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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).

For calendar year 2014 or tax year beginning

JUL 1, 2014

, and ending

JUN 30, 2015

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

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

HAVERFORD, PA 19041

G Check all that apply:

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

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

I Fair market value of all assets at end of year

J Accounting method:  Cash  Accrual

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

 Other (specify) \_\_\_\_\_

► \$ 5,268,145. (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)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	8.	8.		STATEMENT 1
4	Dividends and interest from securities	169,904.	169,904.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	23,605.			RECEIVED
b	Gross sales price for all assets on line 6a	206,971.			
7	Capital gain net income (from Part IV, line 2)		23,605.		12 SEP 14 2015 IRS-DSC
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	1,390.	1,390.		STATEMENT 3
12	Total. Add lines 1 through 11	194,907.	194,907.		
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 19,281.	19,281.		0.
17	Interest				
18	Taxes	STMT 6 2,242.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 7 38.	15.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	25,511.	21,271.		1,975.
25	Contributions, gifts, grants paid	386,209.			386,209.
26	Total expenses and disbursements. Add lines 24 and 25	411,720.	21,271.		388,184.
27	Subtract line 26 from line 12:	-216,813.			
a	Excess of revenue over expenses and disbursements				
b	Net Investment Income (if negative, enter -0-)		173,636.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	11,315.	183,908.	183,908.
	2 Savings and temporary cash investments	481,126.	81,574.	81,574.
	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	2,584,870.	2,574,045.
	c Investments - corporate bonds	STMT 9	1,417,039.	1,438,010.
	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 I)		4,494,350.	4,277,537.
				5,268,145.
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		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		4,494,350.	4,277,537.
	30 Total net assets or fund balances		4,494,350.	4,277,537.
	31 Total liabilities and net assets/fund balances		4,494,350.	4,277,537.

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	4,494,350.
2 Enter amount from Part I, line 27a	2	-216,813.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	4,277,537.
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	4,277,537.

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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	206,971.	183,366.	23,605.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(l) F.M.V. as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					23,605.
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	23,605.	
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	370,456.	5,485,384.	.067535
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

2 Total of line 1, column (d)

2 .301343

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 .060269

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4 5,480,148.

5 Multiply line 4 by line 3

5 330,283.

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

6 1,736.

7 Add lines 5 and 6

7 332,019.

8 Enter qualifying distributions from Part XII, line 4

8 388,184.

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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<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>	
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
<b>b</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	1 1,736.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
<b>3</b> Add lines 1 and 2	3 1,736.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 1,736.
<b>6</b> Credits/Payments:	
<b>a</b> 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 2,400.
<b>b</b> Exempt foreign organizations - tax withheld at source	6b
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6c
<b>d</b> Backup withholding erroneously withheld	6d
<b>7</b> Total credits and payments. Add lines 6a through 6d	7 2,400.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 664.
<b>11</b> Enter the amount of line 10 to be: Credited to 2015 estimated tax ►	11 0.

<b>Part VII-A Statements Regarding Activities</b>	
<b>1a</b> 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>Yes</b> <input type="checkbox"/> <b>No</b> <input checked="" type="checkbox"/>
<b>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	<b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> <input type="checkbox"/>
<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>	
<b>c</b> Did the foundation file Form 1120-POL for this year?	<b>Yes</b> <input type="checkbox"/> <b>No</b> <input checked="" type="checkbox"/>
<b>d</b> 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.	
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?	<b>Yes</b> <input type="checkbox"/> <b>No</b> <input checked="" type="checkbox"/>
<i>If "Yes," attach a detailed description of the activities</i>	
<b>3</b> 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>	<b>Yes</b> <input type="checkbox"/> <b>No</b> <input checked="" type="checkbox"/>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> <input type="checkbox"/>
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	<b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> <input type="checkbox"/>
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<b>Yes</b> <input type="checkbox"/> <b>No</b> <input checked="" type="checkbox"/>
<i>If "Yes," attach the statement required by General Instruction T</i>	
<b>6</b> 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?	
<b>7</b> 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>	<b>Yes</b> <input type="checkbox"/> <b>No</b> <input checked="" type="checkbox"/>
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
<b>PA</b>	
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	<b>Yes</b> <input type="checkbox"/> <b>No</b> <input checked="" type="checkbox"/>
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>	<b>Yes</b> <input type="checkbox"/> <b>No</b> <input checked="" type="checkbox"/>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<b>Yes</b> <input type="checkbox"/> <b>No</b> <input checked="" type="checkbox"/>

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

11		X
12		X
13	X	
14	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	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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 <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 X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 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 ► _____, _____, _____, _____, _____ 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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	2a 2b
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 4a X 4b X	

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

Organizations relying on a current notice regarding disaster assistance check here  N/A

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?  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?

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?

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

5b

6b  X

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
AUDREY MERVES 100 GRAYS LANE, APT 302 HAVERFORD, PA 19041	TRUSTEE 5.00	0.	0.	0.

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

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

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

0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

---

**Total number of others receiving over \$50 000 for professional services**

1

0

## **Part IX-A | Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

## Expenses

<b>1</b> NOT APPLICABLE	
	0.
<b>2</b>	
<b>3</b>	
<b>4</b>	

## Part IX-B | Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

**Amount**

<b>1</b> NOT APPLICABLE	
<b>2</b>	0.

---

All other program-related investments. See instructions.

**3 NOT APPLICABLE**

111

<b>3 NOT APPLICABLE</b>	
	0.

**Total.** Add lines 1 through 3

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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	5,204,568.
b Average of monthly cash balances	1b	359,034.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	5,563,602.
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	5,563,602.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	83,454.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,480,148.
6 Minimum investment return. Enter 5% of line 5	6	274,007.

**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	274,007.
2a Tax on investment income for 2014 from Part VI, line 5	2a	1,736.
b Income tax for 2014. (This does not include the tax from Part VI.)	2b	59.
c Add lines 2a and 2b	2c	1,795.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	272,212.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	272,212.
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	272,212.

**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	388,184.
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	388,184.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,736.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	386,448.

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.

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**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				272,212.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	10,030.			
b From 2010	20,057.			
c From 2011	18,109.			
d From 2012	143,100.			
e From 2013	100,643.			
f Total of lines 3a through e	291,939.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 388,184.			0.	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	388,184.			
d Applied to 2014 distributable amount				0.
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))	272,212.			272,212.
6 Enter the net total of each column as indicated below:	407,911.			
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	407,911.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013	19,727.			
e Excess from 2014	388,184.			

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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 2014, enter the date of the ruling	► <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
1 b Check box to indicate whether the foundation is a private operating foundation described in section				
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				
2 b 85% of line 2a				
2 c Qualifying distributions from Part XII, line 4 for each year listed				
2 d Amounts included in line 2c not used directly for active conduct of exempt activities				
2 e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 3 Complete 3a, b, or c for the alternative test relied upon:				
3 a "Assets" alternative test - enter:				
3 a (1) Value of all assets				
3 a (2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
3 b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
3 c "Support" alternative test - enter:				
3 c (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
3 c (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
3 c (3) Largest amount of support from an exempt organization				
3 c (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**

**100 GRAYS LANE, APT 302, HAVERFORD, PA 19041**

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

**APPLICANT'S OWN LETTER DESCRIBING CHARITABLE OR EXEMPT PURPOSE.**

c Any submission deadlines:

**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**

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**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
AMERICASHARE 15 WEST 26TH ST. NEW YORK, NY 10010	NONE	PUBLIC	CHARITABLE	1,500.
FRIENDS SELECT SCHOOL 17TH AND BENJAMIN FRANKLIN PKWY PHILADELPHIA, PA 19103	NONE	PUBLIC	EDUCATION	1,000.
PHILADELPHIA RONALD MCDONALD HOUSE 3925 CHESTNUT ST PHILADELPHIA, PA 19104	NONE	PUBLIC	CHARITABLE	1,000.
JEWISH FEDERATION OF GREATER PHILADELPHIA 2100 ARCH STREET PHILADELPHIA, PA 19103	NONE	PUBLIC	CHARITABLE	5,000.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY, NEW YORK, NY 10027	NONE	PUBLIC	CHARITABLE	100,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 386,209.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) 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 8.
4 Dividends and interest from securities				14 169,904.
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	1,390.		
8 Gain or (loss) from sales of assets other than inventory				18 23,605.
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)			1,390.	193,517. 0.
13 Total. Add line 12, columns (b), (d), and (e)				13 194,907.
(See worksheet in line 13 instructions to verify calculations.)				

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a Transfers from the reporting foundation to a noncharitable exempt organization of:**

**(1) Cash**

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

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

d If the answer to any of the above is "Yes," complete the following schedule. 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, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>ALAN B GUBERNICK, CPA</b>	Preparer's signature 	Date <b>1/24/17</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00445286</b>
	Firm's name ► <b>ST. CLAIR CPAS, P.C.</b>			Firm's EIN ► <b>23-2653765</b>	
	Firm's address ► <b>101 W. ELM STREET, STE 500 CONSHOHOCKEN, PA 19428</b>			Phone no. <b>610-8621998</b>	

## 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	1000 SHS CANADIAN IMPERIAL BANK	P	05/28/13	04/07/15
b	150 SHS HAYLAND HEALTH, INC.	P	09/09/10	03/11/15
c	1300 SHS INTEL CORP COM	P	09/15/10	09/04/14
d	25M PNC FUNDING CORP	P	10/15/10	02/09/15
e	50M ROYAL BANK OF SCOTLAND GLOBAL NOTES	P	10/29/09	10/01/14
f	NORTHWEST AIR	P	12/28/11	11/30/14
g	NORTHWEST AIR	P	12/28/11	02/20/15
h	4M PENN VIRGINIA 8.375% 6/1/20	P	05/04/12	07/07/14
i	FERRELLGAS - 1231 GAIN	P	01/08/10	12/31/14
j	FERRELLGAS - ST GAIN	P	VARIOUS	12/31/14
k	FERRELLGAS - LT GAIN	P	01/08/10	12/31/14
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 72,363.		78,218.		-5,855.
b 6,867.		3,252.		3,615.
c 45,269.		23,242.		22,027.
d 25,000.		26,459.		-1,459.
e 50,000.		45,300.		4,700.
f 1,033.		1,040.		-7.
g 1,841.		1,855.		-14.
h 4,335.		4,000.		335.
i 258.				258.
j 1.				1.
k 4.				4.
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any		
a				
b				
c				
d				
e				
f				
g				
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	23,605.
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

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**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
PHILADELPHIA JEWISH ARCHIVES CENTER 615 N. BROAD ST PHILADELPHIA, PA 19123	NONE	PUBLIC	CHARITABLE	2,700.
ROTHMAN INSTITUTE ORTHOPAEDIC RESEARCH FOUNDATION 925 CHESTNUT STREET, 5TH FLOOR PHILADELPHIA, PA 19107	NONE	PUBLIC	CHARITABLE	25,000.
TEMPLE BETH ZION-BETH ISRAEL 300 SOUTH 18TH STREET PHILADELPHIA, PA 19103	NONE	PUBLIC	RELIGIOUS	3,000.
TEMPLE ADATH ISRAEL 250 NORTH HIGHLAND AVENUE MERION STATION, PA 19066	NONE	PUBLIC	RELIGIOUS	500.
TEMPLE UNIVERSITY TASB/1852 N 10TH STREET PHILADELPHIA, PA 19122	NONE	PUBLIC	EDUCATIONAL	100,000.
TEMPLE UNIVERSITY LIBRARY PO BOX 827651 PHILADELPHIA, PA 19182-7651	NONE	PUBLIC	EDUCATION	500.
THE BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	PUBLIC	CHARITABLE	1,000.
WALNUT STREET THEATRE 825 WALNUT STREET PHILADELPHIA, PA 19107	NONE	PUBLIC	CHARITABLE	35,000.
DREXEL UNIVERSITY 3141 CHESTNUT STREET, STE 310 PHILADELPHIA, PA 19104	NONE	PUBLIC	EDUCATION	100,000.
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 101 SOUTH INDEPENDENCE MALL EAST PHILADELPHIA, PA 19106	NONE	PUBLIC	CHARITABLE	10,000.
<b>Total from continuation sheets.</b>				<b>277,709.</b>

LOUIS AND BESSIE STEIN FOUNDATION/  
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## Part XV Supplementary Information

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

## 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	8.	8.	
TOTAL TO PART I, LINE 3	8.	8.	

## 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	110,403.	0.	110,403.	110,403.	
INT - CORPORATE BONDS	59,501.	0.	59,501.	59,501.	
TO PART I, LINE 4	169,904.	0.	169,904.	169,904.	

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY GAIN - FERRELLGAS	1,246.	1,246.	
OTHER NET RENTAL INCOME - FERRELLGAS	572.	572.	
SECTION 743(B) ADDITIONAL LOSS	-428.	-428.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,390.	1,390.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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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
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	19,281.	19,281.		0.
TO FORM 990-PF, PG 1, LN 16C	19,281.	19,281.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES-EXCISE	2,242.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,242.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NON-DEDUCTIBLE EXPENSE-PARTNERSHIP BANK FEES	23. 15.	0. 15.		0. 0.
TO FORM 990-PF, PG 1, LN 23	38.	15.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,000 SHS ASA LIMITED	35,382.	19,420.
2,000 SHS SPDR GOLD TRUST ETF	182,886.	224,740.
981 SHS VODAFONE GROUP PLC SPONSORED ADR NEW	28,522.	35,757.
750 SHS ELI LILY & CO	25,940.	62,618.
2,304 SHS FERRELL GAS PROPERTIES LTD PARTNERSHIP	10,988.	51,909.
3,000 SHS ISHARES SILVER TRUST	50,280.	45,090.
800 SHS AIR PRODS & CHEMS INC COM	71,526.	109,464.
1,500 SHS AT&T INC.	41,760.	53,280.
2,200 SHS CONOCOPHILLIPS	91,784.	135,102.
1,200 SHS CONSOLIDATED EDISON INC.	64,046.	69,456.
2,200 SHS DUPONT E I DE NEMOURS & CO.	102,241.	140,690.
3,500 SHS GENERAL ELECTRIC CO	70,595.	92,995.
1,400 SHS GENUINE PARTS CO.	59,836.	125,342.
3,500 SHS GLAXOSMITHKLINE PLC	137,126.	145,775.
4,700 SHS INTEL CORP	84,028.	142,951.
1,500 SHS JP MORGAN CHASE & CO	68,464.	101,640.
1,200 SHS KIMBERLY CLARK CORP	75,609.	127,164.
1,000 SHS KRAFT FOODS INC	32,304.	85,140.
4,300 SHS MERCK & CO INC.	152,630.	244,799.
3,000 SHS MICROSOFT CORP COM	72,614.	132,450.
2,400 SHS ROYAL DUTCH SHELL PLC	136,319.	136,824.
3,400 SHS VERIZON COMMUNICATIONS	130,306.	158,474.
3,500 SHS WASTE MANAGEMENT INC DEL	119,478.	162,225.
2,300 SHS JPMORGAN ALERIAN MLP INDEX	75,601.	91,080.
1,000 SHS JOHNSON JOHNSON	75,217.	97,460.
2,000 SHS EATON CORP	47,354.	67,490.
1,000 SHS PEPSICO INC COM	66,585.	93,340.
1,500 SHS SANOFI-AVENTIS ADR	55,715.	74,295.
1,000 SHS UNITED PARCEL SERVICE INC	83,231.	96,910.
500 SHS APPLE INC	53,352.	62,713.
900 SHS CHEVRON CORP	113,742.	86,823.
3,000 SHS MONDELEZ INTERNATIONAL INC	60,185.	123,420.
3,000 SHS LEGGETT & PLATT INC	98,399.	146,040.
1,000 SHS CANADIAN IMPERIAL BANK	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,574,045.	3,542,876.

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 WILMINGTON TRUST CORP SUB NOTES	49,563.	57,978.
100M MONTGOMERY COUNTY PA 9/1/25	106,417.	107,790.
50M NEW HAMPSHIRE ST BAB 6/1/24	49,563.	53,082.
75M DUPONT EL NEMOUR 1.95% 1/15/16	74,941.	75,569.
100M COMCAST CORP 4.2% 8/15/34	99,624.	96,446.
200M AMERIGAS FINANCE LLC	202,750.	212,000.
27.5M NORTHWEST AIR	27,729.	28,794.
34M PENN VIRGINIA RESOURCE	34,000.	37,400.
500M ISRAEL STATE DOLLAR BOND 1.46% 04/01/16	500,000.	500,000.
100M GENERAL ELECTRIC CAP CORP 2/14/33	99,500.	98,336.
100M DCP MIDSTREAM OPERATING CORP	93,923.	92,392.
50M ROYAL BANK OF SCOTLAND GLOBAL NOTES	0.	0.
25M PNC FUNDING CORP	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,438,010.	1,459,787.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO TREAT  
EXCESS QUALIFYING DISTRIBUTIONS  
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 10

ELECTION UNDER REGULATION SECTIONS 53.4942(A)-3(D)(2)

LOUIS AND BESSIE STEIN FOUNDATION/FUND #2 HEREBY ELECTS UNDER  
REGULATION SECTIONS 53.4942(A)-3(D)(2) TO APPLY THE 2014 QUALIFYING  
DISTRIBUTIONS TO CORPUS.