



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2010Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning JUL 1, 2010, and ending JUN 30, 2011

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation LOUIS AND BESSIE STEIN FOUNDATION/ FUND #2		A Employer identification number 25-1899982
Number and street (or P O box number if mail is not delivered to street address) 1701 LOCUST STREET	Room/suite 1414	B Telephone number 267-239-0923
City or town, state, and ZIP code PHILADELPHIA, PA 19103		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,412,554.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		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				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		19.	19.		STATEMENT 1
4 Dividends and interest from securities		191,309.	191,309.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		207,795.			
b Gross sales price for all assets on line 6a		1,644,264.			
7 Capital gain net income (from Part IV, line 2)			207,795.		
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		-6,965.	-6,965.		STATEMENT 3
12 Total. Add lines 1 through 11		392,158.	392,158.		
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		4,350.	2,175.		2,175.
c Other professional fees STMT 5		13,888.	13,888.		0.
17 Interest					
18 Taxes STMT 6		513.	1.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		42.	25.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		18,793.	16,089.		2,175.
25 Contributions, gifts, grants paid		274,763.			274,763.
26 Total expenses and disbursements. Add lines 24 and 25		293,556.	16,089.		276,938.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		98,602.			
b Net investment income (if negative, enter -0-)			376,069.		
c Adjusted net income (if negative, enter -0-)				N/A	

**LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2**

25-1899982

Page 2

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	14,623.	25,011.	25,011.
	2 Savings and temporary cash investments	1,907,993.	470,407.	470,407.
	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	1,357,159.	2,785,968.	3,323,670.
	c Investments - corporate bonds STMT 9	1,449,640.	1,546,631.	1,593,466.
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)	4,729,415.	4,828,017.	5,412,554.	
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	4,729,415.	4,828,017.	
	30 Total net assets or fund balances	4,729,415.	4,828,017.	
31 Total liabilities and net assets/fund balances	4,729,415.	4,828,017.		

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	4,729,415.
2 Enter amount from Part I, line 27a	2	98,602.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,828,017.
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	4,828,017.

LOUIS AND BESSIE STEIN FOUNDATION/

Form 990-PF (2010)

FUND #2

25-1899982

Page 3

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 STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,644,264.		1,436,469.	207,795.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			207,795.

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	207,795.
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 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))
2009	269,763.	5,050,630.	.053412
2008	279,721.	5,339,993.	.052382
2007	275,164.	6,260,888.	.043950
2006	304,240.	5,671,198.	.053647
2005	306,920.	5,289,089.	.058029

2 Total of line 1, column (d)	2	.261420
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	.052284
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,288,041.
5 Multiply line 4 by line 3	5	276,480.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,761.
7 Add lines 5 and 6	7	280,241.
8 Enter qualifying distributions from Part XII, line 4	8	276,938.

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 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	7,521.
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	7,521.
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	7,521.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,000.		
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	1,000.	
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	6,521.	
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 2011 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
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	X	
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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2**

Form 990-PF (2010)

25-1899982

Page 5

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>ST. CLAIR, CPAS</u> Telephone no. ▶ <u>610-862-1998</u> Located at ▶ <u>101 WEST ELM STREET, SUITE 500, CONSHOHOCKEN, PA</u> ZIP+4 ▶ <u>19428</u>			
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 ▶ <u>15</u> N/A			
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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 2010 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 2010.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Form 990-PF (2010)

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 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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

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

6b

X

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
AUDREY MERVES 1701 LOCUST STREET, SUITE 1414 PHILADELPHIA, PA 19103	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

Form 990-PF (2010)

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NOT APPLICABLE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions.	
3 NOT APPLICABLE	
	0.
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2010)

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	4,515,764.
b	Average of monthly cash balances	1b	852,806.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,368,570.
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	5,368,570.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,529.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,288,041.
6	Minimum investment return. Enter 5% of line 5	6	264,402.

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	264,402.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	7,521.	
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b	2c	7,521.	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	256,881.	
4	Recoveries of amounts treated as qualifying distributions	4	0.	
5	Add lines 3 and 4	5	256,881.	
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	256,881.	

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	276,938.
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	276,938.
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	276,938.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				256,881.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				10,030.
f Total of lines 3a through e	10,030.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	276,938.			
a Applied to 2009, 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 2010 distributable amount				256,881.
e Remaining amount distributed out of corpus	20,057.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	30,087.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	30,087.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				10,030.
e Excess from 2010				20,057.

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

Subtract line 2d from line 2c

(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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 of the person to whom applications should be addressed:

AUDREY MERVES, 267-239-0923

1701 LOCUST STREET, SUITE 1414, PHILADELPHIA, PA 19103

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

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 NET SHORT TERM CAPITAL GAIN - FERRELLGAS		P	VARIOUS	12/31/10
b NET LONG TERM CAPITAL GAIN - FERRELLGAS		P	VARIOUS	12/31/10
c NET SECTION 1231 LOSS - FERRELLGAS		P	VARIOUS	12/31/10
d 3,000 SHARES ANGLO AMERICAN PLATINUM LIMITED		P	09/25/09	02/04/11
e 4,000 SHARES ASA LIMITED		P	02/19/09	02/01/11
f 1,665 SHARES CAMECO CORP		P	09/18/09	09/15/10
g 5,618 SHARES ELDORADO GOLD CORP NEW		P	03/24/09	09/15/10
h 500 SHARES ETFS GOLD TRUST		P	09/18/09	02/01/11
i 3,000 SHARES ETFS SILVER TR SILVER SHARES		P	11/11/09	02/01/11
j 2,681 SHARES KINKROSS GOLD CORP		P	03/24/09	09/15/10
k 15,000 SHARES NUVEEN MULTI CURRENCY ST GOV INCOME		P	09/10/09	09/15/10
l 1,250 PROSHARES SHORT RUSSELL 2000		P	10/01/09	09/15/10
m 1,050 PROSHARES SHORT S&P500		P	10/01/09	09/09/10
n 2,250 SHARES ROCKWOOD HOLDINGS INC		P	09/18/09	09/15/10
o 850 SHARES SPDR GOLD TRUST ETF		P	03/24/09	02/01/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2.			2.
b 41.			41.
c		843.	-843.
d 49,229.		46,792.	2,437.
e 120,058.		70,760.	49,298.
f 43,407.		49,866.	-6,459.
g 106,373.		49,778.	56,595.
h 66,024.		50,458.	15,566.
i 83,579.		52,584.	30,995.
j 45,228.		49,518.	-4,290.
k 218,905.		252,266.	-33,361.
l 50,572.		60,046.	-9,474.
m 53,392.		60,216.	-6,824.
n 62,997.		49,511.	13,486.
o 110,115.		77,726.	32,389.

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			2.
b			41.
c			-843.
d			2,437.
e			49,298.
f			-6,459.
g			56,595.
h			15,566.
i			30,995.
j			-4,290.
k			-33,361.
l			-9,474.
m			-6,824.
n			13,486.
o			32,389.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

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	6,250 SHARES STILLWATER MINING CO	P	09/18/09	09/15/10
b	600 SHARES SUNOCO INC COM	P	06/15/09	09/15/10
c	800 SHARES VALERO ENERGY CORP	P	06/15/09	09/15/10
d	50,000 ATLAS PIPELINE 6/15/11 8.125%	P	01/31/11	04/08/11
e	50,000 CASELLA WASTE SYSTEMS 02/1/13 9.75%	P	03/11/09	03/09/11
f	50,000 CASE NEW HOLLAND INC SR. NOTES 03/01/14 7.	P	10/29/09	07/28/10
g	50,000 EXIDE TECHNOLOGIES SR SEC NOTE 03/15/13 10	P	03/09/10	01/26/11
h	50,000 MASSEY ENERGY CO SR NOTE 12/15/13 6.875%	P	10/29/09	09/27/10
i	50,000 QWEST CORP SR NOTE 9/1/11 7.875%	P	05/19/09	06/17/11
j	50,000 SPRINT CAPITAL CORP 1/30/11 7.625%	P	01/08/09	01/31/11
k	50,000 TEXAS INDUSTRIES INC SR NOTE 7/15/13 7.25%	P	03/12/10	08/11/10
l	50,000 TRINITY INDUSTRIES INC 3/15/14 6.5%	P	10/29/09	11/26/10
m	50,000 XEROX CORP SR NOTE 06/15/13 7.625%	P	12/14/09	10/01/10
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	90,758.		50,129.	40,629.
b	21,567.		15,617.	5,950.
c	13,620.		13,846.	-226.
d	52,031.		52,125.	-94.
e	50,000.		42,761.	7,239.
f	51,782.		49,500.	2,282.
g	50,700.		49,938.	762.
h	50,375.		48,875.	1,500.
i	50,759.		49,938.	821.
j	50,000.		43,188.	6,812.
k	51,031.		49,500.	1,531.
l	51,084.		49,438.	1,646.
m	50,635.		51,250.	-615.
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-")
(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			40,629.
b			5,950.
c			-226.
d			-94.
e			7,239.
f			2,282.
g			762.
h			1,500.
i			821.
j			6,812.
k			1,531.
l			1,646.
m			-615.
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	207,795.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME - FERRELLGAS	3.
INTEREST INCOME - WACHOVIA CASH	16.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIV - STOCKS AND MUTUAL FUNDS	104,685.	0.	104,685.
INT - CORPORATE BONDS	86,624.	0.	86,624.
TOTAL TO FM 990-PF, PART I, LN 4	191,309.	0.	191,309.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS - FERRELLGAS	-6,929.	-6,929.	
OTHER NET RENTAL INCOME - FERRELLGAS	615.	615.	
SECTION 743(B) ADDITIONAL LOSS	-651.	-651.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-6,965.	-6,965.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,350.	2,175.		2,175.
TO FORM 990-PF, PG 1, LN 16B	4,350.	2,175.		2,175.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	3.	3.		0.
ADVISORY FEES	13,885.	13,885.		0.
TO FORM 990-PF, PG 1, LN 16C	13,888.	13,888.		0.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - FERRELLGAS	1.	1.		0.
FEDERAL EXCISE TAX	512.	0.		0.
TO FORM 990-PF, PG 1, LN 18	513.	1.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	25.	25.		0.
NON DEDUCTIBLE EXPENSES- FERRELLGAS	17.	0.		0.
TO FORM 990-PF, PG 1, LN 23	42.	25.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
600 SHS SUNOCO INC COM	0.	0.	
800 SHS VALERO ENERGY CORP NEW	0.	0.	
2,000 SHS ASA LIMITED	35,382.	57,180.	
5,618 SHS ELDORADO GOLD CORP NEW	0.	0.	
2,681 SHS KINROSS GOLD CORP NEW	0.	0.	
2,000 SHS SPDR GOLD TRUST ETF	182,886.	292,002.	
1,800 SHS VODAFONE GROUP PLC SPONSORED ADR NEW	43,776.	48,096.	
500 SHS ANGLO AMERICAN PLATINUM LIMITED-UNSP ADR	0.	0.	
1,665 SHS CAMECO CORP	0.	0.	
1,815 DPL INC	50,494.	54,740.	
750 SHS ELI LILY & CO	25,940.	28,148.	
500 SHS ETFs GOLD TRUST	0.	0.	
3,000 SHS ETFs SILVER TR SILVER SHARES	0.	0.	
2,304 SHS FERRELL GAS PROPERTIES LTD PARTNERSHIP	38,265.	52,001.	
15,000 SHS NUVEEN MULTI-CURRENCY SHORT-TERM GOV INCOME FD	0.	0.	
1,250 SHS PROSHARES SHORT RUSSELL 2000 PROSHARES NON-TRAD	0.	0.	
1,050 SHS PROSHARES SHORT S&P500	0.	0.	
2,250 SHS ROCKWOOD HOLDINGS INC	0.	0.	
6,250 SHS STILLWATER MINING CO	0.	0.	
3,000 SHS ISHARES SILVER TRUST	50,280.	101,520.	
800 SHS AIR PRODS & CHEMS INC COM	71,526.	76,464.	
6,800 SHS ALTRIA GROUP INC	156,339.	179,588.	
1,500 SHS AT&T INC.	41,760.	47,115.	
2,200 SHS CONOCOPHILLIPS	120,725.	165,418.	
700 SHS CONSOLIDATED EDISON INC.	34,941.	37,268.	
2,200 SHS DUPONT E I DE NEMOURS & CO.	102,241.	118,910.	
600 SHS EXELON CORP	25,875.	25,704.	
1,500 SHS GENERAL ELECTRIC CO	31,935.	28,290.	
1,400 SHS GENUINE PARTS CO.	59,836.	76,160.	
3,500 SHS GLAXOSMITHKLINE PLC	137,125.	150,150.	
6,000 SHS INTEL CORP	107,269.	132,960.	
1,500 SHS JP MORGAN CHASE & CO	68,464.	61,410.	
2,100 SHS KIMBERLY CLARK CORP	138,006.	139,776.	
3,000 SHS KRAFT FOODS INC	92,489.	105,690.	
4,300 SHS MERCK & CO INC.	152,630.	151,747.	
3,000 SHS MICROSOFT CORP COM	72,614.	78,000.	
4,500 SHS NYSE EURONEXT	138,665.	154,215.	
2,400 ROYAL DUTCH SHELL PLC	136,319.	170,712.	
3,200 SHS SYSCO CORP	91,904.	99,776.	
3,100 SHS TOTAL FINA ELF S A	153,884.	179,304.	
1,200 SHS VF CORPORATION	90,365.	130,272.	
2,000 SHS VERIZON COMMUNICATIONS	61,704.	74,460.	
3,500 SHS WASTE MANAGEMENT INC DEL	119,478.	130,445.	
2,300 SHS JPMORGAN ALERIAN MLP INDEX	75,601.	85,399.	
3,000 SHS KAYNE ANDERSON MLP INVESTMENT COMPANY	77,250.	90,750.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,785,968.	3,323,670.	

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
500M ISRAEL STATE DOLLAR BOND 5.6% 03/01/13	500,000.	500,000.
100,000 ALLY FINANCIAL INC 6.875% 9/15/11	98,439.	100,848.
100,000 ISRAEL STATE DOLLAR BOND 8/1/16 0.0%	100,000.	100,000.
50,000 SHS CASELLA WASTE SYSTEMS SR SUB NOTES	0.	0.
50,000 SHS CHESAPEAKE ENERGY CORP SENIOR NOTES	42,688.	54,500.
50,000 SHS QWEST CORPORATION SENIOR NOTES		
CALLABLE	0.	0.
50,000 SHS RYDER SYSTEM INC MEDIUM TERM NOTES	43,515.	53,563.
50,000 SHS SPRINT CAPITAL CORP GLOBAL NOTES	0.	0.
50,000 SHS US STEEL CORP SENIOR NOTES	42,500.	52,125.
50,000 SHS CASE NEW HOLLAND INC SR NOTES	0.	0.
50,000 SHS EDISON MISSION ENERGY SR NOTES	46,937.	50,313.
50,000 SHS EXIDE TECHNOLOGIES SR SEC NT SER B	0.	0.
50,000 SHS MASSEY ENERGY CO SR NOTES	0.	0.
50,000 SHS ROYAL BANK OF SCOTLAND GLOBAL NOTES	45,300.	49,352.
50,000 SHS TESORO CORP SENIOR NOTES	46,313.	51,125.
50,000 SHS TEXAS INDUSTRIES INC SR UNSECURED		
NOTES	0.	0.
50,000 SHS TRINITY INDUSTRIES INC SENIOR NOTES	0.	0.
50,000 SHS WILMINGTON TRUST CORP SUB NOTES	49,563.	61,060.
50,000 SHS XEROX CORPORATION SENIOR NOTES	0.	0.
100,000 SHS MONTGOMERY COUNTY PA 9/1/25	106,417.	104,971.
50,000 SHS NEW HAMPSHIRE ST BAB 6/1/24	49,562.	47,200.
50,000 SHS WISCONSIN ST GEN REV SER-R 5/1/13	54,067.	53,501.
50,000 SHS AT&T INC 4.85% 2/15/14	55,678.	54,309.
75,000 SHS DUPONT EL NEMOUR 1.95% 1/15/16	74,941.	73,979.
75,000 SHS HOME DEPOT 5.25% 12/16/13	83,441.	81,956.
75,000 SHS MORGAN STANLEY 6.60% 04/01/12	80,812.	78,332.
25,000 SHS PNC FUNDING CORP 3.625% 2/8/15	26,458.	26,332.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,546,631.	1,593,466.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
WALNUT STREET THEATRE 825 WALNUT STREET PHILADELPHIA, PA 19107	NONE CHARITABLE	PUBLIC	27,500.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 353 SEVENTH AVE SUITE 400 NEW YORK, NY 10001	NONE CHARITABLE	PUBLIC	200.
PHILADELPHIA JEWISH FILM FESTIVAL 401 SOUTH BROAD STREET PHILADELPHIA, PA 19147	NONE CHARITABLE	PUBLIC	750.
JEWISH THEOLOGICAL SEMINARY 261 YORK ROAD SUITE 617 JENKINTOWN, PA 19046	NONE RELIGIOUS	PUBLIC	115,400.
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEW YORK, NY 10021	NONE CHARITABLE	PUBLIC	1,000.
PHILADELPHIA JEWISH SPORTS HALL OF FAME 401 SOUTH BROAD STREET PHILADELPHIA, PA 19147	NONE CHARITABLE	PUBLIC	1,000.
PHILADELPHIA JEWISH ARCHIVES CENTER: TEMPLE UNIVERSITY 1330 POLETT WALK PHILADELPHIA, PA 19122	NONE CHARITABLE	PUBLIC	100,000.
AMERICAN SHARE 15 WEST 26TH STREET NEW YORK, NY 10010	NONE EDUCATIONAL	PUBLIC	1,500.

LOUIS AND BESSIE STEIN FOUNDATION/ FUND

25-1899982

ROTHMAN INSTITUTE ORTHOPEDIC FOUNDATION 925 CHESTNUT STREET PHILADELPHIA, PA 19107	NONE SCIENTIFIC	PUBLIC	25,000.
PHILADELPHIA MUSEUM OF ART P.O. BOX 7646 PHILADELPHIA, PA 19101	NONE CHARITABLE	PUBLIC	1,000.
WOMEN AGAINST ABUSE 100 SOUTH BROAD STREET SUITE 1341 PHILADELPHIA, PA 19110	NONE CHARITABLE	PUBLIC	200.
PHILADELPHIA JEWISH ARCHIVES CENTER: TEMPLE UNIVERSITY 1330 POLETT WALK PHILADELPHIA, PA 19122	NONE CHARITABLE	PUBLIC	1,200.
CONTRIBUTION FROM PASS THROUGH ENTITY ONE LIBERTY PLAZA LIBERTY, MO 64068	NONE CHARITABLE	PUBLIC	13.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

274,763.