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For calendar year 2016 or tax year beginning

, and ending

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

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**

A Employer identification number

**52-6854621**

B Telephone number

**610-964-0331**C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

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 **11,815,756.** (from Part II, col. (c), line 16) 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)
1	Contributions, gifts, grants, etc., received			<b>N/A</b>	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	<b>143.</b>	<b>143.</b>		<b>STATEMENT 1</b>
4	Dividends and interest from securities	<b>270,539.</b>	<b>173,013.</b>		<b>STATEMENT 2</b>
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<b>-125,634.</b>			
b	Gross sales price for all assets on line 6a	<b>1,823,210.</b>			
7	Capital gain net income (from Part IV, line 2)			<b>0. RECEIVED</b>	
8	Net short-term capital gain			<b>0. SEP 27 2017</b>	
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	<b>145,048.</b>	<b>173,156.</b>		
13	Compensation of officers, directors, trustees, etc	<b>0.</b>	<b>0.</b>		<b>0.</b>
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	<b>STMT 3</b>	<b>14,022.</b>	<b>0.</b>	<b>14,022.</b>
c	Other professional fees	<b>STMT 4</b>	<b>65,447.</b>	<b>64,578.</b>	<b>750.</b>
17	Interest				
18	Taxes	<b>STMT 5</b>	<b>31,224.</b>	<b>1,965.</b>	<b>0.</b>
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses Add lines 13 through 23	<b>111,810.</b>	<b>66,543.</b>		<b>15,414.</b>
25	Contributions, gifts, grants paid	<b>772,487.</b>			<b>772,487.</b>
26	Total expenses and disbursements Add lines 24 and 25	<b>884,297.</b>	<b>66,543.</b>		<b>787,901.</b>
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<b>-739,249.</b>			
b	Net investment income (if negative, enter -0-)		<b>106,613.</b>		
c	Adjusted net income (if negative, enter -0-)			<b>N/A</b>	

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		486,588.	521,322.	521,322.
	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	2,785,811.	2,979,428.	3,020,185.
	b Investments - corporate stock	STMT 7	210,204.	210,204.	264,516.
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	7,156,422.	6,194,020.	8,008,809.
	14 Land, buildings, and equipment: basis ►	3,322.			
	Less accumulated depreciation	STMT 9 ►	2,897.	900.	425.
	425.				
	15 Other assets (describe ►	STATEMENT 10)	5,222.	499.	499.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		10,645,147.	9,905,898.	11,815,756.
	17 Accounts payable and accrued expenses				
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		8,619,417.	8,619,417.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		2,025,730.	1,286,481.	
	30 Total net assets or fund balances		10,645,147.	9,905,898.	
	31 Total liabilities and net assets/fund balances		10,645,147.	9,905,898.	

## 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	10,645,147.
2 Enter amount from Part I, line 27a	2	-739,249.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	9,905,898.
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	9,905,898.

## 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.)
a					
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 1,823,210.		1,948,844.			-125,634.
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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a					
b					
c					
d					
e					-125,634.
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		-125,634.
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  NoIf "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))
2015	672,677.	12,504,101.	.053797
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
2 Total of line 1, column (d)			.245481
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			.049096
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			11,856,130.
5 Multiply line 4 by line 3			582,089.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,066.
7 Add lines 5 and 6			583,155.
8 Enter qualifying distributions from Part XII, line 4			787,901.

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.	(attach copy of letter if necessary-see instructions)	1,066.
• Date of ruling or determination letter: _____		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b ..		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	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 2016 estimated tax payments and 2015 overpayment credited to 2016	16,100.	
b Exempt foreign organizations - tax withheld at source		
c Tax paid with application for extension of time to file (Form 8868)		
d Backup withholding erroneously withheld		
7 Total credits and payments. Add lines 6a through 6d	16,100.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ► 5,034.   Refunded ► 10,000.		

## 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 X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	
c Did the foundation file Form 1120-POL for this year?	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.	No X
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? <i>If "Yes," attach a detailed description of the activities.</i>	
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? <i>If "Yes," attach a conformed copy of the changes</i>	N/A
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	
b If "Yes," has it filed a tax return on Form 990-T for this year?	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA	
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	

## 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 ► <u>N/A</u>		
14 The books are in care of ► <u>THE FOUNDATION</u> Located at ► <u>200 W. LANCASTER AVENUE, NO. 202, WAYNE, PA</u>	Telephone no. ► <u>610-964-0331</u> ZIP+4 ► <u>19087-4046</u>	
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 2016, 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 <b>any</b> 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 2016?	1b	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> 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 <b>any</b> of the years listed in 2a, list the years here.		
► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2016 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 2016)	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 2016?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

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

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

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

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

Yes  No

Yes  No

Yes  No

Yes  No

Yes  No

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

N/A ► 

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes  No

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

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

Yes  No

6b

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

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

Yes  No

7b

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

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

Yes  No

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.

**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	11,344,751.
b Average of monthly cash balances	1b	691,005.
c Fair market value of all other assets	1c	924.
d Total (add lines 1a, b, and c)	1d	12,036,680.
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	12,036,680.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	180,550.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,856,130.
6 Minimum investment return. Enter 5% of line 5	6	592,807.

**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	592,807.
2a Tax on investment income for 2016 from Part VI, line 5	2a	1,066.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,066.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	591,741.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	591,741.
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	591,741.

**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	787,901.
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	787,901.
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	1,066.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	786,835.

**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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				591,741.
2 Undistributed income, if any, as of the end of 2016			0.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014	29,383.			
e From 2015	63,531.			
f Total of lines 3a through e	92,914.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 787,901.			0.	
a Applied to 2015, 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 2016 distributable amount				591,741.
e Remaining amount distributed out of corpus	196,160.			
5 Excess distributions carryover applied to 2016 (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:	289,074.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	289,074.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014	29,383.			
d Excess from 2015	63,531.			
e Excess from 2016	196,160.			

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

N/A

**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
<b>a Paid during the year</b>				
AGNES IRWIN SCHOOL 275 S. ITHAN AVENUE ROSEMONT, PA 19010	N/A	PUBLIC	GENERAL	69,687.
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.
CHESTER COUNTY FUND FOR WOMEN & GIRLS 1450 E. BOOT ROAD, SUITE 400B WEST CHESTER, PA 19380	N/A	PUBLIC	GENERAL	25,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 772,487.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

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

Enter gross amounts unless otherwise indicated.

	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			14	143.	
5 Net rental income or (loss) from real estate:			14	270,539.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-125,634.	
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.		145,048.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	145,048.
(See worksheet in line 13 instructions to verify calculations.)					

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

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

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
- (2) Other assets

**b** Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule.

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described

Yes  No

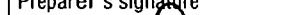
b If "Yes," complete the following schedule.

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

**Sign  
Here**

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

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

<b>Paid Preparer Use Only</b>	Signature of preparer or trustee	Date	File No.	
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	BRETT W. SENIOR		8-10-17	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	

## 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.)
a 15400 SHS MSCI JAPAN		P	02/22/16	08/25/16
b 100 SHS ISHARES TRANSPORTATION		P	07/16/15	02/22/16
c 178 SHS WISDOMTREE TR JAPAN		P	03/20/15	02/22/16
d 195 SHS WISDOMTREE TR JAPAN		P	03/25/15	02/22/16
e 785 SHS WISDOMTREE TR JAPAN		P	09/09/15	02/22/16
f 780 SHS WISDOMTREE TR JAPAN		P	09/10/15	02/22/16
g 732 SHS SPDR KBW REG BANK.		P	09/09/15	08/25/16
h 120 SHS SPDR KBW REG BANK.		P	09/10/15	08/25/16
i 3953 SHS ALPS ALERIAN MLP		P	03/20/15	01/15/16
j 594 SHS EGA BEYOND BRICS		P	06/04/15	02/22/16
k 300 SHS EGA BEYOND BRICS		P	09/10/15	02/22/16
l 1580 SHS WISDOMTREE EUROPE HEDGED		P	09/09/15	08/25/16
m 175 SHS WISDOMTREE EUROPE HEDGED		P	09/10/15	08/25/16
n 6646 SHS GOTHAM ABSOLUTE		P	06/11/15	02/08/16
o 90.987 SHS GOTHAM ABSOLUTE		P	12/18/15	02/08/16
(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 189,724.		169,861.	19,863.	
b 13,339.		14,585.	-1,246.	
c 7,532.		9,986.	-2,454.	
d 8,251.		10,996.	-2,745.	
e 33,216.		39,821.	-6,605.	
f 33,004.		39,559.	-6,555.	
g 30,579.		30,120.	459.	
h 5,013.		4,980.	33.	
i 38,699.		61,448.	-22,749.	
j 8,559.		11,236.	-2,677.	
k 4,323.		4,881.	-558.	
l 84,118.		89,724.	-5,606.	
m 9,317.		9,978.	-661.	
n 77,958.		88,990.	-11,032.	
o 1,067.		1,121.	-54.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			19,863.	
b			-1,246.	
c			-2,454.	
d			-2,745.	
e			-6,605.	
f			-6,555.	
g			459.	
h			33.	
i			-22,749.	
j			-2,677.	
k			-558.	
l			-5,606.	
m			-661.	
n			-11,032.	
o			-54.	
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	500 SHS ISHARES S&P GLOBAL 100	P	06/27/13	08/25/16
b	115 SHS ISHARES TRANSPORTATION	P	06/27/13	02/22/16
c	125 SHS ISHARES TRANSPORTATION	P	12/12/13	02/22/16
d	100 SHS ISHARES TRANSPORTATION	P	02/04/14	02/22/16
e	2220 SHS WISDOMTREE TR JAPAN	P	02/05/15	02/22/16
f	1000 SHS ALPS ALERIAN MLP	P	05/08/12	01/15/16
g	1150 SHS ALPS ALERIAN MLP	P	12/12/13	01/15/16
h	1870 SHS EGA BEYOND BRICS	P	02/05/15	02/22/16
i	2420 SHS WISDOMTREE EUROPE HEDGED	P	02/05/15	08/25/16
j	373 SHS WISDOMTREE EUROPE HEDGED	P	03/20/15	08/25/16
k	271 SHS WISDOMTREE EUROPE HEDGED	P	03/25/15	08/25/16
l	51 SHS WISDOMTREE EUROPE HEDGED	P	07/06/15	08/25/16
m	220 SHS ISHARES S&P GLOBAL 100	P	07/08/11	08/25/16
n	185 SHS ISHARES S&P GLOBAL 100	P	08/04/11	08/25/16
o	1000 SHS ISHARES S&P GLOBAL 100	P	07/11/11	08/25/16
(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	37,464.		34,031.	3,433.
b	15,340.		12,697.	2,643.
c	16,673.		15,807.	866.
d	13,339.		12,766.	573.
e	93,935.		111,884.	-17,949.
f	9,790.		13,093.	-3,303.
g	11,258.		17,821.	-6,563.
h	26,946.		37,624.	-10,678.
i	128,838.		148,364.	-19,526.
j	19,858.		24,967.	-5,109.
k	14,428.		17,978.	-3,550.
l	2,715.		3,106.	-391.
m	16,484.		14,331.	2,153.
n	13,862.		11,105.	2,757.
o	74,928.		64,000.	10,928.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			3,433.	
b			2,643.	
c			866.	
d			573.	
e			-17,949.	
f			-3,303.	
g			-6,563.	
h			-10,678.	
i			-19,526.	
j			-5,109.	
k			-3,550.	
l			-391.	
m			2,153.	
n			2,757.	
o			10,928.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}		3	

## THE LILY FOUNDATION

## 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.)
a 4000 SHS TORTOISE MLP FD		P	07/27/10	02/08/16
b 1100 SHS ALPS ALERIAN MLP		P	03/28/11	01/15/16
c 4000 SHS ALPS ALERIAN MLP		P	03/31/11	01/15/16
d REAL ESTATE SELECT SECTOR SPDR CASH IN LIEU		P	09/23/16	09/23/16
e 15000 FACE R2000 STEPUP ISSUER HSBC		P	11/24/15	12/09/16
f 433 SHS NATIXIS ASG GLOBAL		P	04/10/13	08/02/16
g 1269 SHS NATIXIS ASG GLOBAL		P	12/30/13	08/02/16
h 737 SHS NATIXIS ASG GLOBAL		P	04/09/14	08/02/16
i 501 SHS NATIXIS ASG GLOBAL		P	12/30/14	08/02/16
j 781.916 SHS NATIXIS ASG GLOBAL		P	04/09/15	08/02/16
k 9940 SHS NATIXIS ASG GLOBAL		P	02/04/10	08/02/16
l 417 SHS NATIXIS ASG GLOBAL		P	12/31/10	08/02/16
m 9425 SHS NATIXIS ASG GLOBAL		P	03/10/11	08/02/16
n 114 SHS NATIXIS ASG GLOBAL		P	04/12/11	08/02/16
o 3000 SHS SPDR BLMBRG BRCLY SHT TRM CP BOND		P	03/31/11	11/02/16
(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 53,563.		75,448.	-21,885.	
b 10,769.		13,177.	-2,408.	
c 39,159.		48,268.	-9,109.	
d 8.		5.	3.	
e 161,325.		150,000.	11,325.	
f 3,884.		4,560.	-676.	
g 11,383.		13,819.	-2,436.	
h 6,611.		7,621.	-1,010.	
i 4,494.		5,350.	-856.	
j 7,014.		8,585.	-1,571.	
k 89,162.		99,996.	-10,834.	
l 3,740.		4,391.	-651.	
m 84,542.		99,999.	-15,457.	
n 1,023.		1,216.	-193.	
o 91,919.		90,960.	959.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-21,885.	
b			-2,408.	
c			-9,109.	
d			3.	
e			11,325.	
f			-676.	
g			-2,436.	
h			-1,010.	
i			-856.	
j			-1,571.	
k			-10,834.	
l			-651.	
m			-15,457.	
n			-193.	
o			959.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}		3	

## THE LILY FOUNDATION

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 500 SHS NUVEEN BLMBRG BRCLY SHT TR MUNI			P	09/17/10	11/02/16
b 2000 SHS NUVEEN BLMBRG BRCLY SHT TR MUNI			P	03/31/11	11/02/16
c 11746 SHS VANGUARD HIGH YIELD CORP			P	01/27/09	02/08/16
d 3254 SHS VANGUARD HIGH YIELD CORP			P	08/05/09	02/08/16
e 5000 FACE OREGON ST HSG & CMNTY			P	05/15/14	01/04/16
f 5000 FACE OREGON ST HSG & CMNTY			P	05/15/14	10/03/16
g CAPITAL GAINS DIVIDENDS					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 24,312.		24,300.			12.
b 97,248.		95,280.			1,968.
c 62,724.		52,153.			10,571.
d 17,376.		16,856.			520.
e 5,000.		5,000.			0.
f 5,000.		5,000.			0.
g 2,397.					2,397.
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					12.
b					1,968.
c					10,571.
d					520.
e					0.
f					0.
g					2,397.
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }			2		-125,634.
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 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
COMMUNITY PARTNERSHIP SCHOOL 1936 N. JUDSON STREET <u>PHILADELPHIA, PA 19121</u>	N/A	PUBLIC	GENERAL	80,000.
DOMESTIC ABUSE PROJECT 204 WEST FRANKLIN AVENUE <u>MINNEAPOLIS, MN 55404</u>	N/A	PUBLIC	GENERAL	100,000.
C.B. COMMUNITY SCHOOLS 2116 EAST HAINES STREET <u>PHILADELPHIA, PA 19130</u>	N/A	PUBLIC	GENERAL	20,000.
GERMANTOWN ACADEMY 340 MORRIS ROAD <u>FORT WASHINGTON, PA 19034</u>	N/A	PUBLIC	GENERAL	50,000.
GREENER PARTNERS 260 SPRING ROAD <u>MALVERN, PA 19355</u>	N/A	PUBLIC	GENERAL	2,800.
HEDGEROW THEATRE 64 ROSE VALLEY ROAD <u>MEDIA, PA 19063</u>	N/A	PUBLIC	GENERAL	20,000.
HELPUSADOPT.ORG P.O. BOX 20435 <u>NEW YORK, NY 10021</u>	N/A	PUBLIC	GENERAL	10,000.
HISTORICAL SOCIETY OF PENNSYLVANIA 1300 LOCUST STREET <u>PHILADELPHIA, PA 19107</u>	N/A	PUBLIC	GENERAL	50,000.
INDEPENDENCE SEAPORT MUSEUM 211 S. COLUMBUS BLVD & WALNUT ST. <u>PHILADELPHIA, PA 19106</u>	N/A	PUBLIC	GENERAL	5,000.
THE CHILDREN'S HOSPITAL OF PHILADELPHIA FOUNDATION 34TH STREET & CIVIC CENTER BLVD <u>PHILADELPHIA, PA 19104</u>	N/A	PUBLIC	GENERAL	5,000.
<b>Total from continuation sheets</b>				<b>647,800.</b>

## 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
MERCY SHIPS P.O. BOX 2020 <u>GARDEN VALLEY, TX 75771</u>	N/A	PUBLIC	GENERAL	20,000.
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	75,000.
PLANNED PARENTHOOD FOR SOUTHEASTERN PENNSYLVANIA 1144 LOCUST STREET <u>PHILADELPHIA, PA 19107</u>	N/A	PUBLIC	GENERAL	20,000.
MINDING YOUR MIND 42 WEST LANCASTER AVENUE, 2ND FL <u>ARDMORE, PA 19003</u>	N/A	PUBLIC	GENERAL	15,000.
ROSEMONT COLLEGE 1400 MONTGOMERY AVENUE <u>ROSEMONT, PA 19010</u>	N/A	PUBLIC	GENERAL	30,000.
THE PENNINGTON SCHOOL 112 WEST DELAWARE AVE. <u>PENNINGTON, NJ 08534</u>	N/A	PUBLIC	GENERAL	25,000.
THORNCROFT EQUESTRIAN CENTER 190 LINE ROAD <u>MALVERN, PA 19355</u>	N/A	PUBLIC	GENERAL	10,000.
UNIVERSITY OF SOUTH FLORIDA FOUNDATION INC. 4202 E. FOWLER AVE. FAH110 <u>TAMPA, FL 33620</u>	N/A	PUBLIC	GENERAL	35,000.
<u>Total from continuation sheets</u>				

THE LILY FOUNDATION

52-6854621

## Part XV Supplementary Information

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

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
Name and address (home or business)				
COLLEGE SETTLEMENT 600 WITMER ROAD HORSHAM, PA 19044	N/A	PUBLIC	GENERAL	5,000.
THE BARN AT SPRING BROOK FARM 360 LOCUST GROVE ROAD WEST CHESTER, PA 19382	N/A	PUBLIC	GENERAL	20,000.
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.
KNOX COUNTY HISTORICAL MUSEUM 196 DANEIL BOONE DRIVE BARBOURVILLE, KY 40906	N/A	PUBLIC	GENERAL	10,000.

**Total from continuation sheets**

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

SOURCE	(A) REVENUE PER BOOKS	NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH - 871-02090	27.	27.	
MERRILL LYNCH - 871-02233	116.	116.	
TOTAL TO PART I, LINE 3	143.	143.	

## 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	150,004.	1,069.	148,935.	148,935.	
MERRILL LYNCH - 871-02233	25,677.	1,328.	24,349.	23,385.	
MERRILL LYNCH - 871-02233 MUNI BD					
INT	96,562.	0.	96,562.	0.	
MERRILL LYNCH - 871-02233 US TREAS					
OID	693.	0.	693.	693.	
TO PART I, LINE 4	272,936.	2,397.	270,539.	173,013.	

## 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	14,022.	0.		14,022.
TO FORM 990-PF, PG 1, LN 16B	14,022.	0.		14,022.

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	64,697.	64,578.		0.
MEMBERSHIP DUES	750.	0.		750.
TO FORM 990-PF, PG 1, LN 16C	65,447.	64,578.		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	29,259.	0.		0.
ML - 871-02090 FOREIGN TAXES	1,965.	1,965.		0.
TO FORM 990-PF, PG 1, LN 18	31,224.	1,965.		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	2,776,433.	2,825,165.
US TREASURY INFLATION NOTE	X		202,995.	195,020.
TOTAL U.S. GOVERNMENT OBLIGATIONS			202,995.	195,020.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,776,433.	2,825,165.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,979,428.	3,020,185.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY, INC.	210,204.	264,516.
TOTAL TO FORM 990-PF, PART II, LINE 10B	210,204.	264,516.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SCHEDULE A	COST	5,821,020.	7,624,025.
BAC MARKET-LINKED STEP UP NOTES	COST	373,000.	384,784.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,194,020.	8,008,809.

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.	2,781.	394.
OFFICE FURNITURE	147.	116.	31.
TOTAL TO FM 990-PF, PART II, LN 14	3,322.	2,897.	425.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	5,222.	499.	499.
TO FORM 990-PF, PART II, LINE 15	5,222.	499.	499.

## 2016 DEPRECIATION AND AMORTIZATION REPORT

990-PF PAGE 1										990-PF					
Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost (Or Basis)	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation	
1	OFFICE FURNITURE	12/31/10	SL	7.00	MQ17	3,175.				3,175.	2,327.		454.	2,781.	
2	OFFICE FURNITURE	07/08/11	SL	7.00	HY17	147.				147.	95.		21.	116.	
* TOTAL 990-PF PG 1 DEPR															
3,322.															
3,322.															
2,422.															
475.															
2,897.															

**Attachment to Form 990-PF**  
**Part II, Balance Sheets**  
**The Lily Foundation**  
**Mutual Funds/Closed End Funds**  
**December 31, 2016**

**Schedule A**

	<b>Number of Shares/Units</b>	<b>Ending Cost Basis</b>	<b>Ending Market Value</b>
Select Sector SPRDR Tr	11,314	396,370	547,145
Guggenheim S&P 500 Equal Weight Technology	2,281	206,560	247,466
Ishares Nasdaq Biotech	430	39,878	114,113
Ishares High Div Eq Fd	5,226	362,833	429,839
Ishares Core MSCI PAC	4,002	199,980	195,338
Ishares Trust Dow Jones US Indl Sector	1,288	118,740	155,301
Ishares Dow Jones US Healthcare Sector	2,404	287,156	346,489
Ishares S&P Global 100	1,905	112,667	146,152
Ishares S&P 500 Value	7,434	251,201	753,659
Ishares S&P 500 Growth Index Fund	5,275	206,790	642,442
Ishares S&P Smallcap 600 Growth	814	30,629	122,100
Ishares S&P Smallcap 600 Value	941	33,696	131,749
Ishares Edge MSCI Min Vol EAFE	1,962	132,959	120,114
Ishares Edge MSCI Min Vol Emerging Markets	3,719	205,637	181,896
Ishares US Aerospace ETF	988	116,501	138,834
Ishares US Consumer Services	855	116,285	129,131
Ishares US Medical Devices ETF	341	39,733	45,404
Materials Select Sector	1,424	68,052	70,773
Real Estate Select Sector SPDR FD	1,340	43,617	41,205
Sector SPDR Consumer Staples	3,598	168,848	186,053
Sector SPDR Energy	3,490	266,060	262,867
Sector SPDR Financial	9,632	193,953	223,944
SPDR S&P Midcap 400 ETF	364	81,175	109,830
Vanguard Dividend Appreciation	3,260	178,740	277,687
Vanguard FTSE Developed Markets	10,705	421,442	391,161
Vanguard Mega Cap 300 Growth	1,282	106,592	111,675
Vanguard REIT ETF	1,900	149,396	156,807
Vanguard Total Stock Mkt	1,105	119,200	127,429
Ishares Barclays Tips Bond Fund	4,715	488,079	533,597
Ishares Barclays 1-3 Yr Credit	3,350	350,071	351,549
Vanguard Intermediate Term Bond	4,000	328,180	332,280
	<b>5,821,020</b>	<b>7,624,025</b>	

Attachment to Form 990-PF  
 Part II, Balance Sheets  
 The Lily Foundation  
 Municipal Bonds  
 December 31, 2016

Schedule B

	Ending Cost Basis	Ending Market Value
Ambridge PA Area Sch Dist 11/1/31	98,583	101,427
Ambridge PA Area Sch Dist 11/1/29	24,616	25,271
California St Univ Rev System	100,000	102,131
Connecticut St JSG Fin Auth	175,000	176,551
Delaware County, PA Authority 4%	99,924	105,056
Delaware County, PA Authority 4.25%	101,506	106,581
Fort Bend Co Tex MUD	49,660	48,844
JEA Fla St. Johns Riv Pwr	197,743	202,162
JEA Fla Wtr & Swr Sys	198,205	201,750
Laurel, PA School District	99,938	100,121
Lee Cnty Fla Sch Brd	49,812	50,174
Los Angeles Calif Uni Sch Dist	99,264	103,008
Lycoming Cnty PA	124,998	126,198
Maine Mun Bd Bk 11/1/28	98,548	101,114
Maine Mun Bd Bk 11/1/29	98,817	101,432
Neshannock Twp PA Sch Dist	199,994	201,926
New York NY Ser J OID	49,546	51,496
New York Ny Fiscal 2015	49,551	50,985
Oregon St HSG & Cmnty	190,000	191,541
Pennsylvania HSG Fin Agency	25,000	25,841
Pennsylvania St Tpk	199,995	203,308
Pennsylvania St Ser 1 OID	198,081	194,092
Pittsburgh-Allegheny, PA	49,896	51,880
Suffolk Cnty NY Pub	197,758	202,280
	<u>2,776,433</u>	<u>2,825,165</u>