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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
AVY AND MARCIE STEIN FOUNDATION

A Employer identification number
36-3993406

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1101 SKOKIE BOULEVARD | 260

B Telephone number (see instructions)
( ) -

City or town, state, and ZIP code
NORTHBROOK, IL 60062

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 87,056.

J Accounting method ☒ Cash ☐ Accrual
☐ 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 ▶ ☐

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) (see instructions))*

		(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)	458,272.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	4.	4.		
	4 Dividends and interest from securities	80.	80.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,054.			
	b Gross sales price for all assets on line 6a 288,379.				
	7 Capital gain net income (from Part IV, line 2)		125,862.		
	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)				
	12 **Total.** Add lines 1 through 11	456,302.	125,946.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,666.	2,333.		2,333.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 2	25.			25.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	216.	108.		108.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,907.	2,441.		2,466.
	25 Contributions, gifts, grants paid	417,395.			417,395.
	26 Total expenses and disbursements Add lines 24 and 25	422,302.	2,441.	0	419,861.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	34,000.			
	b **Net investment income** (if negative, enter -0-)		123,505.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	37,866.	87,056.	87,056.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	15,190.		
	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 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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		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)	53,056.	87,056.	87,056.
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	53,056.	87,056.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	53,056.	87,056.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	53,056.	87,056.	

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	53,056.
2	Enter amount from Part I, line 27a	2	34,000.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	87,056.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	87,056.

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	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				

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				

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** 125,862.

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

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	321,604.	64,497.	4.986340
2010	466,323.	58,763.	7.935657
2009	494,357.	74,737.	6.614622
2008	781,340.	49,076.	15.921020
2007	695,746.	249,383.	2.789869

2	**Total** of line 1, column (d)	2	38.247508
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	7.649502
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	65,605.
5	Multiply line 4 by line 3	5	501,846.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,235.
7	Add lines 5 and 6	7	503,081.
8	Enter qualifying distributions from Part XII, line 4	8	419,861.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	2,470.
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	
3	Add lines 1 and 2	3	2,470.
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	2,470.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a 4,786.		
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	4,786.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,316.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,316. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
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*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ AVY STEIN Telephone no ▶ 312-422-2400

Located at ▶ 1101 SKOKIE BOULEVARD, SUITE 260 NORTHBROOK, IL ZIP+4 ▶ 60062

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

			Yes	No
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		X
	See the 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 ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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 ☒ 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 ☒ 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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)	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? ☐ Yes ☒ 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)*	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 2012?	4b		X

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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 4		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 ▶

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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 (see instructions). If none, enter "NONE."

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

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 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	
b	Average of monthly cash balances	1b	66,604.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	66,604.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	66,604.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	999.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	65,605.
6	**Minimum investment return.** Enter 5% of line 5	6	3,280.

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	3,280.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,470.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,470.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	810.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	810.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	810.

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	419,861.
b	Program-related investments - total from Part IX-B	1b	
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	419,861.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	419,861.

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				810.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ..... 686,239.				
b	From 2008 ..... 781,548.				
c	From 2009 ..... 494,357.				
d	From 2010 ..... 464,571.				
e	From 2011 ..... 319,200.				
f	Total of lines 3a through e	2,745,915.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 419,861.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				810.
e	Remaining amount distributed out of corpus	419,051.			
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,164,966.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	686,239.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,478,727.			
10	Analysis of line 9				
a	Excess from 2008 ... 781,548.				
b	Excess from 2009 ... 494,357.				
c	Excess from 2010 ... 464,571.				
d	Excess from 2011 ... 319,200.				
e	Excess from 2012 ... 419,051.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(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					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

AVY & MARCIE STEIN

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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 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
a *Paid during the year*				
ATCH 5				
Total . . . . ▶ **3a**				417,395.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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	4.	
4 Dividends and interest from securities			14	80.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-2,054.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-1,970.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -1,970.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date: 06/24/2013 | Title: TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL DICKER		06/12/2013		P00071233

Firm's name ▶ TOPEL FORMAN L.L.C. | Firm's EIN ▶ 36-2469413

Firm's address ▶ 500 NORTH MICHIGAN AVE, SUITE 1700 CHICAGO, IL 60611 | Phone no 312-642-0006

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Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization
AVY AND MARCIE STEIN FOUNDATION

Employer identification number
36-3993406

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization AVY AND MARCIE STEIN FOUNDATION

Employer identification number 36-3993406

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	AVY & MARCIE STEIN 57 MAPLE HILL RD GLENCOE, IL 60022	$ 167,839.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	AVY & MARCIE STEIN 57 MAPLE HILL RD GLENCOE, IL 60022	$ 99,457.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	AVY & MARCIE STEIN 57 MAPLE HILL RD GLENCOE, IL 60022	$ 190,976.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization AVY AND MARCIE STEIN FOUNDATION

Employer identification number 36-3993406

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SEE ATTACHED.	$ 99,457.	02/10/2012
3	SEE ATTACHED.	$ 190,976.	11/16/2012
		$	
		$	
		$	
		$	

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Name of organization AVY AND MARCIE STEIN FOUNDATION

Employer identification number 36-3993406

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

AVY & MARCIE STEIN FOUNDATION - BROK

Investment Activity (Continued)

Period Ended February 29, 2012

SECURITY DEPOSITS & WITHDRAWALS

	Type of Activity	Effective Date	Quantity	Price	Value / Accrued Interest
ADVANCED MICRO DEVICES INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	60 00	7 0500	423 00
AFLAC INCORPORATED TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	48 3300	966 60
AKAMAI TECHNOLOGIES INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	38 4300	768 60
ALLERGAN INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	87 0500	1,741 00
AMERICAN FINANCIAL GROUP INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	37 4300	748 60
AMERISOURCEBERGEN CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40 00	38 6000	1,544 00
ANADARKO PETROLEUM CORP TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40 00	87 0400	3,481 60
AUTODESK INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	37 5300	750 60
BEAM INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	53 6600	1,073 20
BIOGEN IDEC INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40 00	118 1400	4,725 60
BROADCOM CORP CL-A TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	37 0000	740 00

AVY & MARCIE STEIN FOUNDATION - BROK

Investment Activity (Continued)

Period Ended February 29, 2012

	Type of Activity	Effective Date	Quantity	Price	Value / Accrued Interest
CAPITAL ONE FINANCIAL CORP TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	48 2800	965 60
CIENA CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	16 2400	324 80
CROWN CASTLE INTL CORP TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	49 3100	986 20
CSX CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	120 00	22 0500	2,646 00
DARDEN RESTAURANTS INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	49 4500	989 00
DEERE & COMPANY TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	87 5500	1,751 00
DISCOVER FINANCIAL SERVICES TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	28 1800	563 60
DR PEPPER SNAPPLE GROUP, INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	38 5100	770 20
DUKE REALTY CORP TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	13 8100	276 20
EATON CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40 00	51 4400	2,057 60
EMC CORPORATION MASS TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	120 00	26 2000	3,144.00
EQUITY RESIDENTIAL TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	58 5900	1,171 80
FAMILY DOLLAR STORES INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	57 6500	1,153 00
FIFTH THIRD BANCORP TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40 00	13 3450	533 80
FLEXTRONICS INTERNATIONAL LTD TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	80 00	6 9650	557 20
FOREST CITY ENTERPRISES (CL-A) TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	15 1500	303 00
FORTUNE BRANDS HOME & SECURITY TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	19 3400	386 80
FRANKLIN RESOURCES INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	116 1000	2,322 00
HALLIBURTON COMPANY TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	60 00	36 0600	2,163 60
HARTFORD FINANCIAL SRVCS GROUP TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	19 9000	398 00
HOST HOTELS & RESORTS INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40 00	16 6800	667 20
INTL BUSINESS MACHINES CORP TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	192 4200	3,848 40
J C PENNEY CO INC (HLDNG CO) TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	42 4400	848 80
LENNAR CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	23 3500	467 00
LEUCADIA NATIONAL CORP TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	29 1800	583 60
LINCOLN NATL CORP.INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	24 1650	483 30
LSI CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	60 00	8 3300	499 80

AVY & MARCIE STEIN FOUNDATION - BROK
Investment Activity (Continued)

Period Ended February 29, 2012

	Type of Activity	Effective Date	Quantity	Price	Value / Accrued Interest
MARATHON PETROLEUM CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	30 00	44 0800	1,322 40
MARRIOTT INTERNATIONAL, INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40 00	35 7200	1,428 80
MOTOROLA MOBILITY HOLDINGS INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	10 00	39 4500	394 50
MOTOROLA SOLUTIONS INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	11 00	47 4000	521 40
MYLAN INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20.00	22 8000	456 00
NATIONAL OILWELL VARCO, INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40 00	82 6600	3,306 40
NETAPP, INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40 00	39 6850	1,587.40
NEWS CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	19 8500	397 00
NEWS CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	180 00	19.1750	3,451 50
NIKE CLASS-B TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	105 4100	2,108 20
NORFOLK SOUTHERN CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	71 5300	1,430 60
PPG INDUSTRIES INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	90 8300	1,816 60
PROLOGIS INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	28 00	33 0700	925.96
PRUDENTIAL FINANCIAL INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	59 0000	1,180.00
ROCKWELL AUTOMATION INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	80 2600	1,605.20
SCHLUMBERGER LTD TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	13 00	77 1700	1,003 21
SEAGATE TECHNOLOGY PLC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20.00	26.1950	523 90
SIMON PROPERTY GROUP INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	136 7600	2,735 20
SOUTHERN COPPER CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	33 6900	673 80
SUNTRUST BANKS INC $1.00 PAR TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	22 0300	440 60
TESORO CORPORATION TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	27.7600	555 20
TEXTRON INC DEL TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40.00	26 9600	1,078 40
TIME WARNER CABLE INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	25 00	75 4700	1,886.75
TJX COMPANIES INC (NEW) TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40 00	34 3600	1,374 40
TYSON FOODS INC CL-A TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	18 9200	378 40
UNION PACIFIC CORP TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	111 6300	2,232 60
UNITEDHEALTH GROUP INCORPORATE TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	80 00	53 3200	4,265 60
VALSPAR CORP TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	15 00	44 3900	665.85
VF CORP TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	141 0200	2,820 40
VIACOM INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	40 00	49 2200	1,968 80
WALT DISNEY COMPANY (THE) TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	140 00	41 4500	5,803 00

AVY & MARCIE STEIN FOUNDATION - BROK

Investment Activity (Continued)

Period Ended February 29, 2012

	Type of Activity	Effective Date	Quantity	Price	Value / Accrued Interest
YUM BRANDS, INC TRFR FROM ACCT AVY H STEIN 1999 TRUST DTD	Deposit	Feb 10 12	20 00	64 7400	1,294 80
TOTAL SECURITY DEPOSITS & WITHDRAWALS					**99,457.17**

AVY & MARCIE STEIN FOUNDATION - BROK
Investment Activity

Period Ended November 30, 2012

SECURITY DEPOSITS & WITHDRAWALS

	Type of Activity	Effective Date	Quantity	Price	Value / Accrued Interest
INTERVAL LEISURE GROUP, INC CMN	Deposit	Nov 16 12	10,251 00	18 6300	190,976 13

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS		80.	80.
	TOTAL	80.	80.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FEDERAL EXCISE TAX		
IL CHARITY BUREAU FUND	15.	15.
IL ATTORNEY GENERAL	10.	10.
TOTALS	25.	25.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK CHARGES	216.	108.	108.
TOTALS	216.	108.	108.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 4

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
AVY STEIN 1101 SKOKIE BOULEVARD 260 NORTHBROOK, IL 60062	DIRECTOR	0	0	0
MARCIE STEIN 1101 SKOKIE BOULEVARD 260 NORTHBROOK, IL 60062	DIRECTOR	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
B.U I L.D.	NO RELATIONSHIP PUBLIC	UNRESTRICTED	66,250.
CHICAGO HUMANITIES FESTIVAL	NO RELATIONSHIP PUBLIC	UNRESTRICTED	7,500
FRIENDS FOR HEALTH	NO RELATIONSHIP PUBLIC	UNRESTRICTED	5,000.
FOLDS OF HONOR FOUNDATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY	NO RELATIONSHIP PUBLIC	UNRESTRICTED	10,765
NEW YORK UNIVERSITY	NO RELATIONSHIP PUBLIC	UNRESTRICTED	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NICKLAUS CHILDREN'S HEALTH CARE	NO RELATIONSHIP PUBLIC	UNRESTRICTED	26,280
NORTH SHORE CONGREGATIONAL ISRAEL	NO RELATIONSHIP PUBLIC	UNRESTRICTED	25,500.
NORTH SHORE COUNTRY DAY SCHOOL	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,100
RAVINIA FESTIVAL ASSOCIATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	11,586.
TEACH FOR AMERICA	NO RELATIONSHIP PUBLIC	UNRESTRICTED	10,000.
WRITER'S THEATER	NO RELATIONSHIP PUBLIC	UNRESTRICTED	35,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOMEN'S BOARD OF RAVINIA	NO RELATIONSHIP PUBLIC	UNRESTRICTED	6,273
CHARLES M SCHWARTZ MEMORIAL FOUNDATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	750.
CLAREMONT MCKENNA COLLEGE	NO RELATIONSHIP PUBLIC	UNRESTRICTED	12,500
NORTHLIGHT THEATRE	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000.
FREE WHEELCHAIR MISSION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	2,000
MVUSD HS ATHLETIC FOUNDATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAMBS FARM	NO RELATIONSHIP PUBLIC	UNRESTRICTED	500.
KESHET	NO RELATIONSHIP PUBLIC	UNRESTRICTED	4,000.
AMERICAN JEWISH COMMITTEE	NO RELATIONSHIP PUBLIC	UNRESTRICTED	5,000.
BEST FUTURES INC	NO RELATIONSHIP PUBLIC	UNRESTRICTED	2,000.
IJGA	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000
EVANS SCHOLARS FOUNDATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACTORS TRAINING CENTER	NO RELATIONSHIP PUBLIC	UNRESTRICTED	5,000
AFTER SCHOOL MATTERS	NO RELATIONSHIP PUBLIC	UNRESTRICTED	2,000.
AIPAC	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000.
AMERICA-ISRAEL CHAMBER OF COMMERCE - CHICAGO	NO RELATIONSHIP PUBLIC	UNRESTRICTED	2,000.
ANTI-CANCER SOCIETY	NO RELATIONSHIP PUBLIC	UNRESTRICTED	500.
BRAIN RESEARCH FOUNDATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR EVANGELICAL LIVING	NO RELATIONSHIP PUBLIC	UNRESTRICTED	500
CHICAGO DRAMATISTS	NO RELATIONSHIP PUBLIC	UNRESTRICTED	250.
CHILDREN'S HEALTHCARE CHARITY, INC.	NO RELATIONSHIP PUBLIC	UNRESTRICTED	7,000.
CHILDREN'S HOSPITAL OF CHICAGO FOUNDATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	2,500.
CHILDRENS OF PURU FOUNDATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	500
DREAM ASSOCIATES	NO RELATIONSHIP PUBLIC	UNRESTRICTED	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ELS FOR AUTISM	NO RELATIONSHIP PUBLIC	UNRESTRICTED	6,860
FACING HISTORY AND OURSELVES	NO RELATIONSHIP PUBLIC	UNRESTRICTED	3,500.
FAMILY SERVICE OF GLENCOE	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,250
FOCUS ON THE ARTS	NO RELATIONSHIP PUBLIC	UNRESTRICTED	250
FREELIDS OF BELL	NO RELATIONSHIP PUBLIC	UNRESTRICTED	250.
GILDO'S CLUB CHICAGO	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREEN CITY MARKET	NO RELATIONSHIP PUBLIC	UNRESTRICTED	250.
HIGHLAND PARK PLAYERS	NO RELATIONSHIP PUBLIC	UNRESTRICTED	500.
HIGHLAND PARK STRINGS	NO RELATIONSHIP PUBLIC	UNRESTRICTED	200
ICAF CHICAGO	NO RELATIONSHIP PUBLIC	UNRESTRICTED	100.
ILLINOIS HOLOCAUST MUSEUM	NO RELATIONSIHP PUBLIC	UNRESTRICTED	4,250
INNOVATIONS HIGH SCHOOL	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INVEST FOR KIDS	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000
JACLYN SANTO SACRAMENTO MEMORIAL FUND	NO RELATIONSHIP PUBLIC	UNRESTRICTED	250.
JEWISH UNITED FUND	NO RELATIONSHIP PUBLIC	UNRESTRICTED	8,500.
LINKS	NO RELATIONSHIP PUBLIC	UNRESTRICTED	500.
LUNG CANCER CENTER	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000.
MERCY HOME FOR BOYS AND GIRLS	NO RELATIONSHIP PUBLIC	UNRESTRICTED	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MERIT SCHOOL OF MUSIC	NO RELATIONSHIP PUBLIC	UNRESTRICTED	2,000
MT. CARROLL UNITED METHODIST CHURCH	NO RELATIONSHIP PUBLIC	UNRESTRICTED	500.
RELAY FOR LIFE	NO RELATIONSHIP PUBLIC	UNRESTRICTED	100
RESPIRATORY HEALTH ASSOCIATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	250.
RONALD MCDONALD	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000
SARAH SIDDONS SOCIETY	NO RELATIONSHIP PUBLIC	UNRESTRICTED	2,075

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SHELTER FOR ABUSED WOMEN OF COLLIER COUNTY	NO RELATIONSHIP PUBLIC	UNRESTRICTED	150.
STARLIGHT CHILDRENS FOUNDATION MIDWEST	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000.
THE ALAN H. MEDANSKY MEMORIAL SCHOLARSHIP FUND	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000.
THE BIRTH RIGHT ISRAEL FOUNDATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	5,000.
THE COMMUNITY FOUNDATION OF DECATUR	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000.
THE HOST FOUNDATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE MUSIC THEATRE COMPANY	NO RELATIONSHIP PUBLIC	UNRESTRICTED	20,000.
THE VOLUNTEER CENTER - UBLINKER FOUNDATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	250.
THE WOMEN'S LIBRARY OF GLENCOE	NO RELATIONSHIP PUBLIC	UNRESTRICTED	500.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM	NO RELATIONSHIP PUBLIC	UNRESTRICTED	5,000
UNIVERSITY OF ILLINOIS FOUNDATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	7,556.
THE WOODROW WILSON AWARDS	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANDREW SCOGGIN ALUMNI ASSOCIATION	NO RELATIONSHIP PUBLIC	UNRESTRICTED	1,000
NORTHWESTERN UNIVERSITY	NO RELATIONSHIP	UNRESTRICTED	50,000
LEUKEMIA AND LYMPHOMA SOCIETY	NO RELATIONSHIP	UNRESTRICTED	2,500.
HARVARD LAW SCHOOL	NO RELATIONSHIP	UNRESTRICTED	20,000
MAYA BLUE SILVERSTEIN SCHOLARSHIP	NO RELATIONSHIP	UNRESTRICTED	1,500
		TOTAL CONTRIBUTIONS PAID	417,395.

AVY AND MARCIE STEIN FOUNDATION 36-3993406

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		GOLDMAN SACHS - ASSORTED SECURITIES				D	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
288,379.		162,517.					125,862.	
TOTAL GAIN(LOSS)							125,862.	

AVY & MARCIE STEIN FOUNDATION - BROK

Realized Gains and Losses

Period Ended December 31, 2012

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes You should use only your official form 1099's or other tax records for tax reporting This information is not, and should not be construed as tax accounting or legal advice Please consult with your tax advisor regarding the tax consequences of your investment decisions The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
ADVANCED MICRO DEVICES INC CMN	Feb 12 2009	Feb 15 2012	60.00 [9]	437 69	134 42	0 00	303 27	303 27	LT
AFLAC INCORPORATED CMN	Feb 12 2009	Feb 15 2012	20 00 [9]	957 78	432 78	0 00	525 00	525 00	LT
AKAMAI TECHNOLOGIES INC CMN	Oct 06 2008	Feb 15 2012	20 00 [9]	761 38	283 25	0 00	478 13	478 13	LT
ALLERGAN INC CMN	Dec 09 2008	Feb 15 2012	20 00 [9]	1,751 56	783 98	0 00	967 58	967 58	LT
AMERICAN FINANCIAL GROUP INC CMN	Apr 24 2009	Feb 15 2012	20 00 [9]	741 58	332 43	0 00	409 15	409 15	LT
AMERISOURCEBERGEN CORPORATION CMN	Nov 05 2008	Feb 15 2012	40 00 [9]	1,468 77	623 12	0 00	845 65	845 65	LT
ANADARKO PETROLEUM CORP CMN	Dec 09 2008	Feb 15 2012	40 00 [9]	3,493 13	1,382 94	0 00	2,110 19	2,110 19	LT
AUTODESK INC CMN	Mar 17 2009	Feb 15 2012	20 00 [9]	771 78	257 63	0 00	514 15	514 15	LT
BEAM INC CMN	Mar 17 2009	Feb 15 2012	20 00 [9]	1,084 78	350 23	0 00	734 55	734.55	LT
BIOGEN IDEC INC CMN	Nov 05 2008	Feb 15 2012	20 00 [9]	2,369 56	916 62	0 00	1,452 94	1,452.94	LT
	Jun 02 2010	Feb 15 2012	20 00 [9]	2,369 56	957 82	0 00	1,411 74	1,411.74	LT
BROADCOM CORP CL-A CMN CLASS A	Dec 09 2008	Feb 15 2012	20 00 [9]	743 38	328 58	0 00	414 80	414.80	LT
CAPITAL ONE FINANCIAL CORP CMN	Apr 24 2009	Feb 15 2012	20.00 [9]	981 58	358 00	0 00	623 58	623.58	LT
CIENA CORPORATION CMN	Feb 12 2009	Feb 15 2012	20 00 [9]	335 79	125 59	0 00	210 20	210.20	LT
CROWN CASTLE INTL CORP COMMON STOCK	Feb 12 2009	Feb 15 2012	20 00 [9]	1,007 98	381 29	0 00	626 69	626 69	LT
CSX CORPORATION CMN	Mar 17 2009	Feb 15 2012	120 00 [9]	2,521 15	983 39	0 00	1,537 76	1,537 76	LT
DARDEN RESTAURANTS INC CMN	Nov 05 2008	Feb 15 2012	20 00 [9]	983 78	431 62	0 00	552 16	552 16	LT
DEERE & COMPANY CMN	Oct 06 2008	Feb 15 2012	20 00 [9]	1,691 76	716 74	0 00	975 02	975 02	LT
DISCOVER FINANCIAL SERVICES CMN	Apr 24 2009	Feb 15 2012	20 00 [9]	579 58	173 83	0 00	405 75	405 75	LT
DR PEPPER SNAPPLE GROUP, INC CMN	Dec 09 2008	Feb 15 2012	20 00 [9]	794 38	294 72	0 00	499 66	499 66	LT
DUKE REALTY CORP CMN	Mar 17 2009	Feb 15 2012	20 00 [9]	271 19	108 65	0 00	162 54	162 54	LT
EATON CORPORATION CMN	Mar 17 2009	Feb 15 2012	40 00 [9]	2,026 76	667 14	0 00	1,359 62	1,359 62	LT
EMC CORPORATION MASS CMN	Oct 06 2008	Feb 15 2012	60 00 [9]	1,596 62	638 47	0 00	958 15	958.15	LT
	Jan 12 2009	Feb 15 2012	20 00 [9]	532 21	230 53	0 00	301.68	301.68	LT

[9] This position is a gifted security

AVY & MARCIE STEIN FOUNDATION - BROK
Realized Gains and Losses (Continued)

Period Ended December 31, 2012

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Mar 17 2009	Feb 15 2012	40 00 [9]	1,064 41	430 08	0 00	634 33	634 33	LT
EQUITY RESIDENTIAL CMN	Mar 17 2009	Feb 15 2012	20 00 [9]	1,149 17	388 06	0 00	761 11	761 11	LT
FAMILY DOLLAR STORES INC CMN	Jul 29 2008	Feb 15 2012	20 00 [9]	1,118 57	462 71	0 00	655 86	655 86	LT
FIFTH THIRD BANCORP CMN	Apr 24 2009	Feb 15 2012	40 00 [9]	531 39	152 86	0 00	378 53	378 53	LT
FLEXTRONICS INTERNATIONAL LTD CMN	Dec 09 2008	Feb 15 2012	80 00 [9]	549 99	194 61	0 00	355 38	355 38	LT
FOREST CITY ENTERPRISES (CL-A) CMN CLASS A	Mar 17 2009	Feb 15 2012	20 00 [9]	305.19	82 17	0 00	223 02	223 02	LT
FORTUNE BRANDS HOME & SECURITY CMN	Mar 17 2009	Feb 15 2012	20.00 [9]	388 19	97 39	0 00	290 80	290 80	LT
FRANKLIN RESOURCES INC CMN	Mar 17 2009	Feb 15 2012	20 00 [9]	2,309 75	917 44	0 00	1,392 31	1,392.31	LT
HALLIBURTON COMPANY CMN	Dec 09 2008	Feb 15 2012	60 00 [9]	2,115 56	949 72	0 00	1,165 84	1,165 84	LT
HARTFORD FINANCIAL SRVCS GROUP CMN	Mar 17 2009	Feb 15 2012	20 00 [9]	403 59	137 24	0 00	266 35	266 35	LT
HOST HOTELS & RESORTS INC CMN	Feb 12 2009	Feb 15 2012	40 00 [9]	641 78	180 68	0 00	461 10	461.10	LT
INTL BUSINESS MACHINES CORP CMN	Jan 12 2009	Feb 15 2012	20 00 [9]	3,839 13	1,715 97	0 00	2,123 16	2,123.16	LT
J C PENNEY CO INC (HLDNG CO) CMN	Feb 12 2009	Feb 15 2012	20 00 [9]	839 98	307 44	0 00	532 54	532.54	LT
LENNAR CORPORATION CMN CLASS A	Mar 17 2009	Feb 15 2012	20 00 [9]	469 79	166 92	0 00	302 87	302 87	LT
LEUCADIA NATIONAL CORP CMN	Mar 17 2009	Feb 15 2012	20 00 [9]	568 38	263 95	0 00	304.43	304.43	LT
LINCOLN NATL.CORP INC CMN	Mar 17 2009	Feb 15 2012	20 00 [9]	483 79	154 04	0 00	329 75	329.75	LT
LSI CORPORATION COMMON STOCK	Feb 12 2009	Feb 15 2012	60 00 [9]	503 39	191 35	0 00	312 04	312 04	LT
MARATHON PETROLEUM CORPORATION CMN	Dec 09 2008	Feb 15 2012	30.00 [9]	1,311 27	578 39	0 00	732 88	732 88	LT
MARRIOTT INTERNATIONAL, INC CMN CLASS A	Mar 17 2009	Feb 15 2012	40 00 [9]	1,383 17	559 26	0 00	823 91	823 91	LT
MOTOROLA MOBILITY HOLDINGS, IN CMN	Dec 09 2008	Feb 15 2012	10 00 [9]	396 54	142 49	0 00	254 05	254 05	LT
MOTOROLA SOLUTIONS INC CMN	Dec 09 2008	Feb 15 2012	11.00 [9]	530 74	194 32	0 00	336 42	336 42	LT
MYLAN INC CMN	Nov 05 2008	Feb 15 2012	20.00 [9]	462 09	185 34	0 00	276 75	276 75	LT
NATIONAL OILWELL VARCO, INC COMMON STOCK CMN	Dec 09 2008	Feb 15 2012	40 00 [9]	3,313 54	961 51	0 00	2,352 03	2,352 03	LT
NETAPP, INC. CMN	Oct 06 2008	Feb 15 2012	40 00 [9]	1,593 17	567 79	0 00	1,025 38	1,025 38	LT
NEWS CORPORATION CMN CLASS A	Jan 12 2009	Feb 15 2012	60 00 [9]	1,131 11	508 52	0 00	622 59	622.59	LT
	Mar 17 2009	Feb 15 2012	120 00 [9]	2,262 22	748 12	0 00	1,514 10	1,514 10	LT
NEWS CORPORATION CMN CLASS B	Mar 17 2009	Feb 15 2012	20 00 [9]	393 49	140 65	0 00	252 84	252 84	LT
NIKE CLASS-B CMN CLASS B	Feb 12 2009	Feb 15 2012	20 00 [9]	2,132 16	876 44	0 00	1,255 72	1,255 72	LT
NORFOLK SOUTHERN CORPORATION CMN	Mar 17 2009	Feb 15 2012	20 00 [9]	1,355 77	623 43	0 00	732 34	732 34	LT
PPG INDUSTRIES INC CMN	Feb 12 2009	Feb 15 2012	20 00 [9]	1,789 96	727 63	0 00	1,062 33	1,062 33	LT
PROLOGIS INC CMN	Dec 09 2008	Feb 15 2012	8 00 [9]	264 07	120 43	0 00	143 64	143 64	LT

[9] This position is a gifted security

AVY & MARCIE STEIN FOUNDATION - BROK

Realized Gains and Losses (Continued)

Period Ended December 31, 2012

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Mar 17 2009	Feb 15 2012	20.00 [9]	660 19	255 99	0 00	404 20	404 20	LT
PRUDENTIAL FINANCIAL INC CMN	Mar 17 2009	Feb 15 2012	20.00 [9]	1,203 17	396 54	0 00	806 63	806 63	LT
ROCKWELL AUTOMATION INC CMN	Feb 12 2009	Feb 15 2012	20 00 [9]	1,591 97	482 08	0 00	1,109 89	1,109 89	LT
SCHLUMBERGER LTD CMN	Dec 09 2008	Feb 15 2012	13 00 [9]	1,000 07	446 24	0 00	553 83	553 83	LT
SEAGATE TECHNOLOGY PLC CMN	Mar 17 2009	Feb 15 2012	20 00 [9]	522 59	87 48	0 00	435 11	435 11	LT
SIMON PROPERTY GROUP INC CMN	Feb 12 2009	Feb 15 2012	20 00 [9]	2,713 75	793.31	0.00	1,920 44	1,920 44	LT
SOUTHERN COPPER CORPORATION CMN	Oct 06 2008	Feb 15 2012	20 00 [9]	642 18	279 87	0 00	362 31	362 31	LT
SUNTRUST BANKS INC $1.00 PAR CMN	Feb 12 2009	Feb 15 2012	20.00 [9]	433.39	182 93	0 00	250.46	250 46	LT
TESORO CORPORATION CMN	Dec 09 2008	Feb 15 2012	20.00 [9]	559 78	178 50	0 00	381 28	381.28	LT
TEXTRON INC DEL CMN	Feb 12 2009	Feb 15 2012	40 00 [9]	1,092 38	264 77	0 00	827 61	827 61	LT
TIME WARNER CABLE INC. CMN	Jan 12 2009	Feb 15 2012	5 00 [9]	384 74	148 78	0 00	235.96	235 96	LT
	Mar 17 2009	Feb 15 2012	20.00 [9]	1,538 97	523 73	0 00	1,015 24	1,015 24	LT
TJX COMPANIES INC (NEW) CMN	Jan 12 2009	Feb 15 2012	40 00 [9]	1,360 77	413 34	0 00	947 43	947 43	LT
TYSON FOODS INC CL-A CMN CLASS A	Dec 09 2008	Feb 15 2012	20 00 [9]	375 39	153 59	0 00	221 80	221 80	LT
UNION PACIFIC CORP CMN	Jan 12 2009	Feb 15 2012	20 00 [9]	2,184 96	916 85	0 00	1,268 11	1,268 11	LT
UNITEDHEALTH GROUP INCORPORATE CMN	Dec 09 2008	Feb 15 2012	80 00 [9]	4,364 72	1,671 87	0 00	2,692 85	2,692 85	LT
VALSPAR CORP CMN	Jan 23 2008	Feb 15 2012	15 00 [9]	680 23	268 90	0 00	411 33	411 33	LT
VF CORP CMN	Jan 12 2009	Feb 15 2012	20 00 [9]	2,869 54	1,013 52	0 00	1,856 02	1,856 02	LT
VIACOM INC CMN CLASS B	Jan 12 2009	Feb 15 2012	20.00 [9]	970.48	354 12	0.00	616.36	616.36	LT
	Mar 17 2009	Feb 15 2012	20.00 [9]	970.48	311 82	0 00	658 66	658 66	LT
WALT DISNEY COMPANY (THE) CMN	Feb 12 2009	Feb 15 2012	120.00 [9]	4,951 11	2,212 12	0 00	2,738 99	2,738 99	LT
	Mar 17 2009	Feb 15 2012	20.00 [9]	825 18	352 08	0.00	473.10	473 10	LT
YUM BRANDS, INC. CMN	Dec 09 2008	Feb 15 2012	20.00 [9]	1,267.77	561 41	0 00	706.36	706 36	LT
SOUTHERN COPPER CORPORATION CMN	Jan 01 1910	Feb 28 2012	0 00	6.48	No Cost	0.00	6 48	6.48 [5]	LT
INTERVAL LEISURE GROUP, INC CMN	Aug 20 2009	Nov 20 2012	3,541 00	65,401 51	40,438 22	0 00	24,963 29	24,963 29	LT
	Jun 10 2010	Nov 20 2012	3,169 00	58,530 75	40,563 20	0 00	17,967 55	17,967 55	LT
	Aug 20 2010	Nov 20 2012	3,541 00	65,401 51	43,625 12	0 00	21,776 39	21,776 39	LT

[5] Due to incomplete cost basis, gains may be incorrectly stated and should not be used for tax reporting purposes Please consult with your tax advisor

[9] This position is a gifted security

AVY & MARCIE STEIN FOUNDATION - BROK

Realized Gains and Losses (Continued)

Period Ended December 31, 2012

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
LONG TERM GAINS	288,379 14	162,517 10	0 00	125,862 04	125,862 04
NET LONG TERM GAINS (LOSSES)	**288,379.14**	**162,517.10**	**0.00**	**125,862.04**	**125,862.04**