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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2011For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

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) 100 GREYS LANE	Room/suite 302	B Telephone number 267-239-0923
City or town, state, and ZIP code HAVERFORD, PA 19041		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,383,710.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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		3.	3.		STATEMENT 1
4 Dividends and interest from securities		210,416.	210,416.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		134,579.			
b Gross sales price for all assets on line 6a 930,823.					
7 Capital gain net income (from Part IV, line 2)			134,579.		
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		-6,617.	-6,617.		STATEMENT 3
12 Total. Add lines 1 through 11		338,381.	338,381.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		400.	0.		400.
b Accounting fees STMT 5		3,950.	1,975.		1,975.
c Other professional fees STMT 6		19,588.	19,588.		0.
17 Interest					
18 Taxes STMT 7		14,123.	2.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		21.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		38,082.	21,565.		2,375.
25 Contributions, gifts, grants paid		278,264.			278,264.
26 Total expenses and disbursements. Add lines 24 and 25		316,346.	21,565.		280,639.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		22,035.			
b Net investment income (if negative, enter -0-)			316,816.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		25,011.	198,290.	198,290.	
	2	Savings and temporary cash investments		470,407.	338,621.	338,621.	
	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 9	2,785,968.	2,668,250.	3,171,549.		
	c	Investments - corporate bonds STMT 10	1,546,631.	1,644,891.	1,675,250.		
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)	4,828,017.	4,850,052.	5,383,710.			
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	4,828,017.	4,850,052.			
	30	Total net assets or fund balances	4,828,017.	4,850,052.			
	31	Total liabilities and net assets/fund balances	4,828,017.	4,850,052.			

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	4,828,017.
2	Enter amount from Part I, line 27a	2	22,035.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,850,052.
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	4,850,052.

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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 930,823.		796,244.	134,579.

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			134,579.

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	134,579.
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))
2010	276,938.	5,288,041.	.052371
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

2 Total of line 1, column (d)	2	.255762
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	.051152
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,313,957.
5 Multiply line 4 by line 3	5	271,820.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,168.
7 Add lines 5 and 6	7	274,988.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	280,639.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	3,168.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	3,168.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	3,168.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 7,600.	7	7,600.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	4,432.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 4,432. Refunded <input type="checkbox"/>			

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
b 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
c 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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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 checked="" 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 2011 or the taxable year beginning in 2011 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ 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 2011, 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 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶ _____, _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
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 2011 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 2011.)	3b	N/A
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 2011?	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 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

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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

7b

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

N/A

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	TRUSTEE			
100 GRAYS LANE, APT 302				
HAVERFORD, PA 19041	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

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.

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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	4,917,468.
b	Average of monthly cash balances	1b	477,412.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,394,880.
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	5,394,880.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,923.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,313,957.
6	Minimum investment return. Enter 5% of line 5	6	265,698.

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	265,698.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,168.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,168.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	262,530.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	262,530.
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	262,530.

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	280,639.
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	280,639.
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	3,168.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	277,471.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				262,530.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				10,030.
e From 2010				20,057.
f Total of lines 3a through e	30,087.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$				280,639.
a Applied to 2010, 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 2011 distributable amount				262,530.
e Remaining amount distributed out of corpus	18,109.			
5 Excess distributions carryover applied to 2011 (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	48,196.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	48,196.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				10,030.
d Excess from 2010				20,057.
e Excess from 2011				18,109.

N/A

	4942(1)(3) or		4942(1)(5)
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(4) Gross investment income

[illegible]Form **990-PF** (2011)

LOUIS AND BESSIE STEIN FOUNDATION/

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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)				
a Paid during the year				
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY, NEW YORK, NY 100027	NONE	PUBLIC	CHARITABLE	200,000.
CURTIS INSTITUTE OF MUSIC 1726 LOCUST ST. PHILADELPHIA, PA 19103	NONE	PUBLIC	EDUCATIONAL	2,500.
PHILADELPHIA JEWISH ARCHIVES CENTER 1801 N. BROAD ST PHILADELPHIA, PA 19122	NONE	PUBLIC	CHARITABLE	2,500.
WALNUT STREET THEATRE 825 WALNUT STREET PHILADELPHIA, PA 19107	NONE	PUBLIC	CHARITABLE	26,000.
HILLEL OF GREATER PHILADELPHIA 215 S. 39TH ST. PHILADELPHIA, PA 19104	NONE	PUBLIC	RELIGIOUS	1,500.
Total	SEE CONTINUATION SHEET(S)			278,264.
b Approved for future payment				
NONE				
Total				0.

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

25-1899982

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEMPLE BETH SHALOM 8231 OLD YORK ROAD ELKINS PARK, PA 19027	NONE	PUBLIC	CHARITABLE	250.
KATZ CENTER - PENN ARTS & SCIENCES 420 WALNUT STREET PHILADELPHIA, PA 19106	NONE	PUBLIC	CHARITABLE	1,000.
AMERICASHARE 15 WEST 26TH ST. NEW YORK, NY 10010	NONE	PUBLIC	CHARITABLE	1,500.
ROTHMAN INSTITUTE ORTHOPAEDIC RESEARCH FOUNDATION 925 CHESTNUT STREET, 5TH FLOOR PHILADELPHIA, PA 19107	NONE	PUBLIC	CHARITABLE	25,000.
KIMMEL CANCER CENTER, JEFFERSON 233 S. 10TH STREET ROOM 1050 PHILADELPHIA, PA 19107	NONE	PUBLIC	CHARITABLE	5,000.
BRYN MAWR FILM INSTITUTE 824 W. LANCASTER AVE PHILADELPHIA, PA 19030	NONE	PUBLIC	SCIENTIFIC	2,000.
SAR ACADEMY - SAR HIGH SCHOOL 655 W. 254TH ST NEW YORK, NY 10027	NONE	PUBLIC	CHARITABLE	10,000.
PHILADELPHIA MUSUEM OF ART 2600 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	PUBLIC	CHARITABLE	1,000.
THROUGH FERRELLGAS PARTNERS LP ONE LIBERTY PLAZA LIBERTY, MO 64068	NONE	PUBLIC	CHARITABLE	14.
Total from continuation sheets				45,764.

Part XVI-A

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	3.		
4 Dividends and interest from securities			14	210,416.		
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	- 6,617.				
8 Gain or (loss) from sales of assets other than inventory			18	134,579.		
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)		- 6,617.		344,998.		0.
13 Total. Add line 12, columns (b), (d), and (e)						338,381.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B[illegible]

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	01/08/11	12/31/11
b NET LONG TERM CAPITAL GAIN - FERRELLGAS		P	01/08/10	12/31/11
c NET SECTION 1231 LOSS - FERRELLGAS		P	01/08/10	12/31/11
d 6,800 SHARES OF ALTRIA GROUP INC		P	09/09/10	04/20/12
e 1,815 SHARES OF DPL INC		P	01/08/10	11/29/11
f 3,200 SHARE OF SYSCO CORP COM		P	09/15/10	04/20/12
g 3,100 SHARES OF FINA ELF S A SPONSORED ADR		P	09/15/10	04/20/12
h 1,200 SHARES OF VF CORPORATION		P	09/15/10	04/25/12
i 1,100 SHS OF CONOCOPHILIPS		P	09/15/10	06/05/12
j 100M GENERAL MOTORS BONDS		P	03/08/05	09/15/11
k 75M MORGAN STANLEY		P	09/20/10	04/02/12
l 50M US STEEL CORP SENIOR NOTES		P	01/07/09	04/30/12
m 2.547M NORTHWEST AIR		P	12/28/11	05/22/12
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 4.			4.
b 2.			2.
c 1,153.			1,153.
d 213,346.		156,339.	57,007.
e 54,450.		50,494.	3,956.
f 95,769.		91,904.	3,865.
g 152,101.		153,884.	-1,783.
h 150,482.		90,365.	60,117.
i 33,001.		28,941.	4,060.
j 100,000.		98,439.	1,561.
k 75,000.		80,812.	-5,812.
l 52,968.		42,500.	10,468.
m 2,547.		2,566.	-19.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4.
b			2.
c			1,153.
d			57,007.
e			3,956.
f			3,865.
g			-1,783.
h			60,117.
i			4,060.
j			1,561.
k			-5,812.
l			10,468.
m			-19.
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	134,579.
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.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIV - STOCKS AND MUTUAL FUNDS	120,795.	0.	120,795.
INT - CORPORATE BONDS	89,621.	0.	89,621.
TOTAL TO FM 990-PF, PART I, LN 4	210,416.	0.	210,416.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS - FERRELLGAS	-6,209.	-6,209.	
OTHER NET RENTAL INCOME - FERRELLGAS	596.	596.	
SECTION 743(B) ADDITIONAL LOSS	-1,004.	-1,004.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-6,617.	-6,617.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	400.	0.		400.
TO FM 990-PF, PG 1, LN 16A	400.	0.		400.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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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	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	19,588.	19,588.		0.
TO FORM 990-PF, PG 1, LN 16C	19,588.	19,588.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - FERRELLGAS	2.	2.		0.
FEDERAL EXCISE TAX	6,521.	0.		0.
FEDERAL ESTIMATED PAYMENTS	7,600.	0.		0.
TO FORM 990-PF, PG 1, LN 18	14,123.	2.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NON DEDUCTIBLE EXPENSES- FERRELLGAS	21.	0.		0.
TO FORM 990-PF, PG 1, LN 23	21.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,000 SHS ASA LIMITED	35,382.	44,580.
2,000 SHS SPDR GOLD TRUST ETF	182,886.	310,380.
1800 SHS VODAFONE GROUP PLC SPONSORED ADR NEW	43,776.	50,724.
1,815 DPL INC	0.	0.
750 SHS ELI LILY & CO	25,940.	32,183.
2,304 SHS FERRELL GAS PROPERTIES LTD PARTNERSHIP	28,165.	43,476.
3,000 SHS ISHARES SILVER TRUST	50,280.	79,950.
800 SHS AIR PRODS & CHEMS INC COM	71,526.	64,584.
6,800 SHS ALTRIA GROUP INC	0.	0.
1,500 SHS AT&T INC.	41,760.	53,490.
2,200 SHS CONOCOPHILLIPS	91,784.	122,936.
1200 SHS CONSOLIDATED EDISON INC.	64,046.	74,628.
2,200 SHS DUPONT E I DE NEMOURS & CO.	102,241.	111,254.
600 SHS EXELON CORP	25,875.	22,572.
3,500 SHS GENERAL ELECTRIC CO	70,595.	72,940.
1,400 SHS GENUINE PARTS CO.	59,836.	84,350.
3,500 SHS GLAXOSMITHKLINE PLC	137,125.	159,495.
6,000 SHS INTEL CORP	107,269.	159,900.
1,500 SHS JP MORGAN CHASE & CO	68,464.	53,595.
2,100 SHS KIMBERLY CLARK CORP	138,006.	175,917.
3,000 SHS KRAFT FOODS INC	92,489.	115,860.
4,300 SHS MERCK & CO INC.	152,630.	179,525.
3,000 SHS MICROSOFT CORP COM	72,614.	91,770.
4,500 SHS NYSE EURONEXT	138,665.	115,110.
2,400 ROYAL DUTCH SHELL PLC	136,319.	161,832.
3,200 SHS SYSCO CORP	0.	0.
3,100 SHS TOTAL FINA ELF S A	0.	0.
1,200 SHS VF CORPORATION	0.	0.
2,000 SHS VERIZON COMMUNICATIONS	61,704.	88,880.
3,500 SHS WASTE MANAGEMENT INC DEL	119,478.	116,900.
2,300 SHS JPMORGAN ALERIAN MLP INDEX	75,601.	89,148.
3,000 SHS KAYNE ANDERSON MLP INVESTMENT COMPANY	77,250.	92,310.
3000 SHS HEINZ H J CO	155,137.	163,140.
500 SHS JOHNSON JOHNSON	31,810.	33,780.
1000 SHS EATON CORP	47,354.	39,630.
1000 SHS PEPSICO INC COM	66,585.	70,660.
1500 SHS SANOFI-AVENTIS ADR	55,715.	56,670.
500 SHS UNITED PARCEL SERVICE INC	39,943.	39,380.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,668,250.	3,171,549.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

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	0.	0.
100,000 ISRAEL STATE DOLLAR BOND 8/1/16 0.0%	100,000.	100,000.
50,000 SHS CHESAPEAKE ENERGY CORP SENIOR NOTES	42,688.	51,563.
50,000 SHS RYDER SYSTEM INC MEDIUM TERM NOTES	43,515.	51,465.
50,000 SHS US STEEL CORP SENIOR NOTES	0.	0.
50,000 SHS EDISON MISSION ENERGY SR NOTES	46,937.	30,500.
50,000 SHS ROYAL BANK OF SCOTLAND GLOBAL NOTES	45,300.	50,189.
50,000 SHS TESORO CORP SENIOR NOTES	46,313.	51,000.
50,000 SHS WILMINGTON TRUST CORP SUB NOTES	49,563.	59,567.
100,000 SHS MONTGOMERY COUNTY PA 9/1/25	106,417.	113,386.
50,000 SHS NEW HAMPSHIRE ST BAB 6/1/24	49,562.	53,576.
50,000 SHS WISCONSIN ST GEN REV SER-R 5/1/13	54,067.	51,749.
50,000 SHS AT&T INC 4.85% 2/15/14	55,678.	53,263.
75,000 SHS DUPONT EL NEMOUR 1.95% 1/15/16	74,941.	77,593.
75,000 SHS HOME DEPOT 5.25% 12/16/13	83,441.	80,000.
75,000 SHS MORGAN STANLEY 6.60% 04/01/12	0.	0.
25,000 SHS PNC FUNDING CORP 3.625% 2/8/15	26,458.	26,553.
200000 SHS AMERIGA FINANCE LLC	202,750.	206,000.
66761 SHS NORTHWEST AIR	67,261.	68,096.
50000 SHS PENN VIRGINIA RESOURCE	50,000.	50,750.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,644,891.	1,675,250.