROAD NEWTOWN, PA 18940 | N/A | PUBLIC | GENERAL | 3,850. |
| THORNCROFT EQUESTRIAN CENTER 190 LINE ROAD MALVERN, PA 19355 | N/A | PUBLIC | GENERAL | 10,000. |
| Total from continuation sheets | | | | |

52-6854621

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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 |
|---|-----------------|-------------------|---|
| 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 |
|--|-------------------|------------|-------------------|
| 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 |
|------------------------------------|--|--------------------------|------------|
| 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 |
|----------------------------------|----------------------------|------------------------|-------------------|
| 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

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990-PF

| Asset No | Description | Date Acquired | Method | Life | C o n v | Line No | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | * Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|----------|--------------------------|---------------|--------|------|---------|---------|--------------------------|------------|---------------------|----------------------|------------------------|------------------------------------|-------------------------|------------------------|---------------------------------|
| 1 | OFFICE FURNITURE | 12/31/10 | SL | 7.00 | MO | 17 | 3,175. | | | | 3,175. | 1,873. | | 454. | 2,327. |
| 2 | OFFICE FURNITURE | 07/08/11 | SL | 7.00 | HY | 17 | 147. | | | | 147. | 74. | | 21. | 95. |
| | * TOTAL 990-PF PG 1 DEPR | | | | | | 3,322. | | | | 3,322. | 1,947. | | 475. | 2,422. |

Attachment to Form 990-PF
Part II, Balance Sheets
The Lily Foundation
Mutual Funds/Closed End Funds
December 31, 2015

Schedule A

| | <u>Number of Shares/Units</u> | <u>Ending Cost Basis</u> | <u>Ending Market Value</u> |
|--|-----------------------------------|------------------------------|--------------------------------|
| Alps Alerian MLP ETF | 11,203 | 153,808 | 134,996 |
| Amex Technology Selct SPRDR | 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 | 197,642 | 206,726 |
| | <u>2,785,811</u> | <u>2,905,147</u> |