

For calendar year 2019 or tax year beginning

, and ending

Name of foundation

THE LILY FOUNDATION

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

200 W. LANCASTER AVENUE

Room/suite

202

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

WAYNE, PA 19087-4046

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

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

(Other (specify) _____)

► \$ 11,904,619. (Part I, column (d), must be on cash basis.)

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 ►

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			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch R				
3	Interest on savings and temporary cash investments	3,711.	3,711.		STATEMENT 1
4	Dividends and interest from securities	264,290.	170,195.		STATEMENT 2
5a	Gross rents				Internal Revenue Service Received US Bank - USB
b	Net rental income or (loss)			317	
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	1,158,453.			
b		3,215,207.			
7	Capital gain net income (from Part IV, line 2)		1,158,453.		NOV 16 2020
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a					Ogden, UT
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	1,426,454.	1,332,359.		
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	9,034.	0.		9,034.
c	Other professional fees	47,434.	47,345.		0.
17	Interest				
18	Taxes	7,917.	2,664.		0.
19	Depreciation and depletion				
20	Occupancy	597.	0.		597.
21	Travel, conferences, and meetings				
22	Printing and publications	1,450.	0.		1,450.
23	Other expenses				
24	Total operating and administrative expenses Add lines 13 through 23	66,432.	50,009.		11,081.
25	Contributions, gifts, grants paid	1,231,500.			1,231,500.
26	Total expenses and disbursements. Add lines 24 and 25	1,297,932.	50,009.		1,242,581.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	128,522.			
b	Net investment income (if negative, enter -0-)		1,282,350.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		330,590.	330,590.
	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	3,799,373.	3,724,657.
	b Investments - corporate stock	STMT 7	210,204.	139,525.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 8	5,269,252.	5,346,098.
	14 Land, buildings, and equipment: basis ►	3,322.		
	Less accumulated depreciation	STMT 9	3,322.	
	15 Other assets (describe ►	STATEMENT 10)	253,886.	10,323.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		9,532,715.	9,551,193.
				11,904,619.
	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 ►	STATEMENT 11)	110,044.	0.
	23 Total liabilities (add lines 17 through 22)		110,044.	0.
	Foundations that follow FASB ASC 958, check here ► <input type="checkbox"/>			
	and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ► <input checked="" type="checkbox"/>			
	and complete lines 26 through 30			
	26 Capital stock, trust principal, or current funds		8,619,417.	8,619,417.
	27 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	28 Retained earnings, accumulated income, endowment, or other funds		803,254.	931,776.
	29 Total net assets or fund balances		9,422,671.	9,551,193.
	30 Total liabilities and net assets/fund balances		9,532,715.	9,551,193.

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 29 (must agree with end-of-year figure reported on prior year's return)	1	9,422,671.
2 Enter amount from Part I, line 27a	2	128,522.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	9,551,193.
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 29	6	9,551,193.

Form 990-PF (2019)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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	3,215,207.	2,056,754.	1,158,453.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			1,158,453.		
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	1,158,453.	
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 doesn't 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))
2018	757,386.	12,446,904.	.060849
2017	916,397.	12,189,240.	.075181
2016	737,901.	11,858,182.	.062227
2015	672,677.	12,504,101.	.053797
2014	674,342.	12,680,158.	.053181

2 Total of line 1, column (d)

2 .305235

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years

3 .061047

4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5

4 11,640,262.

5 Multiply line 4 by line 3

5 710,603.

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

6 12,824.

7 Add lines 5 and 6

7 723,427.

8 Enter qualifying distributions from Part XII, line 4

8 1,242,581.

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.

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	5 SHS ISHARES US UTILITIES	P	03/06/19	08/09/19
b	58 SHS MATERIALS SELECT SECTOR	P	10/25/18	03/06/19
c	3 SHS MATERIALS SELECT SECTOR	P	10/25/18	08/09/19
d	5 SHS SPDR S&P 500 ETF	P	03/06/19	08/09/19
e	184 SHS BERKSHIRE HATHAWAY	P	02/05/15	03/06/19
f	297 SHS BERKSHIRE HATHAWAY	P	VARIOUS	08/09/19
g	1 SH VANGUARD TOTAL STK MKT	P	06/25/15	08/09/19
h	1838 SHS ISHARES EDGE MSCI MIN VOL	P	02/21/18	03/06/19
i	327 SHS ISHARES US AEROSPACE	P	02/10/17	03/06/19
j	18 SHS ISHARES US AEROSPACE	P	02/10/17	08/09/19
k	19 SHS ISHARES US MEDICAL DEVICES	P	09/09/15	03/06/19
l	13 SHS ISHARES US MEDICAL DEVICES	P	09/09/15	08/09/19
m	36 SHS SPDR S P BIOTECH	P	02/21/18	03/06/19
n	4534 SHS VANGUARD FTSE DEVELOPED MARKETS	P	VARIOUS	03/06/19
o	683 SHS VANGUARD MEGA CAP 300 GR	P	VARIOUS	03/06/19

(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 768.		724.	44.
b 3,197.		2,965.	232.
c 174.		153.	21.
d 1,462.		1,387.	75.
e 36,942.		27,414.	9,528.
f 59,262.		43,264.	15,998.
g 149.		110.	39.
h 130,037.		135,165.	-5,128.
i 66,494.		48,263.	18,231.
j 3,910.		2,657.	1,253.
k 4,263.		2,214.	2,049.
l 3,204.		1,515.	1,689.
m 3,119.		3,322.	-203.
n 185,121.		186,334.	-1,213.
o 82,322.		57,307.	25,015.

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			44.
b			232.
c			21.
d			75.
e			9,528.
f			15,998.
g			39.
h			-5,128.
i			18,231.
j			1,253.
k			2,049.
l			1,689.
m			-203.
n			-1,213.
o			25,015.

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	21 SHS VANGUARD MEGA CAP 300 GR	P	02/05/15	08/09/19
b	719 SHS INVESCO EXCHANGE-TRADED FD	P	VARIOUS	03/06/19
c	10 SHS INVESCO EXCHANGE-TRADED FD	P	02/15/15	08/09/19
d	76 SHS INVESCO EXCHANGE-TRADED FD	P	08/01/17	03/06/19
e	1707 SHS INVESCO EXCHANGE-TRADED FD	P	08/01/17	08/09/19
f	129 SHS ISHARES US HEALTHCARE	P	09/10/15	03/06/19
g	460 SHS US INDUSTRIALS	P	VARIOUS	08/09/19
h	2803 SHS ISHARES CORE MSCI PAC	P	VARIOUS	03/06/19
i	1156 SHS ISHARES CORE MSCI PAC	P	08/25/16	08/09/19
j	506 SHS ISHARES EXPONENTIAL TECH.	P	02/21/18	03/06/19
k	1195 SHS MATERIALS SELECT SECTOR SPDR	P	VARIOUS	03/06/19
l	248 SHS SECTOR SPDR CONSMRS STPL	P	02/22/16	08/09/19
m	6 SHS SECTOR SPDR ENERGY	P	03/20/14	03/06/19
n	498 SHS SELECT SECTOR SPDR TR	P	09/09/19	08/09/19
o	6109 SHS S&P 500 VALUE	P	03/02/09	03/06/19

(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 2,752.		1,728.	1,024.
b 118,425.		65,920.	52,505.
c 1,752.		893.	859.
d 3,144.		3,088.	56.
e 72,700.		69,355.	3,345.
f 24,559.		19,288.	5,271.
g 71,618.		55,983.	15,635.
h 153,969.		160,181.	-6,212.
i 62,439.		57,765.	4,674.
j 18,767.		18,724.	43.
k 71,318.		63,396.	7,922.
l 14,754.		12,660.	2,094.
m 392.		524.	-132.
n 39,255.		19,923.	19,332.
o 680,495.		206,428.	474,067.

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			1,024.
b			52,505.
c			859.
d			56.
e			3,345.
f			5,271.
g			15,635.
h			-6,212.
i			4,674.
j			43.
k			7,922.
l			2,094.
m			-132.
n			19,332.
o			474,067.

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

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	465 SHS ISHARES S&P 500 GROWTH	P	03/02/09	02/15/19
b	2300 SHS ISHARES S&P 500 GROWTH	P	03/02/09	03/06/19
c	345 SHS ISHARES S&P SMALLCAP 600 GROWTH	P	03/30/09	02/15/19
d	401 SHS ISHARES S&P SMALLCAP 600 VALUE	P	03/02/09	02/15/19
e	130 SHS MATERIALS SELECT SECTOR SPDR FUND	P	08/04/11	03/06/19
f	115000 FACE JEA FLA WTR & SWR	P	06/26/14	10/01/19
g	200000 FACE NESHANNOCK TWP PA SCH DT	P	07/10/14	09/03/19
h	200000 FACE INDUE/SX5E STEPUP ISS CS	P	05/28/15	05/24/19
i	25000 FACE PA HFA SIN FAM	P	09/30/10	10/01/19
j	100000 FACE US TREASURY BILL	P	05/29/19	07/11/19
k	138 SHS VANGUARD DIVIDEND APPRECIATION	P	02/22/16	08/09/19
l	CAPITAL GAINS DIVIDENDS			
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 77,265.		17,919.	59,346.
b 386,904.		88,633.	298,271.
c 63,281.		13,276.	50,005.
d 61,785.		14,359.	47,426.
e 7,165.		4,656.	2,509.
f 115,000.		114,198.	802.
g 200,000.		199,994.	6.
h 245,800.		200,000.	45,800.
i 25,000.		25,000.	0.
j 99,717.		99,431.	286.
k 16,193.		10,638.	5,555.
l 334.			334.
m			
n			
o			

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			59,346.
b			298,271.
c			50,005.
d			47,426.
e			2,509.
f			802.
g			6.
h			45,800.
i			0.
j			286.
k			5,555.
l			334.
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	1,158,453.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

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04-01-19

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	
3 Add lines 1 and 2	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6 Credits/Payments:	
a 2019 estimated tax payments and 2018 overpayment credited to 2019	
b Exempt foreign organizations - tax withheld at source	
c Tax paid with application for extension of time to file (Form 8868)	
d Backup withholding erroneously withheld	
7 Total credits and payments. Add lines 6a through 6d	
8 Enter any 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 2020 estimated tax ► 7,376. Refunded ►	

6a	5,200.
6b	0.
6c	15,000.
6d	0.

7	20,200.
8	0.
9	
10	7,376.
11	0.

Part VII-A Statements Regarding Activities

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

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

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

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

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

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

If "Yes," attach a detailed description of the activities.

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

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

b If "Yes," has it filed a tax return on Form 990-T for this year? 4b

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

If "Yes," attach the statement required by *General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 6

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 7

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ►
PA 8b 9 10

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation 8b

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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV 9

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

Part VII-A Statements Regarding Activities (continued)

		Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
	Website address ► N/A		
14	The books are in care of ► THE FOUNDATION Located at ► 200 W. LANCASTER AVENUE, NO. 202, WAYNE, PA	Telephone no. ► 610-964-0331 ZIP+4 ► 19087-4046	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 2019, 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	X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year, did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	►	
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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? If "Yes," list the years ►	<input type="checkbox"/> Yes	X No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b	If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>		
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	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	6b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

1 List all officers, directors, trustees, and 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

Form 990-PF (2019)

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.

1	N/A	Expenses
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.

1	N/A	Amount
2		
3		
Total. Add lines 1 through 3		0.

Form 990-PF (2019)

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	11,370,248.
b	Average of monthly cash balances	1b	436,954.
c	Fair market value of all other assets	1c	10,323.
d	Total (add lines 1a, b, and c)	1d	11,817,525.
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	11,817,525.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	177,263.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,640,262.
6	Minimum investment return. Enter 5% of line 5	6	582,013.

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	582,013.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	12,824.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,824.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	569,189.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	569,189.
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	569,189.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	1,242,581.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	1,242,581.
b	Cash distribution test (attach the required schedule)	5	12,824.
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	6	1,229,757.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII .Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				569,189.
2 Undistributed income, if any, as of the end of 2018			0.	
a Enter amount for 2018 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	29,383.			
b From 2015	63,531.			
c From 2016	146,058.			
d From 2017	316,157.			
e From 2018	145,147.			
f Total of lines 3a through 3e	700,276.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 1,242,581.			0.	
a Applied to 2018, 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 2019 distributable amount			569,189.	
e Remaining amount distributed out of corpus	673,392.			
5 Excess distributions carryover applied to 2019 (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:	1,373,668.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7	29,383.			
9 Excess distributions carryover to 2020 Subtract lines 7 and 8 from line 6a	1,344,285.			
10 Analysis of line 9:				
a Excess from 2015	63,531.			
b Excess from 2016	146,058.			
c Excess from 2017	316,157.			
d Excess from 2018	145,147.			
e Excess from 2019	673,392.			

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
a Paid during the year				
AGNES IRWIN SCHOOL 275 S. ITHAN AVENUE ROSEMONT, PA 19010	N/A	PUBLIC	GENERAL	50,000.
ART-REACH 1501 CHERRY STREET PHILADELPHIA, PA 19102	N/A	PUBLIC	GENERAL	10,000.
CAMP DREAMCATCHER 905 CONNER ROAD WEST CHESTER, PA 19380	N/A	PUBLIC	GENERAL	5,000.
CHESTER COUNTY FUND FOR WOMEN & GIRLS 1450 E. BOOT ROAD, SUITE 400B WEST CHESTER, PA 19380	N/A	PUBLIC	GENERAL	25,000.
COMMUNITY PARTNERSHIP SCHOOL 1936 N. JUDSON STREET PHILADELPHIA, PA 19121	N/A	PUBLIC	GENERAL	25,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 1,231,500.
b Approved for future payment				
NONE				
Total				► 3b 0.

THE LILY FOUNDATION

52-6854621

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ECKERD COLLEGE ECKERD COLLEGE DRIVE ST. PETERSBURG, FL 33711	N/A	PUBLIC	GENERAL	6,000.
DOMESTIC ABUSE PROJECT 204 WEST FRANKLIN AVENUE MINNEAPOLIS, MN 55404	N/A	PUBLIC	GENERAL	75,000.
CENTER FOR FURNITURE CRAFTSMANSHIP 25 MILL STREET ROCKPORT, ME 04856	N/A	PUBLIC	GENERAL	10,000.
HELPUSADOPT.ORG P.O. BOX 20435 NEW YORK, NY 10021	N/A	PUBLIC	GENERAL	20,000.
THE CHILDREN'S HOSPITAL OF PHILADELPHIA FOUNDATION 3401 CIVIC CENTER BLVD. PHILADELPHIA, PA 19104	N/A	PUBLIC	GENERAL	5,000.
RESOLVE PHILADELPHIA 3815 WALNUT STREET PHILADELPHIA, PA 19104	N/A	PUBLIC	GENERAL	10,000.
MERCY SHIPS P.O. BOX 2020 GARDEN VALLEY, TX 75771	N/A	PUBLIC	GENERAL	10,000.
ROSEMONT COLLEGE 1400 MONTGOMERY AVENUE ROSEMONT, PA 19010	N/A	PUBLIC	GENERAL	420,500.
NURTURING MINDS, INC. 61 OAKWOOD LANE VALLEY FORGE, PA 19481	N/A	PUBLIC	GENERAL	45,000.
PETER'S PLACE 150 N. RADNOR-CHESTER RD., SUITE F-130 RADNOR, PA 19087	N/A	PUBLIC	GENERAL	75,000.
Total from continuation sheets				1,116,500.

THE LILY FOUNDATION

52-6854621

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PHILADELPHIA OUTWARD BOUND SCHOOL 3401 RESERVOIR DR. <u>PHILADELPHIA, PA 19121</u>	N/A	PUBLIC	GENERAL	30,000.
THE PENNINGTON SCHOOL 112 W. DELAWARE AVE. <u>PENNINGTON, NJ 08534</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.
WOMEN AGAINST ABUSE 100 SOUTH BROAD ST., SUITE 1341 <u>PHILADELPHIA, PA 19110</u>	N/A	PUBLIC	GENERAL	15,000.
WOMEN'S WAY 123 SOUTH BROAD ST., SUITE 1399 <u>PHILADELPHIA, PA 19109</u>	N/A	PUBLIC	GENERAL	15,000.
WOODLYNDE SCHOOL 445 UPPER GULPH RD. <u>STRAFFORD, PA 19087</u>	N/A	PUBLIC	GENERAL	300,000.
MINDING YOUR MIND 124 SIBLEY AVENUE <u>ARDMORE, PA 19003</u>	N/A	PUBLIC		10,000.
PLANNED PARENTHOOD OF SE PENNSYLVANIA 1144 LOCUST STREET <u>PHILADELPHIA, PA 19107</u>	N/A	PUBLIC		25,000.
<u>Total from continuation sheets</u>				

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	3,711.	
5 Net rental income or (loss) from real estate:			14	264,290.	
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	1,158,453.	
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.		1,426,454.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	1,426,454.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

2019 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C 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.	3,175.		0.	3,175.
2	OFFICE FURNITURE	07/08/11	SL	7.00	HY17	147.				147.	147.		0.	147.
* TOTAL 990-PF PG 1 DEPR						3,322.				3,322.	3,322.		0.	3,322.

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 2090	809.	809.	
MERRILL LYNCH 2233	2,902.	2,902.	
TOTAL TO PART I, LINE 3	3,711.	3,711.	

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 2090	154,975.	334.	154,641.	154,641.	
MERRILL LYNCH 2233					
MUNI BD INT	94,095.	0.	94,095.	0.	
MERRILL LYNCH 2233					
US TREAS INT	15,554.	0.	15,554.	15,554.	
TO PART I, LINE 4	264,624.	334.	264,290.	170,195.	

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	9,034.	0.		9,034.
TO FORM 990-PF, PG 1, LN 16B	9,034.	0.		9,034.

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	47,434.	47,345.		0.
TO FORM 990-PF, PG 1, LN 16C	47,434.	47,345.		0.

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	5,253.	0.		0.
ML - 871-02090 FOREIGN TAXES	2,664.	2,664.		0.
TO FORM 990-PF, PG 1, LN 18	7,917.	2,664.		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	2,692,451.	2,810,533.
US TREASURY INFLATION NOTE	X		1,032,206.	1,039,421.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,032,206.	1,039,421.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,692,451.	2,810,533.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,724,657.	3,849,954.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY, INC.	139,525.	258,663.
TOTAL TO FORM 990-PF, PART II, LINE 10B	139,525.	258,663.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SCHEDULE A	COST	5,346,098.	7,455,089.
TOTAL TO FORM 990-PF, PART II; LINE 13		5,346,098.	7,455,089.

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.	3,175.	0.
OFFICE FURNITURE	147.	147.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,322.	3,322.	0.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	253,886.	10,323.	10,323.
TO FORM 990-PF, PART II, LINE 15	253,886.	10,323.	10,323.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

NEGATIVE CASH BALANCE

110,044.

0.

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

110,044.

0.