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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 07-01-2014, and ending 06-30-2015

Name of foundation: STONELEIGH FOUNDATION. A Employer identification number: 37-1526458. B Telephone number: (215) 735-7080. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 84,947,921. J Accounting method: Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements (26) and Excess of revenue over expenses and disbursements (27).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	324,438	82,058	82,059		
	2	Savings and temporary cash investments	1,098,193	1,689,285	1,689,285		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ <u>70,000,000</u> Less allowance for doubtful accounts ▶ _____	70,000,000	70,000,000	70,000,000		
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	18,896	19,158	19,158		
	10a	Investments—U S and state government obligations (attach schedule)	792,298 <input type="checkbox"/>	1,136,813	1,115,941		
	b	Investments—corporate stock (attach schedule)	7,103,260 <input type="checkbox"/>	7,841,632	9,403,102		
	c	Investments—corporate bonds (attach schedule)	2,570,875 <input type="checkbox"/>	2,630,234	2,590,302		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ <u>70,629</u> Less accumulated depreciation (attach schedule) ▶ <u>22,555</u>	2,282	48,074	48,074		
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	81,910,242	83,447,254	84,947,921			
Liabilities	17	Accounts payable and accrued expenses	51,032	74,647			
	18	Grants payable	2,354,317	1,520,821			
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)	<input type="checkbox"/> 45,000 <input type="checkbox"/>	<input type="checkbox"/> 31,000			
23	Total liabilities (add lines 17 through 22)	2,450,349	1,626,468				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	9,459,893	11,820,786			
	25	Temporarily restricted	70,000,000	70,000,000			
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)	79,459,893	81,820,786				
31	Total liabilities and net assets/fund balances (see instructions)	81,910,242	83,447,254				

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	79,459,893
2	Enter amount from Part I, line 27a	2	2,360,893
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	81,820,786
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	81,820,786

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)
1 a NET GAIN LT	P		
b			
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 936,933			936,933
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			936,933
b			
c			
d			
e			

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	936,933
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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 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	2,119,178	13,226,278	0.160225
2012	1,819,832	12,269,324	0.148324
2011	1,354,496	11,892,472	0.113895
2010	1,838,083	9,060,840	0.202860
2009	1,538,450	202,050	7.614204

2 Total of line 1, column (d).	2	8.239508
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	1.647902
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	15,352,384
5 Multiply line 4 by line 3.	5	25,299,224
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	11,168
7 Add lines 5 and 6.	7	25,310,392
8 Enter qualifying distributions from Part XII, line 4.	8	2,157,215

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	22,337
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-)	2	0
3	Add lines 1 and 2.	3	22,337
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	22,337
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	11,512
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	11,512
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	10,825
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>	Yes	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶STONELEIGHFOUNDATION.ORG	13	Yes	
14	The books are in care of ▶EXECUTIVE DIRECTOR Telephone no ▶(215) 735-7080 Located at ▶123 S BROAD STREET NO 1130 PHILADELPHIA PA ZIP+4 ▶19109			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <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			
1b	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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
1c	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		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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).	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 ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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** **No**
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? 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**
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? **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 (see instructions).

(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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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
RICHARD GREENWALD C/O THE ORGANIZATIONS ADDRESS PHILADELPHIA, PA 19109	STONELEIGH FELLOW 40 00	160,290	34,393	0
DIANA MILLNER C/O THE ORGANIZATIONS ADDRESS PHILADELPHIA, PA 19109	SENIOR PROGRAM OFFIC 40 00	103,453	23,598	0
JODY GREENBLATT C/O THE ORGANIZATIONS ADDRESS PHILADELPHIA, PA 19109	STONELEIGH FELLOW 40 00	95,175	18,204	0
RUFUS SYLVESTER LYNCH C/O THE ORGANIZATIONS ADDRESS PHILADELPHIA, PA 19109	STONELEIGH FELLOW 40 00	107,228	0	0
BRITTANY ANUSZKIEWICZ C/O THE ORGANIZATIONS ADDRESS PHILADELPHIA, PA 19109	PROGRAM OFFICER 40 00	88,443	8,304	0

Total number of other employees paid over \$50,000. **1**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	0	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 IN OPERATING THE FELLOWSHIP PROGRAMS, THE CENTER SEEKS TO -AFFECT THE WELL-BEING OF CHILDREN AND YOUTH, -INVEST IN POLICY CHANGE, PRACTICE IMPROVEMENT, AND RESEARCH DISSEMINATION, -SUPPORT INDIVIDUALS WHO CAN MAKE A DIFFERENCE IN THE LIVES OF VULNERABLE CHILDREN, -SPUR INNOVATION THAT LINKS THE MAJOR PUBLIC SYSTEMS SERVING YOUNG PEOPLE CHILD WELFARE, EDUCATION, AND JUVENILE JUSTICE, -MAKE A SIGNIFICANT AGGREGATE DIFFERENCE IN THE FIELD THROUGH THE CREATION OF A COMMUNITY OF FELLOWS ENGAGED IN PROJECTS TACKLING SIMILAR PROBLEMS THROUGH A VARIETY OF APPROACHES	2,109,452
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	14,017,294
b	Average of monthly cash balances.	1b	1,549,856
c	Fair market value of all other assets (see instructions).	1c	19,027
d	Total (add lines 1a, b, and c).	1d	15,586,177
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	15,586,177
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	233,793
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,352,384
6	Minimum investment return. Enter 5% of line 5.	6	767,619

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	
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

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	2,109,452
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	47,763
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	2,157,215
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 (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,157,215

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				
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ _____				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.				
e Excess from 2014.				

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

1a 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. 2006-11-18

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	179,892	180,632	221,882	192,603	775,009
b 85% of line 2a	152,908	153,537	188,600	163,713	658,758
c Qualifying distributions from Part XII, line 4 for each year listed	2,157,215	2,119,178	1,819,832	1,354,496	7,450,721
d Amounts included in line 2c not used directly for active conduct of exempt activities	822,781	836,861	733,142	449,105	2,841,889
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	1,334,434	1,282,317	1,086,690	905,391	4,608,832
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	511,746	440,876	408,977	396,416	1,758,015
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

RONNIE BLOOM EXECUTIVE DIRECTOR
C/O THE FOUNDATIONS CORPORATE OFFICE
PHILADELPHIA, PA 19109
(215) 735-7080

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

SEE ATTACHED GRANT PROCEDURES FOR DETAILS

c Any submission deadlines

SEE ATTACHED GRANT PROCEDURES FOR DETAILS

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

SEE ATTACHED GRANT PROCEDURES FOR DETAILS

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
<p>a Paid during the year See Additional Data Table See Additional Data Table</p>				
<p>Total ▶ 3a</p>				<p>1,342,233</p>

<p>b Approved for future payment See Additional Data Table See Additional Data Table</p>				
<p>Total ▶ 3b</p>				<p>1,585,346</p>

Form 990PF Part VIII Line 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
CAROLE HAAS GRAVAGNO C/O THE ORGANIZATION PHILADELPHIA, PA 19109	CHAIR 2 00	0	0	0
MORRISON C HUSTON JR C/O THE ORGANIZATION PHILADELPHIA, PA 19109	TREASURER 1 00	0	0	0
DARLYNE BAILEY C/O THE ORGANIZATION PHILADELPHIA, PA 19109	SECRETARY 1 00	0	0	0
PAUL DILORENZO C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
CAROL EMIG C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
DAVID HAAS C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
KATHERINE HANRAHAN C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
FRAZIERITA D KLASEN C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
DAVID M RUBIN MD C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
DANIEL SHAPIRO C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
LAURENCE STEINBERG PHD C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
RONNIE BLOOM C/O THE ORGANIZATION PHILADELPHIA, PA 19109	EXECUTIVE DIRECTOR 37 50	160,515	20,946	0

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
BRYN MAWR COLLEGE (RUFUS SYLVESTER LYNCH) 1730 NORTH 71ST STREET PHILADELPHIA, PA 19151		509(A)(1)	RESEARCH FELLOWSHIP	125,590
CHILDREN'S HOSPITAL OF PHILADELPHIA (ROY WADE) 3535 MARKET STREET SUITE 1453 PHILADELPHIA, PA 19104		509(A)(1)	RESEARCH FELLOWSHIP	124,107
COMMUNITY LEGAL SERVICES (CLAIRE GRANDISON) 1424 CHESTNUT STREET PHILADELPHIA, PA 19102		509(A)(1)	RESEARCH FELLOWSHIP	77,325
DREXEL UNIVERSITY COLLEGE OF MEDICINE (THEODORE CORBIN) 245 N 15TH STREET PHILADELPHIA, PA 19102		509(A)(1)	RESEARCH FELLOWSHIP	135,000
DREXEL UNIVERSITY DEPARTMENT OF PSYCHOLOGY (NAOMI GOLDSTEIN) 3141 CHESTNUT STREET SUITE 119 PHILADELPHIA, PA 19129		509(A)(1)	RESEARCH FELLOWSHIP	130,333
EDUCATION LAW CENTER (ASHLEY SAWYER) 1315 WALNUT STREET SUITE 400 PHILADELPHIA, PA 19107		509(A)(1)	RESEARCH FELLOWSHIP	76,720
JUVENILE LAW CENTER'S YOUTH SPEAKERS BUREAU 1315 WALNUT STREET PHILADELPHIA, PA 19107		509(A)(1)	GRANT - PRACTITIONER FELLOWSHIP	15,000
JODY GREENBLATT 301 REX AVENUE PHILADELPHIA, PA 19118	NONE		RESEARCH FELLOWSHIP	124,632
RICHARD GREENWALD 2210 DELANCEY PLACE PHILADELPHIA, PA 19105	NONE		RESEARCH FELLOWSHIP	210,216
NCCD (NICOLE PITTMAN) 1970 BROADWAY SUITE 500 OAKLAND, CA 94612		509(A)(1)	RESEARCH FELLOWSHIP	133,635
PHILADELPHIA YOUTH NETWORK 1215 GERMANTOWN AVENUE PHILADELPHIA, PA 19122			INTERNSHIP	1,700
UNIVERSITY OF NEW HAMPSHIRE (LISA JONES) 10 WEST EDGE DRIVE SUITE 106 DURHAM, NC 03824		509(A)(1)	RESEARCH FELLOWSHIP	108,389
WORDSWORTH (KIRA SILK) 3905 FORD ROAD PHILADELPHIA, PA 19131		509(A)(1)	RESEARCH FELLOWSHIP	79,586
Total				1,342,233

TY 2014 Accounting Fees Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING/AUDIT	22,485	0	0	22,552

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
VARIOUS EQUIPMENT	2007-07-01	21,437	20,344		3 000000000000	0	0	0	
FY2014 ADDITIONS - 2 LAPTOPS	2014-01-01	1,429	240		3 000000000000	0	0	0	

**TY 2014 Investments Corporate
Bonds Schedule**

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	1,280,079	1,274,240
FIXED INCOME MUTUAL FUNDS	1,350,155	1,316,062

**TY 2014 Investments Corporate
Stock Schedule**

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	3,638,171	5,077,605
EQUITY MUTUAL FUNDS	4,203,461	4,325,497

**TY 2014 Investments Government
Obligations Schedule**

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

**US Government Securities - End of
Year Book Value:** 1,136,813

**US Government Securities - End of
Year Fair Market Value:** 1,115,941

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2014 Legal Fees Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	10,066	0	0	10,066

TY 2014 Other Expenses Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD EXPENSES	1,575	0	0	1,568
COMMUNITY SUPPORT/EVENTS	12,757	0	0	15,384
INSURANCE	2,244	0	0	2,179
MEMBERSHIP DUES AND SUBSCRIPTIONS	4,967	0	0	4,960
OFFICE SUPPLIES	14,162	0	0	11,760
IT/NETWORK SUPPORTS	6,652	0	0	6,652
RELOCATION	47,557	0	0	40,495

TY 2014 Other Liabilities Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED FEDERAL EXCISE TAX	45,000	31,000

TY 2014 Other Professional Fees Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DISSEMINATION/PR/MARKETING	19,500	0	0	26,525
PENSION PLAN ADMIN	2,549	0	0	2,549
PAYROLL PROCESSING	1,629	0	0	1,629
INVESTMENT FEES	84,805	84,805	84,805	0
STRATGEY ASSESSMENT	26,400	0	0	26,400

TY 2014 Taxes Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	33,170	0	0	31,449
FEDERAL EXCISE TAX ON INVESTMENTS	8,350	0	0	0

Schedule B
(Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

2014

Name of the organization
STONELEIGH FOUNDATION

Employer identification number
37-1526458

Organization type (check one)

- Filers of:** Form 990 or 990-EZ **Section:**
- 501(c)() (enter number) organization
 - 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 - 527 political organization
 - 501(c)(3) exempt private foundation
 - 4947(a)(1) nonexempt charitable trust treated as a private foundation
 - 501(c)(3) taxable private foundation

Check 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 other 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 33¹/₃% 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
STONELEIGH FOUNDATION

Employer identification number
37-1526458

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	ESTATE OF CHARA C HAAS DECEASED C/O DECHERT LLP CIRA CENTER 2929 AR PHILADELPHIA, PA 19104	\$ 2,529,514	Person <input checked="" 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)

Name of organization
STONELEIGH FOUNDATION

Employer identification number
37-1526458

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FAIR MARKET VALUE OF ESTATE AT THE DATE OF DEATH	\$ 2,525,514	2015-06-30

Name of organization
STONELEIGH FOUNDATION

Employer identification number
37-1526458

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 information once. See instructions.) ▶ \$ _____
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
_____	_____
_____	_____
_____	_____

(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
_____	_____
_____	_____
_____	_____

(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
_____	_____
_____	_____
_____	_____

(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
_____	_____
_____	_____
_____	_____