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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

JUL 1, 2013

, and ending

JUN 30, 2014

Name of foundation

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

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

100 GREYS LANE

Room/suite

302

A Employer identification number

25-1899982

B Telephone number

267-239-0923

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 changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col (c), line 16) Other (specify) _____

► \$ 5,724,455. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3	5.	5.		STATEMENT 1
	4 Dividends and interest from securities	165,500.	165,500.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	78,307.			
	556,468.				
	7 Capital gain net income (from Part IV, line 2)		78,307.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-585.	-585.		STATEMENT 3
	12 Total. Add lines 1 through 11	243,227.	243,227.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4	3,950.	1,975.	1,975.
	c Other professional fees	STMT 5	18,428.	18,428.	0.
	17 Interest				
	18 Taxes	STMT 6	4.	4.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7	23.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		22,405.		1,975.
	25 Contributions, gifts, grants paid		370,709.		370,709.
	26 Total expenses and disbursements. Add lines 24 and 25		393,114.	20,407.	372,684.
	27 Subtract line 26 from line 12.		-149,887.		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		222,820.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
Assets	1 Cash - non-interest-bearing	185,965.	11,315.	11,315.
	2 Savings and temporary cash investments	275,148.	481,126.	481,126.
	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			
	b Investments - corporate stock	STMT 8	2,692,385.	2,584,870.
	c Investments - corporate bonds	STMT 9	1,490,739.	1,417,039.
	11 Investments - land, buildings and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		4,644,237.	4,494,350.
				5,724,455.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►)			
Net Assets or Fund Balances	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.			
Net Assets or Fund Balances	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		0.	0.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		4,644,237.	4,494,350.
	30 Total net assets or fund balances		4,644,237.	4,494,350.
	31 Total liabilities and net assets/fund balances		4,644,237.	4,494,350.

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	4,644,237.
2 Enter amount from Part I, line 27a	2	-149,887.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	4,494,350.
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	4,494,350.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
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	556,468.	478,161.	78,307.		
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					78,307.
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	78,307.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	408,312.	5,386,083.	.075809
2011	277,471.	5,313,957.	.052216
2010	276,938.	5,288,041.	.052371
2009	269,763.	5,050,630.	.053412
2008	279,721.	5,339,993.	.052382

2 Total of line 1, column (d)

2 .286190

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

3 .057238

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 5,485,384.

5 Multiply line 4 by line 3

5 313,972.

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

6 2,228.

7 Add lines 5 and 6

7 316,200.

8 Enter qualifying distributions from Part XII, line 4

8 372,684.

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.

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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)	1	2,228.
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	2	0.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	2,228.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4	0.	
6	Credits/Payments:	5	2,228.	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,386.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,386.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	158.	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 158. Refunded ► 0.	11	0.	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
1b	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>	1b	X
1c	Did the foundation file Form 1120-POL for this year?	1c	X
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
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?	4a	X
4b		4b	X
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>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
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>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA		
8b	<i>b</i> 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 <i>General Instruction G?</i> <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► ST. CLAIR, CPAS	
	Telephone no.	► 610-862-1998
	Located at	► 101 WEST ELM STREET, SUITE 500, CONSHOHOCKEN, PA
	ZIP+4	► 19428
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	
16	15	N/A
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

	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)?	N/A ►	
Organizations relying on a current notice regarding disaster assistance check here		
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 2013?	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)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	
► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2013 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 2013)	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 2013?	4b	X

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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.

1	NOT APPLICABLE	Expenses
2		0.
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	NOT APPLICABLE	Amount
2		0.
3	NOT APPLICABLE	
Total. Add lines 1 through 3		0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 5,000,165.
b	Average of monthly cash balances	1b 568,753.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 5,568,918.
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 5,568,918.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 83,534.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 5,485,384.
6	Minimum investment return. Enter 5% of line 5	6 274,269.

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	1 274,269.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 2,228.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 2,228.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 272,041.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 272,041.
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	7 272,041.

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 372,684.
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	4 372,684.
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 2,228.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 370,456.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				272,041.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only			0.	
b Total for prior years:			0.	
3 Excess distributions carryover, if any, to 2013:				
a From 2008	10,030.			
b From 2009	20,057.			
c From 2010	18,109.			
d From 2011	143,100.			
e Total of lines 3a through e	191,296.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 372,684.			0.	
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2013 distributable amount				272,041.
e Remaining amount distributed out of corpus	100,643.			
5 Excess distributions carryover applied to 2013 (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:	291,939.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	291,939.			
10 Analysis of line 9:				
a Excess from 2009	10,030.			
b Excess from 2010	20,057.			
c Excess from 2011	18,109.			
d Excess from 2012	143,100.			
e Excess from 2013	100,643.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year (a) 2013	Prior 3 years			(e) Total
		(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a. List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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:

AUDREY MERVES 267-239-0923

AUDREY MERVES, 207 255 0923
100 GRAYS LANE APT 302 HAVERTYRD PA 19041

b. The form in which applications should be submitted and information and materials they should include;

APPPLICANT'S OWN LETTER DESCRIBING CHARITABLE OR EXEMPT PURPOSE

c. Any submission deadlines:

Any
NONE

d. Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

NONE PROVIDED THAT THE ORGANIZATION QUALIFIES UNDER INTERNAL REVENUE CODE SECTION 501(C)3

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				
AMERICASHARE 15 WEST 26TH ST. NEW YORK, NY 10010	NONE	PUBLIC	CHARITABLE	1,500.
CONGREGATION ARIEL 5237 TILLY MILL RD DUNWOODY, GA 30338	NONE	PUBLIC	RELIGIOUS	2,500.
CURTIS INSTITUTE OF MUSIC 1726 LOCUST ST. PHILADELPHIA, PA 19103	NONE	PUBLIC	EDUCATIONAL	2,500.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY, NEW YORK, NY 10027	NONE	PUBLIC	CHARITABLE	100,000.
AMIGOS DE LAS AMERICAS 7490 PARK CIRCLE BOULDER, CO 80301	NONE	PUBLIC	CHARITABLE	250.
Total	SEE CONTINUATION SHEET(S)			► 3a 370,709.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	5.	
4 Dividends and interest from securities				14	165,500.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	211110		-585.			
8 Gain or (loss) from sales of assets other than inventory				18	78,307.	
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)			-585.		243,812.	0.
13 Total. Add line 12, columns (b), (d), and (e)						13
(See worksheet in line 13 instructions to verify calculations.)						243,227.

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

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

Form 990-PF (2013)

FUND #2

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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

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 solicitation

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
NOT APPLICABLE		

Sign
Here

Under penalties of perjury, I declare that I have examined this return and belief, it is true, correct, and complete. Declaration of preparer

Signature of officer or trustee

18/26/14
Date 2/1

trustee

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

Paid Preparer Use Only	Print/Type preparer's name ALAN B GUBERNICK, CPA	Preparer's signature 	Date 8/22/04	Check <input type="checkbox"/> if self-employed	PTIN P00445286
	Firm's name ► ST. CLAIR CPAs, P.C.			Firm's EIN ► 23-2653765	
	Firm's address ► 101 W. ELM STREET, STE 500 CONSHOHOCKEN, PA 19428			Phone no. 610-8621998	

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	3000 SHS KAYNE ANDERSON MLP INVESTMENT COMPANY	P	09/15/10	11/07/13
b	819 SHS VODAFONE GROUP PLC SPONSORED ADR	P	06/15/09	03/06/14
c	1800 SHS NORFOLK SOUTHERN CORP COM	P	12/10/12	07/30/13
d	1700 SHS DARDEN RESTAURANTS INC COM	P	02/07/13	04/04/14
e	500 SHS DARDEN RESTAURANTS INC COM	P	05/28/13	04/04/14
f	VERIZON COMMUNICATIONS INC COM-CASH IN LIEU	P	09/15/10	03/10/14
g	50000 CHESAPEAKE ENERGY CORP SENIOR NOTE	P	12/19/08	07/15/13
h	75000 HOME DEPOT INC	P	09/23/10	12/16/13
i	VODAFONE GROUP PLC-CASH IN LIEU	P	06/15/09	03/10/14
j	NORTHWEST AIR-PRINCIPAL PAYMENTS	P	12/28/11	08/20/13
k	12000 PENN VIRGINIA RESOURCE	P	05/04/12	12/02/13
l	FERRELLGAS - SHORT TERM GAIN	P	01/08/10	12/31/13
m	FERRELLGAS - LONG TERM LOSS	P	01/08/10	12/31/13
n	FERRELLGAS - NET SECTION 1231	P	01/08/10	12/31/13
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 111,331.		77,250.	34,081.
b 31,648.		15,254.	16,394.
c 132,945.		111,253.	21,692.
d 87,190.		79,993.	7,197.
e 25,645.		26,787.	-1,142.
f 19.			19.
g 50,000.		42,688.	7,312.
h 75,000.		83,440.	-8,440.
i 34.			34.
j 29,276.		29,495.	-219.
k 13,005.		12,000.	1,005.
l 4.			4.
m		1.	-1.
n 371.			371.
o			

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			34,081.
b			16,394.
c			21,692.
d			7,197.
e			-1,142.
f			19.
g			7,312.
h			-8,440.
i			34.
j			-219.
k			1,005.
l			4.
m			-1.
n			371.
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	78,307.
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

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

25-1899982

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
U OF PA, KATZ CENTER FOR ADVANCED JUDAIC STUDIES 420 WALNUT ST. PHILADELPHIA, PA 19106	NONE	PUBLIC	EDUCATIONAL	5,000.
PHILADELPHIA JEWISH ARCHIVES CENTER 1801 N. BROAD ST PHILADELPHIA, PA 19122	NONE	PUBLIC	CHARITABLE	2,850.
ROTHMAN INSTITUTE ORTHOPAEDIC RESEARCH FOUNDATION 925 CHESTNUT STREET, 5TH FLOOR PHILADELPHIA, PA 19107	NONE	PUBLIC	CHARITABLE	25,000.
SOUTHWEST PHILA SEVENTH DAY ADVENTIS CHURCH 1220 SOUTH 58TH ST PHILADELPHIA, PA 19143	NONE	PUBLIC	RELIGIOUS	100.
TEMPLE ADATH ISRAEL 250 NORTH HIGHLAND AVENUE MERION STATION, PA 19066	NONE	PUBLIC	RELIGIOUS	50,000.
TEMPLE UNIVERSITY TASB/1852 N 10TH STREET PHILADELPHIA, PA 19122	NONE	PUBLIC	EDUCATIONAL	150,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT R. #300 JACKSONVILLE, FL 32256	NONE	PUBLIC	CHARITABLE	1,000.
WALNUT STREET THEATRE 825 WALNUT STREET PHILADELPHIA, PA 19107	NONE	PUBLIC	CHARITABLE	30,000.
THROUGH FERRELLGAS PARTNERS LP ONE LIBERTY PLAZA LIBERTY, MO 64068	NONE	PUBLIC	CHARITABLE	9.
Total from continuation sheets				263,959.

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
INTEREST INCOME - FERRELLGAS	5.	5.	
TOTAL TO PART I, LINE 3	5.	5.	

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
DIV - STOCKS AND MUTUAL FUNDS	112,363.	0.	112,363.	112,363.	
INT - CORPORATE BONDS	53,137.	0.	53,137.	53,137.	
TO PART I, LINE 4	165,500.	0.	165,500.	165,500.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS - FERRELLGAS	-724.	-724.	
OTHER NET RENTAL INCOME - FERRELLGAS	586.	586.	
SECTION 743(B) ADDITIONAL LOSS	-447.	-447.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-585.	-585.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,950.	1,975.		1,975.
TO FORM 990-PF, PG 1, LN 16B	3,950.	1,975.		1,975.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	18,428.	18,428.		0.
TO FORM 990-PF, PG 1, LN 16C	18,428.	18,428.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	4.	4.		0.
TO FORM 990-PF, PG 1, LN 18	4.	4.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NON-DEDUCTIBLE EXPENSE PARTNERSHIP	23.	0.		0.
TO FORM 990-PF, PG 1, LN 23	23.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,000 SHS ASA LIMITED	35,382.	29,300.
2,000 SHS SPDR GOLD TRUST ETF	182,886.	256,080.
981 SHS VODAFONE GROUP PLC SPONSORED ADR NEW	28,522.	32,756.
750 SHS ELI LILY & CO	25,940.	46,627.
2,304 SHS FERRELL GAS PROPERTIES LTD PARTNERSHIP	16,278.	63,037.
3,000 SHS ISHARES SILVER TRUST	50,280.	60,750.
800 SHS AIR PRODS & CHEMS INC COM	71,526.	102,896.
1,500 SHS AT&T INC.	41,760.	53,040.
2,200 SHS CONOCOPHILLIPS	91,784.	188,606.
1,200 SHS CONSOLIDATED EDISON INC.	64,046.	69,288.
2,200 SHS DUPONT E I DE NEMOURS & CO.	102,241.	143,968.
3,500 SHS GENERAL ELECTRIC CO	70,595.	91,980.
1,400 SHS GENUINE PARTS CO.	59,836.	122,920.
3,500 SHS GLAXOSMITHKLINE PLC	137,126.	187,180.
6,000 SHS INTEL CORP	107,270.	185,400.
1,500 SHS JP MORGAN CHASE & CO	68,464.	86,430.
1,200 SHS KIMBERLY CLARK CORP	78,861.	133,464.
1,000 SHS KRAFT FOODS INC	32,304.	59,950.
4,300 SHS MERCK & CO INC.	152,630.	248,755.
3,000 SHS MICROSOFT CORP COM	72,614.	125,100.
2,400 ROYAL DUTCH SHELL PLC	136,319.	197,688.
2,473 SHS VERIZON COMMUNICATIONS	84,482.	121,004.
3,500 SHS WASTE MANAGEMENT INC DEL	119,478.	156,555.
2,300 SHS JPMORGAN ALERIAN MLP INDEX	75,601.	120,474.
3,000 SHS KAYNE ANDERSON MLP INVESTMENT COMPANY	0.	0.
1,000 SHS JOHNSON JOHNSON	75,217.	104,620.
1,000 SHS EATON CORP	47,354.	77,180.
1,000 SHS PEPSICO INC COM	66,585.	89,340.
1,500 SHS SANOFI-AVENTIS ADR	55,715.	79,755.
1,000 SHS UNITED PARCEL SERVICE INC	83,231.	102,660.
1,000 SHS CANADIAN IMPERIAL BANK	78,218.	90,980.
900 SHS CHEVRON CORP	113,742.	117,495.
3,000 SHS MONDELEZ INTERNATIONAL INC	60,184.	112,830.
1,800 SHS NORFOLK SOUTHERN CORP	0.	0.
2,200 SHS DARDEN RESTAURANTS INC	0.	0.
3,000 SHS LEGGETT & PLATT INC	98,399.	102,840.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,584,870.	3,760,948.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100M ISRAEL STATE DOLLAR BOND 8/1/16 0.0%	100,000.	100,000.
50M CHESAPEAKE ENERGY CORP SENIOR NOTES	0.	0.
50M ROYAL BANK OF SCOTLAND GLOBAL NOTES	45,300.	50,469.
50M WILMINGTON TRUST CORP SUB NOTES	49,563.	60,974.
100M MONTGOMERY COUNTY PA 9/1/25	106,417.	108,408.
50M NEW HAMPSHIRE ST BAB 6/1/24	49,562.	52,670.
75M DUPONT EL NEMOUR 1.95% 1/15/16	74,941.	76,646.
75M HOME DEPOT 5.25% 12/16/13	0.	0.
25M PNC FUNDING CORP 3.625% 2/8/15	26,458.	25,480.
200M AMERIGAS FINANCE LLC	202,750.	221,500.
30.4M NORTHWEST AIR	30,625.	32,880.
38M PENN VIRGINIA RESOURCE	38,000.	42,987.
500M ISRAEL STATE DOLLAR BOND 1.46% 04/01/16	500,000.	500,000.
100M GENERAL ELECTRIC CAP CORP 2/14/33	99,500.	97,809.
100M DCP MIDSTREAM OPERATING CORP	93,923.	101,243.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,417,039.	1,471,066.