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## Return of Private Foundation

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>THE STEINMAN FOUNDATION</b>		A Employer identification number <b>23-6266377</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 128</b>		B Telephone number <b>717-291-8607</b>
City or town, state or province, country, and ZIP or foreign postal code <b>LANCASTER, PA 17608-0128</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 94,245,827.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		41,312,502.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,330,030.	1,330,030.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,527,999.			
b Gross sales price for all assets on line 6a	14,215,137.				
7 Capital gain net income (from Part IV, line 2)			7,527,999.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		94,775.	94,775.		STATEMENT 2
12 Total. Add lines 1 through 11		50,265,306.	8,952,804.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		6,103.	0.		6,103.
b Accounting fees					
c Other professional fees STMT 4		510,644.	289,844.		220,800.
17 Interest					
18 Taxes STMT 5		162,851.	24,575.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		15,123.	0.		15,123.
22 Printing and publications					
23 Other expenses STMT 6		50,348.	0.		50,339.
24 Total operating and administrative expenses. Add lines 13 through 23		745,069.	314,419.		292,365.
25 Contributions, gifts, grants paid		3,073,594.			3,073,594.
26 Total expenses and disbursements. Add lines 24 and 25		3,818,663.	314,419.		3,365,959.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		46,446,643.			
b Net investment income (if negative, enter -0-)			8,638,385.		
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		
Assets	1 Cash - non-interest-bearing			4,384.	101,937.	101,937.
	2 Savings and temporary cash investments			4,134,590.	8,155,820.	8,155,820.
	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			58,416.	106,078.	106,078.
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock	STMT 9		20,437,224.	44,072,761.	81,148,892.
	c Investments - corporate bonds	STMT 10		1,457,251.	3,793,831.	3,718,200.
	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other	STMT 11		214,722.	437,958.	1,014,900.	
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 I)			26,306,587.	56,668,385.	94,245,827.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			47,624,290.	88,987,276.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds			-21,317,703.	-32,318,891.		
30 Total net assets or fund balances			26,306,587.	56,668,385.		
31 Total liabilities and net assets/fund balances			26,306,587.	56,668,385.		

## 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	26,306,587.
2 Enter amount from Part I, line 27a	2	46,446,643.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	34,129.
4 Add lines 1, 2, and 3	4	72,787,359.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	16,118,974.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	56,668,385.

**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 14,215,137.		6,687,138.	7,527,999.		
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			7,527,999.		
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	7,527,999.	
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))
2013	3,636,565.	73,094,137.	.049752
2012	3,280,471.	60,601,565.	.054132
2011	2,932,947.	58,656,192.	.050002
2010	4,785,523.	56,325,447.	.084962
2009	4,622,960.	49,610,807.	.093185
2 Total of line 1, column (d)			2 .332033
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 .066407
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 87,149,571.
5 Multiply line 4 by line 3			5 5,787,342.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 86,384.
7 Add lines 5 and 6			7 5,873,726.
8 Enter qualifying distributions from Part XII, line 4 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.			8 3,365,959.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

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

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

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

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 ☐ 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 2015 estimated tax ☐Refunded ☐

6a	169,078.
6b	
6c	
6d	

1 172,768.

2 0.

3 172,768.

4 0.

5 172,768.

7 169,078.

8 25.

9 3,715.

10

11

**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?

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

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

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?

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

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?

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

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

PA

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

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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

STMT 12

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b

5 X

6 X

7 X

8b X

9 X

10 X

N/A

**Part VII-A Statements Regarding Activities** (continued)

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? Website address ► N/A	13	X	
14	The books are in care of ► ITS OFFICERS Telephone no. ► 717-291-8607 Located at ► 8 W. KING ST., LANCASTER, PA ZIP+4 ► 17608			
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 2014, 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, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2014 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 2014.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2014?		4b

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5b

X

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

X

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		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





**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	79,988,789.
b	Average of monthly cash balances	1b	8,487,933.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	88,476,722.
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	88,476,722.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,327,151.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	87,149,571.
6	Minimum investment return. Enter 5% of line 5	6	4,357,479.

**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	4,357,479.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	172,768.	
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b	2c	172,768.	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,184,711.	
4	Recoveries of amounts treated as qualifying distributions	4	0.	
5	Add lines 3 and 4	5	4,184,711.	
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	4,184,711.	

**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	3,365,959.
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	3,365,959.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,365,959.

**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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				4,184,711.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	2,066,302.			
b From 2010	2,040,538.			
c From 2011	180,937.			
d From 2012	374,189.			
e From 2013	412,856.			
f Total of lines 3a through e	5,074,822.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	3,365,959.			
a Applied to 2013, 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 2014 distributable amount				3,365,959.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	818,752.			818,752.
6 Enter the net total of each column as indicated below:	4,256,070.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				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 2009 not applied on line 5 or line 7	1,247,550.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	3,008,520.			
10 Analysis of line 9:				
a Excess from 2010	2,040,538.			
b Excess from 2011	180,937.			
c Excess from 2012	374,189.			
d Excess from 2013	412,856.			
e Excess from 2014				

N/A

▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

**(4) Gross investment income**

[illegible]Form **990-PF** (2014)

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
AARONS ACRES 102 WHITE OAK DRIVE LANCASTER, PA 17601		PC	WEBSITE AND SOCIAL MEDIA DESIGN	3,000.
ARBOR PLACE, INC.-LANCASTER 520 NORTH STREET LANCASTER, PA 17602		PC	OPERATIONS	2,500.
ARC OF LANCASTER COUNTY 630 JANET AVE LANCASTER, PA 17601		PC	OPERATIONS	2,000.
ARCH STREET CENTER-LANCASTER 223 WEST ORANGE STREET LANCASTER, PA 17603		PC	OPERATIONS	2,000.
ASSETS 237 N PRINCE ST LANCASTER, PA 17603		PC	OPERATIONS	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3a</b> 3,073,594.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>3b</b> 0.





**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2014**

Name of the organization

THE STEINMAN FOUNDATION

Employer identification number

23-6266377

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)**

Name of organization <b>THE STEINMAN FOUNDATION</b>	Employer identification number <b>23-6266377</b>
--------------------------------------------------------	-----------------------------------------------------

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<b>THE JOHN FREDERICK STEINMAN FOUNDATION</b> <b>P.O. BOX 128</b> <b>LANCASTER, PA 17608-0128</b>	\$ <b>4,973,469.</b>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<b>THE JOHN FREDERICK STEINMAN FOUNDATION</b> <b>P.O. BOX 128</b> <b>LANCASTER, PA 17608-0128</b>	\$ <b>36,339,033.</b>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Employer identification number

23-6266377

[illegible]

Name of organization

Employer identification number

**THE STEINMAN FOUNDATION****23-6266377****Part III**

**Exclusively** religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**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	BNY MELLON - 108425Y4147	P		12/31/14
b	BNY MELLON - 108425Y4147	P		12/31/14
c	BNY MELLON - 108425Y4139	P		12/31/14
d	BNY MELLON - 108425Y4139	P		12/31/14
e	BNY MELLON - 10571206800	P		12/31/14
f	BNY MELLON - 10571206800	P		12/31/14
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 97,030.		100,596.	-3,566.
b 2,931,935.		1,307,669.	1,624,266.
c 672.		677.	-5.
d 3,626,531.		2,104,563.	1,521,968.
e 7,553,381.		3,130,244.	4,423,137.
f		43,389.	-43,389.
g 5,588.			5,588.
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

(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			-3,566.
b			1,624,266.
c			-5.
d			1,521,968.
e			4,423,137.
f			-43,389.
g			5,588.
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	7,527,999.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**Part XV | Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ASSIST 1901 OLDE HOMESTEAD LN LANCASTER, PA 17603		PC	OPERATIONS	8,000.
BOY SCOUTS OF AMERICA-LANCASTER 630 JANET AVE., STE. B-114 LANCASTER, PA 17601		PC	OPERATIONS	2,172.
BOY SCOUTS OF AMERICA-LANCASTER 630 JANET AVE., STE. B-114 LANCASTER, PA 17601		PC	2014 SCOUT REACH BREAKFAST	1,000.
BOYS AND GIRLS CLUB OF LANCASTER 116 S WATER ST LANCASTER, PA 17603		PC	2014 SUMMER CAMP	40,000.
BOYS AND GIRLS CLUB OF LANCASTER 116 S WATER ST LANCASTER, PA 17603		PC	CONSULTANT	25,500.
BOYS AND GIRLS CLUB OF LANCASTER 116 S WATER ST LANCASTER, PA 17603		PC	OPERATIONS	45,000.
BRIDGE OF HOPE 822 MARIETTA AVE LANCASTER, PA 17603		PC	OPERATIONS	5,000.
BRIDGE OF HOPE 822 MARIETTA AVE LANCASTER, PA 17603		PC	OPERATIONS	5,000.
BRIDGE OF HOPE 822 MARIETTA AVE LANCASTER, PA 17603		PC	OPERATIONS	10,000.
CASA 1905 OLD PHILADELPHIA PIKE LANCASTER, PA 17602		PC	OPERATIONS	5,000.
<b>Total from continuation sheets</b>				<b>3,059,094.</b>

**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
CASA 1905 OLD PHILADELPHIA PIKE LANCASTER, PA 17602		PC	OPERATIONS	5,000.
CENTER FOR COMMUNITY PEACEMAKING 53 N DUKE ST STE. 303 LANCASTER, PA 17603		PC	OPERATIONS	5,000.
CENTER FOR COMMUNITY PEACEMAKING 53 N DUKE ST STE. 303 LANCASTER, PA 17603		PC	OPERATIONS	5,000.
CHESAPEAKE BAY FOUNDATION-PENNSYLVANIA 614 N FRONT ST STE G HARRISBURG, PA 17101		PC	OPERATIONS	10,000.
CHILD ABUSE PREVENTION CENTER 1400 N. PROVIDENCE ROAD MEDIA, PA 19063		PC	OPERATIONS	2,000.
CHILDREN DESERVE A CHANCE FOUNDATION 16 WEST KING STREET LANCASTER, PA 17603		PC	OPERATIONS	15,000.
CHURCH FARM SCHOOL-LANCASTER 1001 E LINCOLN HWY EXTON, PA 19341		PC	OPERATIONS	3,500.
CITY OF LANCASTER WALKABILITY STUDY 120 N. DUKE ST LANCASTER, PA 17608		PC	WALKABILITY STUDY	10,000.
CLARE HOUSE LANCASTER 342 E CHESTNUT ST #344 LANCASTER, PA 17602		PC	OPERATIONS	10,000.
CLINIC FOR SPECIAL CHILDREN 535 BUNKER HILL ROAD STRASBURG, PA 17579		PC	ADVANCED DATA MGMT	30,000.
Total from continuation sheets				

**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
COBY'S FAMILY SERVICES LANCASTER 134 E KING ST LANCASTER, PA 17603		PC	OPERATIONS	4,000.
CONGREGATION SHAARAI SHOMAYIM 75 E JAMES ST LANCASTER, PA 17602		PC	SUMMERBOOST PROGRAM	5,000.
CONTACT LANCASTER HELPLINE 601 S QUEEN ST LANCASTER, PA 17608		PC	OPERATIONS	5,000.
COUNCIL ON DRUG AND ALCOHOL ABUSE-LANCASTER 630 JANET AVE LANCASTER, PA 17601		PC	OPERATIONS	1,000.
CRISPUS ATTUCKS COMMUNITY CENTER-LANCASTER 407 HOWARD AVE LANCASTER, PA 17602		PC	M.L. KING BREAKFAST	5,000.
CRISPUS ATTUCKS COMMUNITY CENTER-LANCASTER 407 HOWARD AVE LANCASTER, PA 17602		PC	OPERATIONS	10,000.
DEMUTH FOUNDATION-LANCASTER 120 E KING ST LANCASTER, PA 17602		PC	MURAL RESTORATION AND EXH.	5,000.
DEMUTH FOUNDATION-LANCASTER 120 E KING ST LANCASTER, PA 17602		PC	OPERATIONS	60,000.
CONESTOGA HOUSE FOUNDATION 8 W KING ST LANCASTER, PA 17608		POF	OPERATIONS	420,000.
ELIZABETHTOWN COLLEGE ONE ALPHA DRIVE ELIZABETHTOWN, PA 17022		PC	SERVE TOMORROW CAMPAIGN	75,000.
Total from continuation sheets				

**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
ELIZABETHTOWN COLLEGE ONE ALPHA DRIVE ELIZABETHTOWN, PA 17022		PC	OPERATIONS	5,000.
EPHRATA PERFORMING ARTS CENTER 320 COCALICO ST EPHRATA, PA 17522		PC	OPERATIONS	1,000.
FAITH FRIENDSHIP VILLA OF MOUNTVILLE 128 W MAIN ST MOUNTVILLE, PA 17554		PC	OPERATIONS	4,000.
FRANKLIN AND MARSHALL COLLEGE 628 COLLEGE AVE LANCASTER, PA 17603		PC	OPERATIONS	1,000.
FULTON OPERA HOUSE 12 N PRINCE ST. LANCASTER, PA 17603		PC	OPERATIONS	6,500.
GRETNAL MUSIC 1 ALPHA DRIVE ELIZABETHTOWN, PA 17022		PC	OPERATIONS	1,000.
HARRISBURG AREA COMMUNITY COLLEGE ONE HACC DRIVE HARRISBURG, PA 17110		PC	SCHOLARSHIP FUND	30,000.
HDC - HOUSING DEVELOPMENT CORPORATION 4-6 W KING ST LANCASTER, PA 17603		PC	CAPITAL CAMPAIGN	12,500.
HEALTH EDUCATION CENTER 143 E LEMON ST LANCASTER, PA 17602		PC	OPERATIONS	20,000.
HERSHEY MEDICAL CENTER 500 UNIVERSITY DRIVE HERSHEY, PA 17033		PC	CHILD LIFE PROGRAM	10,000.
Total from continuation sheets				

**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
HISTORIC PRESERVATION TRUST OF LANCASTER COUNTY 123 N PRINCE ST LANCASTER, PA 17603		PC	OPERATIONS	7,500.
HOPE WITHIN COMMUNITY HEALTH CENTER 4748 E HARRISBURG PIKE ELIZABETHTOWN, PA 17022		PC	OPERATIONS	10,000.
HOSPICE-LANCASTER 685 GOOD DR LANCASTER, PA 17601		PC	OPERATIONS	2,000.
HOURLASS FOUNDATION 104 W. CHESTNUT ST LANCASTER, PA 17603		PC	ADV. CHILDREN'S LEARNING	2,500.
JANUS SCHOOL 205 LEFEVER RD LANCASTER, PA 17552		PC	OPERATIONS	5,000.
JUNIOR ACHIEVEMENT-LANCASTER 1322 LOOP RD LANCASTER, PA 17601		PC	OPERATIONS	8,500.
LANCASTER ALLIANCE 354 N. PRINCE STREET LANCASTER, PA 17603		PC	JSID'S REMAINING 2013 GRANT	36,000.
LANCASTER ALLIANCE 354 N. PRINCE STREET LANCASTER, PA 17603		PC	OPERATIONS	50,000.
LANCASTER ALLIANCE 354 N. PRINCE STREET LANCASTER, PA 17603		PC	ECONOMIC PLAN	75,000.
LANCASTER CITY-COUNTY CRIME STOPPERS P.O. BOX 7475 LANCASTER, PA 17604		PC	OPERATIONS	5,000.
Total from continuation sheets				



**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
LANCASTER CLEFT PALATE CLINIC 223 N LIME ST LANCASTER, PA 17603		PC	OPERATIONS	7,000.
LANCASTER COUNTY ART ASSOCIATION 149 PRECISION AVE STRASBURG, PA 17579		PC	OPERATIONS	1,000.
LANCASTER COUNTY CONSERVANCY 117 S W END AVE LANCASTER, PA 17608		PC	OPERATIONS	15,000.
LANCASTER COUNTY CONSERVANCY 117 S W END AVE LANCASTER, PA 17608		PC	CLIMBERS RUN NATURE PRESERVE	40,000.
LANCASTER COUNTY COUNCIL OF CHURCHES 344 N MARSHALL ST LANCASTER, PA 17602		PC	CAPITAL BLDG. CAMPAIGN	62,500.
LANCASTER COUNTY COUNCIL OF CHURCHES 344 N MARSHALL ST LANCASTER, PA 17602		PC	OPERATIONS	1,000.
LANCASTER COUNTY COUNCIL OF CHURCHES 344 N MARSHALL ST LANCASTER, PA 17602		PC	CAPITAL BUILDING CAMPAIGN	62,500.
LANCASTER DOLLARS FOR HIGHER LEARNING P.O. BOX 1601 LANCASTER, PA 17608		PC	OPERATIONS	2,000.
LANCASTER FAMILY YMCA 572 N QUEEN ST LANCASTER, PA 17603		PC	LIGHT UP CAMP SHAND	31,250.
LANCASTER FAMILY YMCA 572 N QUEEN ST LANCASTER, PA 17603		PC	LIGHT UP CAMP SHAND	31,250.
<b>Total from continuation sheets</b>				

**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
LANCASTER FAMILY YMCA 572 N QUEEN ST LANCASTER, PA 17603		PC	ANNUAL CAMPAIGN FOR YOUTH	10,000.
LANCASTER FARMLAND TRUST 125 LANCASTER AVE STRASBURG, PA 17579		PC	OPERATIONS	37,500.
LANCASTER GENERAL HEALTH FOUNDATION 555 N DUKE ST LANCASTER, PA 17602		PC	CANCER CENTER	200,000.
LANCASTER LEBANON EDUCATION FOUNDATION 1020 NEW HOLLAND AVENUE LANCASTER, PA 17601		PC	STEAM EDUCATION INITIATIVE	20,000.
LANCASTER MENNONITE HISTORICAL SOCIETY 2215 MILLSTREAM ROAD LANCASTER, PA 17602-1499		PC	OPERATIONS	2,000.
LANCASTER MORAVIAN CHURCH 1460 EDEN RD LANCASTER, PA 17601		PC	OPERATIONS	2,000.
LANCASTER MUSEUM OF ART 135 N LIME ST LANCASTER, PA 17602		PC	OPERATIONS	4,500.
LANCASTER PARTNERSHIP PROGRAM-MILLERSVILLE UNIVERSITY 1 S GEORGE ST MILLERSVILLE, PA 17551		PC	OPERATIONS	15,000.
LANCASTER PUBLIC LIBRARY 125 N DUKE ST LANCASTER, PA 17602		PC	OPERATIONS	6,000.
LANCASTER SCIENCE FACTORY 454 NEW HOLLAND AVENUE LANCASTER, PA 17602		PC	OPERATIONS	10,000.
Total from continuation sheets				

**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
LANCASTER SCIENCE FACTORY 454 NEW HOLLAND AVENUE LANCASTER, PA 17602		PC	OPERATIONS	10,000.
LANCASTER SUMMER ARTS FESTIVAL P.O. BOX 7514 LANCASTER, PA 17604		PC	OPERATIONS	10,000.
LANCASTER SYMPHONY ORCHESTRA 226 N ARCH ST LANCASTER, PA 17608		PC	SOUND DISCOVERY PROGRAM	15,000.
LANCASTER SYMPHONY ORCHESTRA 226 N ARCH ST LANCASTER, PA 17608		PC	OPERATIONS	3,500.
LANCASTERHISTORY.ORG 230 N PRESIDENT ST LANCASTER, PA 17603		PC	HERITAGE CENTER COLLECTION	50,000.
LANCASTERHISTORY.ORG 230 N PRESIDENT ST LANCASTER, PA 17603		PC	HERITAGE CENTER COLLECTION	50,000.
LANCASTERHISTORY.ORG 230 N PRESIDENT ST LANCASTER, PA 17603		PC	CAMPUS OF HISTORY	100,000.
LEADERSHIP LANCASTER 100 S. QUEEN ST. LANCASTER, PA 17608		PC	BOARD LEADERSHIP ACADEMY	10,000.
LEADS 53 DUKE ST LANCASTER, PA 17602		PC	FLOWERING BASKETS	1,040.
LINDEN HALL SCHOOL FOR GIRLS-LITITZ 212 E MAIN ST LITITZ, PA 17543		PC	OPERATIONS	2,000.
Total from continuation sheets				

**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
LINDEN HALL SCHOOL FOR GIRLS-LITITZ 212 E MAIN ST LITITZ, PA 17543		PC	OPERATIONS	10,000.
LITERACY COUNCIL OF LEBANON-LANCASTER 38 W KING ST LANCASTER, PA 17603		PC	OPERATIONS	1,000.
LONGS PARK AMPHITHEATER FOUNDATION 630 JANET AVE LANCASTER, PA 17608		PC	PATRIOTIC CONCERT	2,000.
MARTIN LUTHER KING SCHOLARSHIP FUND 1641 OLD PHILADELPHIA PIKE LANCASTER, PA 17602		PC	SCHOLARSHIP FUND	4,000.
MAYORS OFFICE OF SPECIAL EVENTS 120 N. DUKE ST LANCASTER, PA 17602		PC	PUBLIC ART INSTALLATION	20,000.
MENTAL HEALTH AMERICA OF LANCASTER 630 JANET AVE #B108 LANCASTER, PA 17601		PC	OPERATIONS	2,000.
MILAGRO HOUSE-LANCASTER 320 S CHRISTIAN ST LANCASTER, PA 17602		PC	OPERATIONS	15,000.
MOM'S HOUSE-LANCASTER 415 S QUEEN ST LANCASTER, PA 17603		PC	OPERATIONS	7,000.
MUSIC FOR EVERYONE 42 N PRINCE ST LANCASTER, PA 17603		PC	OPERATIONS	7,500.
MUSIC FOR EVERYONE 42 N PRINCE ST LANCASTER, PA 17603		PC	OPERATIONS	10,000.
Total from continuation sheets				

**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
NAAMAN CENTER 4600 E HARRISBURG PIKE ELIZABETHTOWN, PA 17022		PC	OPERATIONS	5,000.
NAAMAN CENTER 4600 E HARRISBURG PIKE ELIZABETHTOWN, PA 17022		PC	OPERATIONS	5,000.
NAAMAN CENTER 4600 E HARRISBURG PIKE ELIZABETHTOWN, PA 17022		PC	OPERATIONS	10,000.
NO LONGER ALONE MINISTRIES-LANCASTER 630 JANET AVE LANCASTER, PA 17601		PC	OPERATIONS	5,000.
NORTH MUSEUM OF NATURAL HISTORY & SCIENCE-LANCASTER 400 COLLEGE AVE LANCASTER, PA 17603		PC	CAPITAL CAMPAIGN	75,000.
NORTH MUSEUM OF NATURAL HISTORY & SCIENCE-LANCASTER 400 COLLEGE AVE LANCASTER, PA 17603		PC	OPERATIONS	2,500.
OCCUPATIONAL DEVELOPMENT CENTER, INC. LANCASTER 640 MARTHA AVE LANCASTER, PA 17601		PC	OPERATIONS	1,000.
OCTORARO WATERSHED ASSOCIATION 517 PINE GROVE RD NOTTINGHAM, PA 19362		PC	OPERATIONS	4,000.
PENNSYLVANIA COLLEGE OF ART AND DESIGN-LANCASTER 204 N. PRINCE STREET LANCASTER, PA 17603		PC	STUDENT HOUSING FURNITURE	75,000.
PENNSYLVANIA COLLEGE OF ART AND DESIGN-LANCASTER 204 N. PRINCE STREET LANCASTER, PA 17603		PC	REMARQUE CRICLE CAMPAIGN	30,000.
Total from continuation sheets				

**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
PENNSYLVANIA COLLEGE OF ART AND DESIGN-LANCASTER 204 N. PRINCE STREET LANCASTER, PA 17603		PC	OPERATIONS	2,500.
PALCO 480 NEW HOLLAND AVE LANCASTER, PA 17602		PC	OPERATIONS	15,000.
PALCO 480 NEW HOLLAND AVE LANCASTER, PA 17602		PC	OPERATIONS	15,000.
PARISH RESOURCE CENTER-LANCASTER 633 COMMUNITY WAY LANCASTER, PA 17603		PC	OPERATIONS	5,000.
PENNSYLVANIA BREAST CANCER COALITION-EPHRATA 287 DUKE ST EPHRATA, PA 17522		PC	OPERATIONS	2,500.
PHILHAVEN HOSPITAL 283 SOUTH BUTLER RD MT GRETN, PA 17064		PC	OPERATIONS	3,500.
PLANNED PARENTHOOD OF THE SUSQUEHANNA VALLEY-LANCASTER 31 S LIME ST LANCASTER, PA 17602		PC	OPERATIONS	4,500.
ROCK FORD FOUNDATION 881 ROCKFORD RD LANCASTER, PA 17602		PC	OPERATIONS	11,000.
ROCK FORD FOUNDATION 881 ROCKFORD RD LANCASTER, PA 17602		PC	PRODUCTION OF JULIUS CEASAR	5,000.
S JUNE SMITH FOUNDATION-LANCASTER 600 EDEN RD #1 LANCASTER, PA 17601		PC	OPERATIONS	5,000.
Total from continuation sheets				

**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
SAMARITAN COUNSELING CENTER-LANCASTER 1803 OREGON PIKE LANCASTER, PA 17601		PC	TEEN SCREEN PROGRAM	4,000.
SAMARITAN COUNSELING CENTER-LANCASTER 1803 OREGON PIKE LANCASTER, PA 17601		PC	TEEN SCREEN PROGRAM	1,000.
SEXUAL ASSAULT PREVENTION & COUNSELING CENTER-LANCASTER 110 N LIME ST LANCASTER, PA 17602		PC	OPERATIONS	1,000.
SHALOM PARTNERSHIP-LANCASTER 56 KNOLLWOOD RD MILLERSVILLE, PA 17551		PC	OPERATIONS	2,000.
SHALOM PARTNERSHIP-LANCASTER 56 KNOLLWOOD RD MILLERSVILLE, PA 17551		PC	OPERATIONS	3,500.
SPANISH AMERICAN CIVIC ASSOCIATION-LANCASTER 545 PERSHING AVE LANCASTER, PA 17602		PC	TEC CENTRO-TRAINING EQUIPMENT	60,000.
SPANISH AMERICAN CIVIC ASSOCIATION-LANCASTER 545 PERSHING AVE LANCASTER, PA 17602		PC	TEC CENTRO-TRAINING EQUIPMENT	60,000.
SPANISH AMERICAN CIVIC ASSOCIATION-LANCASTER 545 PERSHING AVE LANCASTER, PA 17602		PC	OPERATIONS	2,000.
SPECIAL OLYMPICS OF PENNSYLVANIA P.O. BOX 7442 LANCASTER, PA 17604-7442		PC	OPERATIONS	2,000.
SPINA BIFIDA ASSOCIATION - LANCASTER 209 E STATE ST QUARRYVILLE, PA 17565		PC	OPERATIONS	2,000.
Total from continuation sheets				

**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
ST. JAMES EPISCOPAL CHURCH 119 N DUKE ST LANCASTER, PA 17602		PC	OPERATIONS	5,000.
TABOR COMMUNITY SERVICES-LANCASTER 308 E KING ST #1 LANCASTER, PA 17602		PC	OPERATIONS	5,000.
TEEN HAVEN-LANCASTER 148 JUNIATA ST LANCASTER, PA 17602		PC	OPERATIONS	5,000.
THADDEUS STEVENS FOUNDATION 750 E KING ST LANCASTER, PA 17602		PC	CAMPAIGN FOR GROWTH	150,000.
THADDEUS STEVENS FOUNDATION 750 E KING ST LANCASTER, PA 17602		PC	CAMPAIGN FOR GROWTH	150,000.
THE NATIONAL WATCH AND CLOCK MUSEUM 514 POPLAR ST COLUMBIA, PA 17512		PC	EXHIBIT CONSTRUCTION	4,759.
TRANSITIONAL LIVING CENTER 308 E KING ST #1 LANCASTER, PA 17602		PC	OPERATIONS	10,000.
UNITED DISABILITIES SERVICES-LANCASTER 1901 OLDE HOMESTEAD LN LANCASTER, PA 17601		PC	SERVICE DOG PROGRAM	7,500.
UNITED WAY OF LANCASTER COUNTY 630 JANET AVE LANCASTER, PA 17601		PC	OPERATIONS	150,000.
VISIONCORPS 244 N QUEEN ST LANCASTER, PA 17603		PC	OPERATIONS	6,500.
Total from continuation sheets				



**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
WATER STREET RESCUE MISSION-LANCASTER 210 S PRINCE ST LANCASTER, PA 17603		PC	OPERATIONS	2,500.
YWCA OF LANCASTER 110 N LIME ST LANCASTER, PA 17602		PC	BUILDING IMPROVEMENTS	12,500.
ALANA FISCHER, C/O UNIVERSITY OF PITTSBURGH 4227 FIFTH AVE. PITTSBURGH, PA 15260	NONE	NC	SCHOLARSHIP	5,000.
ANDREW GATES C/O ELIZABETHTOWN UNIVERSITY ONE ALPHA DRIVE ELIZABETHTOWN, PA 17022-2298	NONE	NC	SCHOLARSHIP	2,500.
CHARLOTTE RYMAR C/C PHILADELPHIA UNIVERSITY SCHOOL LN & HENRY AVE. PHILADELPHIA, PA 19144-5497	NONE	NC	SCHOLARSHIP	2,500.
PATRICK MCMINN, C/O VIRGINIA TECH 150 STUDENT SERVICES BLDG. BLACKSBURG, VA 24061	NONE	NC	SCHOLARSHIP	2,500.
DAYNA MCROBERTS, C/O UNIVERSITY OF VERMONT 85 S. PROSPECT STR. BURLINGTON, VT 05405	NONE	NC	SCHOLARSHIP	5,000.
JEREMY VITAL, C/O DREXEL UNIVERSITY 3141 CHESTNUT ST PHILADELPHIA, PA 19104	NONE	NC	SCHOLARSHIP	5,000.
JESSICA RIDLEY C/O UNIVERSITY OF PITTSBURGH 4227 FIFTH AVE. PITTSBURGH, PA 15260	NONE	NC	SCHOLARSHIP	2,500.
SARAH FERGUSON, C/O RHODES COLLEGE 2000 N PARKWAY MEMPHIS, TN 38112	NONE	NC	SCHOLARSHIP	5,000.
Total from continuation sheets				

**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
AMANDA LAM, C/O THE GEORGE WASHINGTON UNIVERSITY 800 21ST STR. NORTHWEST WASHINGTON, DC 20052	NONE	NC	SCHOLARSHIP	5,000.
ANTHONY CROGNALE, C/O PENN STATE UNIVERSITY 109 SHIELDS BUILDING UNIVERSITY PARK, PA 16802	NONE	NC	SCHOLARSHIP	5,000.
RACHEL DERN, C/O WEST VIRGINIA UNIVERSITY P.O. BOX 6410 MORGANTOWN, WV 26506	NONE	NC	SCHOLARSHIP	5,000.
ZOE BUCKWALTER, C/O TEMPLE UNIVERSITY 1803 N BROAD STREET PHILADELPHIA, PA 19122	NONE	NC	SCHOLARSHIP	5,000.
ERIKA ORTEGA, C/O PHILADELPHIA UNIVERSITY SCHOOL LN & HENRY AVE. PHILADELPHIA, PA 19144-5497	NONE	NC	SCHOLARSHIP	5,000.
CHRISTINA WEIDEL, C/O BELMONT UNIVERSITY 1900 BELMONT BLVD NASHVILLE, TN 37212	NONE	NC	SCHOLARSHIP	5,000.
JOSHUA BASHORE-STEURY, C/O MILLERSVILLE UNIVERSITY 1 SOUTH GEORGE STREET MILLERSVILLE, PA 17511	NONE	NC	FELLOWSHIP	3,500.
RIANNON FISHER, C/O MILLERSVILLE UNIVERSITY 1 SOUTH GEORGE STREET MILLERSVILLE, PA 17511	NONE	NC	FELLOWSHIP	3,490.
CAITLYNN HILL, C/O MILLERSVILLE UNIVERSITY 1 SOUTH GEORGE STREET MILLERSVILLE, PA 17511	NONE	NC	FELLOWSHIP	5,834.
DESIREE HIPPLE, C/O MILLERSVILLE UNIVERSITY 1 SOUTH GEORGE STREET MILLERSVILLE, PA 17511	NONE	NC	FELLOWSHIP	5,466.
Total from continuation sheets				

**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
JESSE MAIN, C/O IMMACULATA UNIVERSITY 1145 KING ROAD IMMACULATA, PA 19345	NONE	NC	FELLOWSHIP	5,833.
ALEDA RISSE, C/O MILLERSVILLE UNIVERSITY 1 SOUTH GEORGE STREET MILLERSVILLE, PA 17511	NONE	NC	FELLOWSHIP	3,500.
LORI WALTON, C/O TEMPLE UNIVERSITY 1803 N BROAD STREET PHILADELPHIA, PA 19122	NONE	NC	FELLOWSHIP	3,500.
AMANDA YOST, C/O DREXEL UNIVERSITY 3141 CHESTNUT ST PHILADELPHIA, PA 19104	NONE	NC	FELLOWSHIP	3,500.
MARIA DEL CARPIO, C/O TEMPLE UNIVERSITY 1803 N BROAD STREET PHILADELPHIA, PA 19122	NONE	NC	FELLOWSHIP	3,750.
DAVID DIETRICH, C/O MILLERSVILLE UNIVERSITY 1 SOUTH GEORGE STREET MILLERSVILLE, PA 17511	NONE	NC	FELLOWSHIP	5,750.
MELISSA FINNEY, C/O TEMPLE UNIVERSITY 1803 N BROAD STREET PHILADELPHIA, PA 19122	NONE	NC	FELLOWSHIP	3,750.
STEVEN PAGDEN, C/O MILLERSVILLE UNIVERSITY 1 SOUTH GEORGE STREET MILLERSVILLE, PA 17511	NONE	NC	FELLOWSHIP	3,750.
KRISTEN SMITH, C/O MILLERSVILLE UNIVERSITY 1 SOUTH GEORGE STREET MILLERSVILLE, PA 17511	NONE	NC	FELLOWSHIP	2,500.
CHAD WICKENHEISER, C/O MILLERSVILLE UNIVERSITY 1 SOUTH GEORGE STREET MILLERSVILLE, PA 17511	NONE	NC	FELLOWSHIP	2,000.
Total from continuation sheets				

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON	373,516.	2,794.	370,722.	370,722.	
BNY MELLON	401,490.	2,794.	398,696.	398,696.	
BNY MELLON	560,612.	0.	560,612.	560,612.	
TO PART I, LINE 4	1,335,618.	5,588.	1,330,030.	1,330,030.	

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENTS	36,255.	36,255.	
BLACKSTONE GROUP L.P.	58,520.	58,520.	
TOTAL TO FORM 990-PF, PART I, LINE 11	94,775.	94,775.	

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FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	6,103.	0.		6,103.
TO FM 990-PF, PG 1, LN 16A	6,103.	0.		6,103.

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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
INVESTMENT COUNSEL FEES	263,913.	263,913.		0.
BNY MELLON CUSTODIAL FEES	25,931.	25,931.		0.
MANAGEMENT FEE	220,800.	0.		220,800.
TO FORM 990-PF, PG 1, LN 16C	510,644.	289,844.		220,800.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - BNY	24,575.	24,575.		0.
PRIOR YEAR EXCISE TAX	138,276.	0.		0.
TO FORM 990-PF, PG 1, LN 18	162,851.	24,575.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LOGO DEVELOPMENT	7,500.	0.		7,500.
SOFTWARE AND DOMAIN FEES	6,886.	0.		6,886.
TRUSTEE FEES	26,324.	0.		26,324.
BANK FEES	1,079.	0.		1,079.
MEMBERSHIP DUES	255.	0.		255.
OFFICE SUPPLIES	1,524.	0.		1,524.
MEALS & ENTERTAINMENT	4,689.	0.		4,689.
MISCELLANEOUS	2,091.	0.		2,082.
TO FORM 990-PF, PG 1, LN 23	50,348.	0.		50,339.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
TIMING DIFFERENCE	1,220.
NON DIVIDEND DISTRIBUTION	25,153.
PRIOR PERIOD ADJUSTMENT	7,756.
TOTAL TO FORM 990-PF, PART III, LINE 3	34,129.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
BUILT-IN GAIN ON CONTRIBUTED ASSETS FROM THE JOHN FREDERICK STEINMAN FOUNDAT	16,118,974.
TOTAL TO FORM 990-PF, PART III, LINE 5	16,118,974.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BNY MELLON	44,072,761.	81,148,892.
TOTAL TO FORM 990-PF, PART II, LINE 10B	44,072,761.	81,148,892.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BNY MELLON	3,793,831.	3,718,200.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,793,831.	3,718,200.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKSTONE GROUP, L.P.	COST	437,958.	1,014,900.
TOTAL TO FORM 990-PF, PART II, LINE 13		437,958.	1,014,900.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	12
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NAME OF CONTRIBUTOR	ADDRESS
JOHN FREDERICK STEINMAN FOUNDATION	P.O. BOX 128 LANCASTER, PA 17608-0128

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MS. BEVERLY R. STEINMAN P.O. BOX 128 LANCASTER, PA 17608-0128	CO-CHAIRMAN 0.10	0.	0.	0.
MS. PAMELA M. THYE P.O. BOX 128 LANCASTER, PA 17608-0128	CO-CHAIRMAN 0.10	0.	0.	0.
MR. ROBERT M. KRASNE P.O. BOX 128 LANCASTER, PA 17608-0128	VICE CHAIRMAN 0.10	0.	0.	0.
MR. SHANE D ZIMMERMAN P.O. BOX 128 LANCASTER, PA 17608-0128	PRESIDENT & TREASURER 0.10	0.	0.	0.
MS. NANCY D. FISHER P.O. BOX 128 LANCASTER, PA 17608-0128	INTERIM TREAS & SEC (3/1-5/2014) 0.10	0.	0.	0.

## THE STEINMAN FOUNDATION

23-6266377

MR. WESLEY S. LEWIS P.O. BOX 128 LANCASTER, PA 17608-0128	SECRETARY (APPOINTMENT ENDED 3/2014) 0.10	0.	0.	0.
MS. LAUREN V. FRICK P.O. BOX 128 LANCASTER, PA 17608-0128	SECRETARY 0.10	0.	0.	0.
MS. HALE A. KRASNE P.O. BOX 128 LANCASTER, PA 17608-0128	DIRECTOR 0.10	0.	0.	0.
MS. CAROLINE N. HILL P.O. BOX 128 LANCASTER, PA 17608-0128	DIRECTOR 0.10	0.	0.	0.
MR. DALE L. PRINCE P.O. BOX 128 LANCASTER, PA 17608-0128	DIRECTOR 0.10	0.	0.	0.
MS. G. ANNE ORBAN P.O. BOX 128 LANCASTER, PA 17608-0128	DIRECTOR 0.10	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

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**CERTIFICATE OF CONVERSION  
INTO  
THE JOHN FREDERICK STEINMAN FOUNDATION**

Pursuant to 8 *Del. C.* § 265, The John Frederick Steinman Foundation, a charitable trust created in an agreement dated December 17, 1951 by John Frederick Steinman of Lancaster, Pennsylvania, as Grantor (the "Other Entity"), hereby converts to a Delaware corporation.

1. The name of the Other Entity immediately before the filing of this Certificate is the John Frederick Steinman Foundation.

2. The Other Entity was first formed in Pennsylvania by an Agreement dated December 17, 1951, and has existed continuously as a Pennsylvania trust until immediately prior to the filing of this Certificate.

3. The new name of the Corporation, as set forth in the Delaware Certificate of Incorporation filed herewith, is The John Frederick Steinman Foundation, a Delaware corporation.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting Other Entity, have executed this Certificate.

THE JOHN FREDERICK STEINMAN FOUNDATION

By: 

Pamela M. Thye  
Chairman

**CERTIFICATE OF INCORPORATION  
OF  
THE JOHN FREDERICK STEINMAN FOUNDATION**

The undersigned Incorporator, in order to form a corporation under the General Corporation Law of Delaware, certifies as follows:

**ARTICLE ONE.** The name of the Corporation is The John Frederick Steinman Foundation (the "Corporation").

**ARTICLE TWO.** The registered address of the Corporation is 1000 West Street, Fourteenth Floor, Wilmington, New Castle County, Delaware 19801. The Company's registered agent at that address is Delaware Entity Services, LLC.

**ARTICLE THREE.** The Corporation shall have no capital stock. The Corporation is a nonprofit organization organized and operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax laws (the "Code").

**ARTICLE FOUR**

The purposes of the Corporation are to:

- (1) Make grants for religious, educational, charitable, scientific and literary charitable, educational and religious purposes in a manner permitted to private foundations under the Code;
- (2) Do such acts and carry on such business as may be permitted of nonprofit corporations under the General Corporation Law and other laws of the State of Delaware, but only in order to accomplish the charitable purposes of the Corporation described herein; and
- (3) Receive, solicit and administer funds, grants and property for the charitable purposes of the Corporation described herein.

**ARTICLE FIVE**

The Incorporator of the Corporation is Arthur G. Connolly, III, 1000 West Street, Fourteenth Floor, Wilmington, New Castle County, Delaware 19801.

**ARTICLE SIX**

The direction of the management of the affairs of the Corporation, and the control and disposition of its property and funds, shall be vested in the Board of Directors (the "Board") of the Corporation. The number, qualifications, election, tenure, powers and duties of the Board shall be as provided in the Bylaws.

## **ARTICLE SEVEN**

(1) The Corporation shall have one class of Members. The Members shall be elected in accordance with the Bylaws.

(2) The Members shall have the power to make, adopt, alter or repeal, from time to time, Bylaws and regulations for the orderly operation of the Corporation.

## **ARTICLE EIGHT**

(1) No part of the earnings, capital or property of the Corporation shall ever inure to the benefit of or be distributable to any Member, Director, officer, contributor or any other individual having a personal or private interest in the activities of the Corporation.

(2) No Member or Director shall receive or be lawfully entitled to receive any pecuniary profit from the Corporation; provided, however, that any Member or Director may be paid reasonable compensation for services actually rendered or reimbursed for expenses incurred in carrying out the purposes of the Corporation.

(3) No substantial part of the activities of the Corporation shall ever be for the carrying on of propaganda or otherwise attempting to influence legislation.

(4) The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(5) The Corporation shall not be authorized to accept gifts or contributions for any purpose other than those stated in Article Four.

(6) If the Corporation is ever classified as a private foundation under the Code, then:

(A) The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code;

(B) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by §4942 of the Code;

(C) The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Code;

(D) The Corporation shall not make any investments in any manner as to subject it to tax under §4944 of the Code; and

(E) The Corporation shall not make any taxable expenditures as defined in § 4945(d) of the Code.

#### ARTICLE NINE

No Member, Director, officer or employee of the Corporation shall be personally liable for the payment of the debts of the Corporation, except as such Member, Director, officer or employee may be liable by reason of his or her own conduct or acts.

#### ARTICLE TEN

No Director of the Corporation shall have any personal liability to the Corporation or its Members for monetary damages for breach of fiduciary duty as a Director; provided, however, that nothing herein shall eliminate or limit the liability of a Director: (1) for any breach of the Director's duty of loyalty to the Corporation or its Members; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) under Section 174 of the Delaware General Corporation Law; or (4) for any transaction from which the Director derived an improper personal benefit.

#### ARTICLE ELEVEN

The Board may, by a majority of the whole Board, designate one or more committees, with each committee to consist of one or more of the Directors. Any such committee, to the extent provided in the resolution of the Board or in the Bylaws, shall have and may exercise all of the powers and authority of the Board in the management of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. The Board may designate one or more Directors as alternate members of any such committee to replace any absent or disqualified member at any meeting of the committee. The Bylaws may provide that, in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

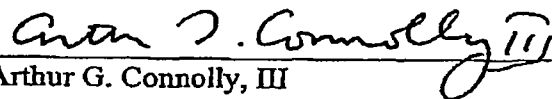
#### ARTICLE TWELVE

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by operation of law, except as may be otherwise provided by law, the Board shall distribute all of the assets of the Corporation in such manner as the Board, in its absolute and uncontrolled discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be made to one or more organizations which are then exempt from tax as organizations described in §501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws, and to which, at the time of such distribution, contributions are deductible under the provisions of §§ 170, 2055 and 2522 of the Code.

**ARTICLE THIRTEEN**

The Corporation reserves the right to amend or change any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by applicable statute, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment or other change shall be allowed to authorize the Board of Directors to manage the property of the Corporation or to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, this Certificate has been executed by the Incorporator.

  
\_\_\_\_\_  
Arthur G. Connolly, III  
Incorporator

State of Delaware  
Secretary of State  
Division of Corporations  
delivered 10:35 AM 12/19/2013  
FILED 10:31 AM 12/19/2013  
RV 131449564 - 5452563 FILE

**CERTIFICATE OF CONVERSION  
INTO  
THE JAMES HALE STEINMAN FOUNDATION**

Pursuant to 8 *Del. C.* § 265, The James Hale Steinman Foundation, a charitable trust created in an agreement dated December 17, 1951 by James Hale Steinman of Lancaster, Pennsylvania, as Grantor (the "Other Entity"), hereby converts to a Delaware corporation.

1. The name of the Other Entity immediately before the filing of this Certificate is the James Hale Steinman Foundation.

2. The Other Entity was first formed in Pennsylvania by an Agreement dated December 17, 1951, and has existed continuously as a Pennsylvania trust until immediately prior to the filing of this Certificate.

3. The new name of the Corporation, as set forth in the Delaware Certificate of Incorporation filed herewith, is The James Hale Steinman Foundation, a Delaware corporation.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting Other Entity, have executed this Certificate.

JAMES HALE STEINMAN FOUNDATION

By: Beverly R. Steinman  
Beverly R. Steinman  
Chairman

**CERTIFICATE OF INCORPORATION  
OF  
THE JAMES HALE STEINMAN FOUNDATION**

The undersigned Incorporator, in order to form a corporation under the General Corporation Law of Delaware, certifies as follows:

**ARTICLE ONE.** The name of the Corporation is The James Hale Steinman Foundation (the "Corporation").

**ARTICLE TWO.** The registered address of the Corporation is 1000 West Street, Fourteenth Floor, Wilmington, New Castle County, Delaware 19801. The Company's registered agent at that address is Delaware Entity Services, LLC.

**ARTICLE THREE.** The Corporation shall have no capital stock. The Corporation is a nonprofit organization organized and operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax laws (the "Code").

**ARTICLE FOUR**

The purposes of the Corporation are to:

- (1) Make grants for religious, educational, charitable, scientific and literary charitable, educational and religious purposes in a manner permitted to private foundations under the Code;
- (2) Do such acts and carry on such business as may be permitted of nonprofit corporations under the General Corporation Law and other laws of the State of Delaware, but only in order to accomplish the charitable purposes of the Corporation described herein; and
- (3) Receive, solicit and administer funds, grants and property for the charitable purposes of the Corporation described herein.

**ARTICLE FIVE**

The Incorporator of the Corporation is Arthur G. Connolly, III, 1000 West Street, Fourteenth Floor, Wilmington, New Castle County, Delaware 19801.

**ARTICLE SIX**

The direction of the management of the affairs of the Corporation, and the control and disposition of its property and funds, shall be vested in the Board of Directors (the "Board") of the Corporation. The number, qualifications, election, tenure, powers and duties of the Board shall be as provided in the Bylaws.

## **ARTICLE SEVEN**

(1) The Corporation shall have one class of Members. The Members shall be elected in accordance with the Bylaws.

(2) The Members shall have the power to make, adopt, alter or repeal, from time to time, Bylaws and regulations for the orderly operation of the Corporation.

## **ARTICLE EIGHT**

(1) No part of the earnings, capital or property of the Corporation shall ever inure to the benefit of or be distributable to any Member, Director, officer, contributor or any other individual having a personal or private interest in the activities of the Corporation.

(2) No Member or Director shall receive or be lawfully entitled to receive any pecuniary profit from the Corporation; provided, however, that any Member or Director may be paid reasonable compensation for services actually rendered or reimbursed for expenses incurred in carrying out the purposes of the Corporation.

(3) No substantial part of the activities of the Corporation shall ever be for the carrying on of propaganda or otherwise attempting to influence legislation.

(4) The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(5) The Corporation shall not be authorized to accept gifts or contributions for any purpose other than those stated in Article Four.

(6) If the Corporation is ever classified as a private foundation under the Code, then:

(A) The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code;

(B) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by §4942 of the Code;

(C) The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Code;

(D) The Corporation shall not make any investments in any manner as to subject it to tax under §4944 of the Code; and



(E) The Corporation shall not make any taxable expenditures as defined in § 4945(d) of the Code.

#### **ARTICLE NINE**

No Member, Director, officer or employee of the Corporation shall be personally liable for the payment of the debts of the Corporation, except as such Member, Director, officer or employee may be liable by reason of his or her own conduct or acts.

#### **ARTICLE TEN**

No Director of the Corporation shall have any personal liability to the Corporation or its Members for monetary damages for breach of fiduciary duty as a Director; provided, however, that nothing herein shall eliminate or limit the liability of a Director: (1) for any breach of the Director's duty of loyalty to the Corporation or its Members; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) under Section 174 of the Delaware General Corporation Law; or (4) for any transaction from which the Director derived an improper personal benefit.

#### **ARTICLE ELEVEN**

The Board may, by a majority of the whole Board, designate one or more committees, with each committee to consist of one or more of the Directors. Any such committee, to the extent provided in the resolution of the Board or in the Bylaws, shall have and may exercise all of the powers and authority of the Board in the management of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. The Board may designate one or more Directors as alternate members of any such committee to replace any absent or disqualified member at any meeting of the committee. The Bylaws may provide that, in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

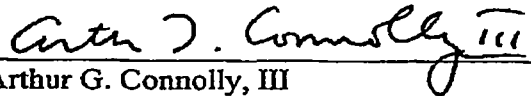
#### **ARTICLE TWELVE**

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by operation of law, except as may be otherwise provided by law, the Board shall distribute all of the assets of the Corporation in such manner as the Board, in its absolute and uncontrolled discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be made to one or more organizations which are then exempt from tax as organizations described in §501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws, and to which, at the time of such distribution, contributions are deductible under the provisions of §§ 170, 2055 and 2522 of the Code.

**ARTICLE THIRTEEN**

The Corporation reserves the right to amend or change any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by applicable statute, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment or other change shall be allowed to authorize the Board of Directors to manage the property of the Corporation or to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, this Certificate has been executed by the Incorporator.

  
\_\_\_\_\_  
Arthur G. Connolly, III  
Incorporator

**CERTIFICATE OF MERGER OF  
THE JOHN FREDERICK STEINMAN FOUNDATION  
AND  
THE JAMES HALE STEINMAN FOUNDATION**

Under 8 Del. C. § 255

1. The names and domiciles of the corporations are The John Frederick Steinman Foundation, a non-stock Delaware corporation (the "First Corporation") and The James Hale Steinman Foundation, a non-stock Delaware corporation (the "Second Corporation").

2. A Plan and Agreement of Merger, providing for the merger of the First Corporation into the Second Corporation, has been approved, adopted, executed and acknowledged by the First Corporation and the Second Corporation in accordance with the General Corporation Law of Delaware.

3. The Second Corporation shall be the surviving corporation.

4. The name of the surviving corporation shall be The Steinman Foundation.

5. The certificate of incorporation of the Second Corporation shall be the certificate of incorporation of the surviving corporation.

6. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, which is at 8 W. King Street, Lancaster, Pennsylvania 17608.

7. A copy of said agreement will be furnished by the surviving corporation on request and without cost to any member of either corporation.

8. The merger shall be effective January 1, 2014.

IN WITNESS WHEREOF, The Steinman Foundation has caused this certificate to be signed by its duly-authorized officer, this 23 day of December, 2013.

**THE JAMES HALE STEINMAN FOUNDATION**

By: Beverly R. Steinman  
Name:

Co-Chair Beverly Steinman

By: [Signature]  
Name:

Co-Chair Pamela M. Thye