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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE STEIN FAMILY FUND		A Employer identification number 36-3261176			
Number and street (or P O box number if mail is not delivered to street address) C/O BROOKWEINER 125 S WACKER DRIVE NO 1000		B Telephone number (see instructions) (312) 629-0900			
City or town, state, and ZIP code CHICAGO, IL 606064497		C If exemption application is pending, check here <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,951,233		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <i>(Part I, column (d) must be on cash basis.)</i>			
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)	0			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	17	17		
4	Dividends and interest from securities.	46,712	46,712		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,900			
b	Gross sales price for all assets on line 6a 697,003				
7	Capital gain net income (from Part IV, line 2)		2,900		
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) (attach schedule)				
11	Other income (attach schedule)	77,168	77,168		
12	Total. Add lines 1 through 11	126,797	126,797		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0	0		0
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	7,305	0		7,305
b	Accounting fees (attach schedule)	3,492	0		3,492
c	Other professional fees (attach schedule)	10,304	10,304		0
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,763	449		0
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	1,435	120		515
24	Total operating and administrative expenses.				
	Add lines 13 through 23	24,299	10,873		11,312
25	Contributions, gifts, grants paid	101,551			101,551
26	Total expenses and disbursements. Add lines 24 and 25	125,850	10,873		112,863
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	947			
b	Net investment income (if negative, enter -0-)		115,924		
c	Adjusted net income (if negative, enter -0-)				

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		34,760	24,942	
	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 (attach schedule) (see page 15 of the 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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	533,841	548,644	577,046	
	c Investments—corporate bonds (attach schedule)	0	482,330	486,573	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	854,314	439,697	862,672		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,422,915	1,495,613	1,951,233		
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 (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)	0	0		
	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		1,160,429	1,160,429	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0	0	
	29 Retained earnings, accumulated income, endowment, or other funds		262,486	335,184	
	30 Total net assets or fund balances (see page 17 of the instructions)	1,422,915	1,495,613		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,422,915	1,495,613			

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	1,422,915
2	Enter amount from Part I, line 27a		2	947
3	Other increases not included in line 2 (itemize) ►		3	71,751
4	Add lines 1, 2, and 3		4	1,495,613
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	1,495,613

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)
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1a See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	(i) If gain, also enter in Part I, line 7 (j) If (loss), enter -0- in Part I, line 7	2 2,900
			3

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	81,232	1,818,202	0 044677
2010	76,859	1,821,971	0 042185
2009	72,726	1,668,707	0 043582
2008	65,135	1,803,336	0 036119
2007	78,445	1,972,384	0 039772

2 Total of line 1, column (d).	2 0 206335
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 0 041267
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4 1,925,548
5 Multiply line 4 by line 3.	5 79,462
6 Enter 1% of net investment income (1% of Part I, line 27b).	6 1,159
7 Add lines 5 and 6.	7 80,621
8 Enter qualifying distributions from Part XII, line 4.	8 112,863

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)**

Part VII-A Statements Regarding Activities

	Yes	No
1a	Yes	No
1b	Yes	No
1c	Yes	No
2	Yes	No
3	Yes	No
4a	Yes	No
4b	Yes	No
5	Yes	No
6	Yes	No
7	Yes	No
8a	Yes	No
8b	Yes	No
9	Yes	No
10	Yes	No

1 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?

a Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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.*

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ 0 **(2)** On foundation managers ► \$ _____ 0

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

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

► IL

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

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

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► BROOKWEINER LLC	Telephone no ► (312) 629-0900
	Located at ► 125 S WACKER DRIVE SUITE 1000 CHICAGO IL	ZIP + 4 ► 606064497

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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16	At any time during calendar year 2012, 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?	16
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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? ► 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? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		
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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► 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)		
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? ► Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
JUDIE STEIN FRIEDMAN 4011 CORNELL RD AGOURA, CA 913012725	DIRECTOR 5 00	0	0	0
IRA FRIEDMAN 4011 CORNELL RD AGOURA, CA 913012725	TRUSTEE 1 00	0	0	0

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
NONE				
Total number of other employees paid over \$50,000.				0

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		

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.

1	
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

1	
2	
All other program-related investments See page 24 of the instructions	
3	

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	1,160,716
b	Average of monthly cash balances.	1b	64,155
c	Fair market value of all other assets (see instructions).	1c	730,000
d	Total (add lines 1a, b, and c).	1d	1,954,871
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	1,954,871
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	29,323
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,925,548
6	Minimum investment return. Enter 5% of line 5.	6	96,277

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	96,277
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,159
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,159
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	95,118
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	95,118
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	95,118

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	112,863
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	112,863
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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).	6	1,159
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	111,704

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				95,118
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			87,679	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 112,863				
a Applied to 2011, but not more than line 2a			87,679	
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 2012 distributable amount.			25,184	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (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	0			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				69,934
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

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

2. 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 of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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 See Additional Data Table				
Total			► 3a	101,551
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
Line	Description	(a) Business code	(b) Amount	(c) Exclusion 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	17	
4	Dividends and interest from securities			14	46,712	
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			16	77,168	
8	Gain or (loss) from sales of assets other than inventory			18	2,900	
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)		0		126,797	
13	Total Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)			13		126,797

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
500 SHS ROYAL BK SCOTLAND GRP PLC		2012-05-15	2012-08-03
300 SHS SEADRILL LTD		2011-12-28	2012-12-14
150 SHS SEADRILL LTD		2012-05-31	2012-12-14
\$25K REGIONS FINL CORP 12JN26		2011-06-27	2012-06-26
CMS ENERGY CORP 13JA15		2011-06-30	2012-07-16
\$25K REGIONS FINL CORP 12JN26		2011-05-12	2012-06-26
MORGAN STANLEY SMITH BARNEY STOCK TRADES-S/T			
ADD BACK DISALLOWED WASH SALE LOSS-S/T			
MORGAN STANLEY SMITH BARNEY STOCK TRADES-L/T			
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,471		9,303	168
10,717		10,152	565
5,359		5,218	141
25,000		24,532	468
50,000		49,444	556
25,000		24,568	432
493,327		495,534	-2,207
			2,091
78,102		77,443	659
27			27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			168
			565
			141
			468
			556
			432
			-2,207
			2,091
			659
			27

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
a Paid during the year				
ANIMAL LEGAL DEFENSE FUND 919 SOUTHWEST TAYLOR STREET PORTLAND, OR 97205			UNRESTRICTED	100
ANIMAL'S ANGELS PO BOX 943 YORK, SC 29745			UNRESTRICTED	100
CENTER THEATRE GROUP 601 WEST TEMPLE STREET LOS ANGELES, CA 90012			UNRESTRICTED	66,000
GENTLE GIANTS PO BOX 6005 NORCO, CA 92860			UNRESTRICTED	300
HOPE FOR PAWS 8950 W OLYMPIC BLVD 525 LOS ANGELES, CA 90211			UNRESTRICTED	100
HSUS EQUINE PROTECTION 2100 L STREET NW WASHINGTON, DC 20037			UNRESTRICTED	15,000
HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET NW WASHINGTON, DC 20037			UNRESTRICTED	6,104
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036			UNRESTRICTED	400
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S GRAND AVENUE LOS ANGELES, CA 90012			UNRESTRICTED	1,000
PHYSICIANS COMMITTEE FOR RESPONSIBLE MEDICINE 5100 WISCONSIN AVE NW SUITE 400 WASHINGTON, DC 20016			UNRESTRICTED	1,000
SIMON WEISENTHAL CENTER 1399 SOUTH ROXBURY DRIVE LOS ANGELES, CA 90035			UNRESTRICTED	6,800
SPCA INTERNATIONAL PO BOX 965 WILTON, NH 03086			UNRESTRICTED	100
TIGER CREEK WILDLIFE 17552 FM 14 TYLER, TX 75706			UNRESTRICTED	575
WORLD JEWISH CONGRESS 6505 WILSHIRE BLVD LOS ANGELES, CA 90048			UNRESTRICTED	1,500
SANTA PAULA ANIMAL RESCUE CENTER INC (SPARC) 705 E SANTA BARBARA ST SANTA PAULA, CA 93060			UNRESTRICTED	50

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 Paid during the year				
FRONT RANGE EQUINE RESCUE PO BOX 307 LARKSPUR, CO 80118			UNRESTRICTED	300
EMILY'S LIST 1800 M STREET NW SUITE 375N WASHINGTON, DC 20036			UNRESTRICTED	122
MUSIC CENTER 135 N GRAND AVENUE LOS ANGELES, CA 90012			UNRESTRICTED	1,000
NARAL 1156 15TH STREET NW SUITE 700 WASHINGTON, DC 20005			UNRESTRICTED	100
SHALOM INSTITUTE 34342 MULHOLLAND HIGHWAY MALIBU, CA 90265			UNRESTRICTED	100
NORTHWESTERN MEMORIAL FOUNDATION 251 EAST HURON STREET CHICAGO, IL 60611			UNRESTRICTED	500
LIFESAVERS WILD HORSE RESCUE 23809 EAST AVENUE J LANCASTER, CA 93535			UNRESTRICTED	100
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741			UNRESTRICTED	50
CAGEFREE K-9 RESCUE FOUNDATION 3385 ROBERTSON PLACE LOS ANGELES, CA 90034			UNRESTRICTED	100
THE FUND FOR ANIMALS 200 WEST 57TH STREET NEW YORK, NY 10019			UNRESTRICTED	50
Total			► 3a	101,551

TY 2012 Accounting Fees Schedule

Name: THE STEIN FAMILY FUND

EIN: 36-3261176

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES AND PREPARATION OF FORM 990PF	2,750	0		2,750
BOOKKEEPING FEES	742	0		742

TY 2012 Investments Corporate Bonds Schedule

Name: THE STEIN FAMILY FUND

EIN: 36-3261176

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS (PUBLICLY TRADED)	482,330	486,573

TY 2012 Investments Corporate Stock Schedule

Name: THE STEIN FAMILY FUND

EIN: 36-3261176

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS (PUBLICLY TRADED)	548,644	577,046

TY 2012 Investments - Other Schedule

Name: THE STEIN FAMILY FUND**EIN:** 36-3261176

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1330 N DEARBORN BUILDING PRTSP	AT COST	306,670	730,000
E V FLOATING RATE HI INC FUND	AT COST	51,939	52,491
OPPENHEIMER SR FLOATING RATE FUND	AT COST	81,088	80,181

TY 2012 Legal Fees Schedule

Name: THE STEIN FAMILY FUND

EIN: 36-3261176

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	7,305	0		7,305

TY 2012 Other Expenses Schedule

Name: THE STEIN FAMILY FUND

EIN: 36-3261176

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAL AND AGENCY FEES - SECURITIES	120	120		0
ILLINOIS SECRETARY OF STATE - ANNUAL REPORT FEES	500	0		500
ILLINOIS CHARITY BUREAU FUND - ANNUAL FILING FEE	15	0		15
COMPUTER EXPENSE	800	0		0

TY 2012 Other Income Schedule

Name: THE STEIN FAMILY FUND**EIN:** 36-3261176

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASS-THRU RENTAL REAL ESTATE INCOME	77,168	77,168	77,168

TY 2012 Other Increases Schedule

Name: THE STEIN FAMILY FUND

EIN: 36-3261176

Description	Amount
UNREALIZED GAINS ON MARKETABLE SECURITIES PORTFOLIO	71,751

TY 2012 Other Professional Fees Schedule

Name: THE STEIN FAMILY FUND**EIN:** 36-3261176

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	10,304	10,304		0

TY 2012 Taxes Schedule

Name: THE STEIN FAMILY FUND**EIN:** 36-3261176

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX ESTIMATED PAYMENTS	1,314	0		0
FOREIGN TAXES PAID ON DIVIDEND INCOME	449	449		0