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

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning		, 2012, and ending	, 20		
Name of foundation BLEY STEIN FOUNDATION		A Employer identification number 95-6200100			
Number and street (or P O box number if mail is not delivered to street address) 1624 W OLIVE AVENUE SUITE A		B Telephone number (see instructions) (818) 843-1744			
City or town, state, and ZIP code BURBANK, CA 91506		C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,308,314		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)					
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)
1 Contributions, gifts, grants, etc., received (attach schedule)		61,140			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		836	836	836	
4 Dividends and interest from securities		31,301	31,301	31,301	
5a Gross rents		45,600	45,600	45,600	
b Net rental income or (loss) 14,440					
6a Net gain or (loss) from sale of assets not on line 10		19,656			
b Gross sales price for all assets on line 6a 160,259					
7 Capital gain net income (from Part IV, line 2)			19,656		
8 Net short-term capital gain				13,857	
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		158,533	97,393	91,594	
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) STM107		390	390		
b Accounting fees (attach schedule) STM108		2,080	2,080	121	MAY 29 2013 151
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STM110		535	535		
19 Depreciation (attach schedule) and depletion STM126		4,262	4,262		
20 Occupancy					
21 Travel, conferences, and meetings		7,347	7,347		
22 Printing and publications					
23 Other expenses (attach schedule) STM103		31,540	31,540		
24 Total operating and administrative expenses.		46,154	46,154	0	
Add lines 13 through 23		96,125			
25 Contributions, gifts, grants paid		142,279	46,154	96,125	
26 Total expenses and disbursements. Add lines 24 and 25					
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		16,254			
b Net investment income (if negative, enter -0-)			51,239		
c Adjusted net income (if negative, enter -0-)				91,594	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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	43,582	96,929	96,929	
	2	Savings and temporary cash investments				
	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 instructions)				
	7	Other notes and loans receivable (attach schedule) ►				
		Less allowance for doubtful accounts ►				
	8	Inventories for sale or use	428	428	428	
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	STM137	775,150	742,319	725,957
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment STM1517 ►	216,230			
	Less accumulated depreciation (attach schedule) ►	77,605	142,887	138,625	485,000	
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)	962,047	978,301	1,308,314		
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 ► STM121)	2,750	2,750	2,750	
	23	Total liabilities (add lines 17 through 22)	2,750	2,750	2,750	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	959,297	975,551		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	959,297	975,551		
	31	Total liabilities and net assets/fund balances (see instructions)	962,047	978,301		

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	959,297
2	Enter amount from Part I, line 27a	2	16,254
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	975,551
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	975,551

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 (yr, mo, day)	(d) Date sold (yr, mo, day)
1a See STM~134				
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 160,259		140,603	19,656	
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			19,656	
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	19,656
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	13,857

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	74,650	962,048	0.077595
2010	84,576	967,317	0.087434
2009	88,613	920,862	0.096228
2008	99,156	1,258,413	0.078794
2007	100,975	1,282,913	0.078708

2 Total of line 1, column (d)	2	0.418759
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	0.083752
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,284,508
5 Multiply line 4 by line 3	5	107,580
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	512
7 Add lines 5 and 6	7	108,092
8 Enter qualifying distributions from Part XII, line 4	8	96,125

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,025
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,025
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	1,025
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	487
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	487
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	538
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	11	Refunded

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 page 19 of the instructions for 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?	2	X
	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	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	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
	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?	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) ►		
	CA		
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)

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 ► <u>N/A</u>			
14	The books are in care of ► <u>RONALD B. STEIN</u> Telephone no ► <u>818-843-1744</u> Located at ► <u>1624 W OLIVE AVENUE SUITE A BURBANK, CA</u> ZIP+4 ► <u>91506</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
		Yes No
1a	During the year did the foundation (either directly or indirectly)	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____, _____, _____	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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))?	<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)?					
	Organizations relying on a current notice regarding disaster assistance check here					► <input type="checkbox"/>
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	
	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?					
	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
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
RONALD B STEIN 1624 W OLIVE AVENUE SUITE A, CA 91506	TRUSTEE 0	0	0	0
THOMAS D SICILIANO JR 1624 W OLIVE AVENUE SUITE A, CA 91506	TRUSTEE 0	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		
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		
2		
3		
4		

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

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

Amount

1		
2		
All other program-related investments. See instructions		
3		

Total. Add lines 1 through 3

EEA

Form 990-PF (2012)

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	759,190
b	Average of monthly cash balances	1b	62,451
c	Fair market value of all other assets (see instructions)	1c	482,428
d	Total (add lines 1a, b, and c)	1d	1,304,069
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	0
3	Subtract line 2 from line 1d	3	1,304,069
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,561
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,284,508
6	Minimum investment return. Enter 5% of line 5	6	64,225

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	64,225
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,025
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,025
3	Distributable amount before adjustments Subtract line 2c from line 1	3	63,200
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	63,200
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	63,200

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	96,125
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	96,125
b	Cash distribution test (attach the required schedule)	5	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	96,125
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	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				63,200
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2012				
a From 2007	41,639			
b From 2008	37,123			
c From 2009	44,444			
d From 2010	37,658			
e From 2011	7,065			
f Total of lines 3a through e	167,929			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$	96,125			
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				63,200
e Remaining amount distributed out of corpus	32,925			
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	200,854			
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				0
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)	41,639			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	159,215			
10 Analysis of line 9				
a Excess from 2008	37,123			
b Excess from 2009	44,444			
c Excess from 2010	37,658			
d Excess from 2011	7,065			
e Excess from 2012	32,925			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►																																									
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/> 4942(j)(5)																																							
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center; width: 25%;">Tax year</th> <th colspan="3" style="text-align: center; border-bottom: 1px solid black;">Prior 3 years</th> <th rowspan="2" style="text-align: center; vertical-align: middle; width: 10%;">(e) Total</th> </tr> <tr> <th style="text-align: center;">(a) 2012</th> <th style="text-align: center;">(b) 2011</th> <th style="text-align: center;">(c) 2010</th> <th style="text-align: center;">(d) 2009</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> </tbody> </table>			Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009																														
Tax year	Prior 3 years			(e) Total																																										
(a) 2012	(b) 2011	(c) 2010	(d) 2009																																											
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))

RONALD B 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

NONE,**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

a The name, address, and telephone number 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	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				
AFRICAN WILDLIFE 1400 16TH ST NW SUITE 120 WASHINGTON DC 20036				300
AMERICAN JEWISH COMMITTEE 9911 W PICO BLVD 1602 Los Angeles CA 90035				15,000
ANTI-DEFAMATION LEGAUE 605 THIRD AVENUE New York NY 10158				4,000
FULLFILLMENT FUND 6100 WILSHIRE BLVD SUITE 600 Los Angeles CA 90048				3,000
HADASSEH HOSPITAL IN ISRAEL POB 12000 Jersey				500
HEAL THE BAY 1444 9TH STREET Santa Monica CA 90401				225
JEWISH BIG BROTHERS 6505 WILSHIRE BLVD SUITE 600 LOS ANGELES CA 90048				300
JEWISH FEDERATION 6505 WILSHIRE BLVD LOS ANGELES CA 90048				30,000
Total			► 3a	
b Approved for future payment				
Total			► 3b	

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JEWISH NATIONAL FUND 42 EAST 69TH STREET New York NY 10021				25,000
LA COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD Los Angeles CA 90036				350
LOS ANGELES PHILHARMONIC 151 SOUTH GRAND AVENUE Los Angeles CA 90012				300
MAZON-JEWISH RESPONSE 10495 SANTA MONICA BLVDSTE100 Los Angeles CA 90025				500
MIDNIGHT MISSION 601 SOUTH SAN PEDRO ST Los Angeles CA 90014				300
MUSIC CENTER 135 N GRAND AVENUE SUITE 201 Los Angeles CA 90012				250
PACIFIC LEGAL FOUNDATION 3900 LENNANE DRIVE SUITE 200 SACRAMENTO CA 95834				1,000
PHYSICIANS AID FOUNDATION 1840 S GAFFEY ST SUITE 467 SAN PEDRO CA 90731				100
Total			► 3a	
b Approved for future payment				
Total			► 3b	

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				
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK NY 10001				500
SIGMA ALPHA MU FOUNDATION 9245 N MERIDIAN SUITE 105 INDIANAPOLIS IN 46260				500
SIMON WEISENTHAL FUND 1399 SOUTH ROXBURY LOS ANGELES CA 90035				400
SKIRBALL CULTURAL CENTER 2701 NORTH SEPULVEDA BLVD LOS ANGELES CA 90049				7,500
STAND WITH US PO BOX 341069 LOS ANGELES CA 90034				100
UCSF FOUNDATION 500 PARNASSUS AVENUE SAN FRANCISCO CA 94122				5,000
US HOLOCAUST MEMTORIAL MUSEUM 9911 W PICO BLVD SUITE 1490 LOS ANGELES CA 90035				1,000
Total			► 3a	96,125
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)			
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)	
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					836	
4	Dividends and interest from securities					31,301	
5	Net rental income or (loss) from real estate						
a	Debt-financed property						
b	Not debt-financed property					14,440	
6	Net rental income or (loss) from personal property						
7	Other investment income						
8	Gain or (loss) from sales of assets other than inventory					19,656	
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)					66,233	
13	Total. Add line 12, columns (b), (d), and (e)					13	66,233

(See worksheet in line 13 instructions to verify calculations)

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

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

OMB No 1545-0047

2012

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

Name of the organization**Employer identification number****BLEY STEIN FOUNDATION****95-6200100****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

BLEY STEIN FOUNDATION

Employer identification number

95-6200100

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	RONALD B STEIN 1624 W OLIVE AVENUE SUITE A BURBANK, CA 91506	\$ 61,140	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash

Name of organization

BLEY STEIN FOUNDATION

Employer identification number

95-6200100

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,500 SHARES OF ISHARES DOW JONES US ENERGY SECTOR	\$ 61,140	12-30-2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Depreciation and Amortization

(Including Information on Listed Property)

Department of the Treasury
Internal Revenue Service (99)

► See separate instructions. ► Attach to your tax return.

2012

Attachment
Sequence No 179

Name(s) shown on return

BLEY STEIN FOUNDATION

Business or activity to which this form relates

FORM 990PF - 1

Identifying number

95-6200100

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount (see instructions)	1
2 Total cost of section 179 property placed in service (see instructions)	2
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property Enter the amount from line 29	7
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8
9 Tentative deduction Enter the smaller of line 5 or line 8	9
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12
13 Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ►	13

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14
15 Property subject to section 168(f)(1) election	15
16 Other depreciation (including ACRS)	16

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►	<input type="checkbox"/>

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only-see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L
b 12-year			12 yrs		S/L
c 40-year			40 yrs	MM	S/L

Part IV Summary (See instructions)

21 Listed property Enter amount from line 28	21	4,262
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions . . .	22	4,262
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2012)

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed?		<input type="checkbox"/> Yes <input type="checkbox"/> No		24b If "Yes," is the evidence written?		<input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
BUILDING	19941014	100 %	166,230	166,230	39	S/L-MM	4,262	
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L-		
		%				S/L-		
		%				S/L-		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28	4,262	
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles) 31 Total commuting miles driven during the year 32 Total other personal (noncommuting) miles driven 33 Total miles driven during the year Add lines 30 through 32 34 Was the vehicle available for personal use during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? 36 Is another vehicle available for personal use?	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners 39 Do you treat all use of vehicles by employees as personal use? 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)	Yes	No

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year					
					43
44 Total. Add amounts in column (f) See the instructions for where to report					
					44

Federal Supporting Statements**2012 PG01**

Name(s) as shown on return

BLEY STEIN FOUNDATION

FEIN

95-6200100

Statement #**Unformatted Statement**

STM121

PG 01

STATEMENT #121

**FORM 990PF, PART II, LINE 22
OTHER LIABILITIES SCHEDULE**

<u>DESCRIPTION</u>	<u>BOY AMOUNT</u>	<u>EOY AMOUNT</u>
SECURITY DEPOSIT-NORTH'S BAKERY	2,750	2,750
TOTAL	2,750	2,750

STM137

PG 01

STATEMENT #137

**FORM 990PF, PART II, LINE 10(B)
INVESTMENTS: CORPORATE STOCK SCHEDULE**

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
SO KOREA FUND-EWY	18,298		
BANK OF AMERICA	39,899	67,626	69,660
DELL COMPUTERS	27,670	46,575	40,560
CORNING, INC.	85,798	85,798	77,815
I-SHARES MSCI EAFE	70,700	35,347	28,430
MICROSOFT, INC.	12,405	12,405	13,355
ORACLE CORPORATION	20,673	20,673	29,988
S & P 500 INDEX	20,484	20,484	21,362
APPLE, INC.	34,313		
I SHARES DOW JONES US ENERGY		61,140	61,260
ARTIO GLOBAL INCOME FUND	201,063	201,063	195,451
HARBOR BOND FUND	191,208	191,208	188,076
SPARTAN MOTORS	3,629		
ISHARES LATIN AMERICA	49,010		
TOTALS	775,150	742,319	725,957

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

BLEY STEIN FOUNDATION

Your Social Security Number
95-6200100

FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
BOOKKEEPING	249	249	0	0
OFFICE SUPPLIES	58	58	0	0
MISC	19	19	0	0
LICENSES & PERMITS	55	55	0	0
INSURANCE	1,596	1,596	0	0
PROPERTY MANAGEMENT	864	864	0	0
REAL ESTATE TAXES	6,025	6,025	0	0
ROOF REPAIRS	<u>22,674</u>	<u>22,674</u>	<u>0</u>	<u>0</u>
TOTALS	<u>31,540</u>	<u>31,540</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART I, LINE 16(A) - LEGAL FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
LEGAL FEES	<u>390</u>	<u>390</u>	<u>0</u>	<u>0</u>
TOTALS	<u>390</u>	<u>390</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

STATEMENT #103

PG 01

STATEMENT #107

PG 01

Federal Supporting Statements

2012 PG 01

Your Social Security Number
95-6200100

Name(s) as shown on return

BILEY STEIN FOUNDATION

FORM 990PF, PART I, LINE 16 (B) - ACCOUNTING FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
ACCOUNTING FEES	<u>2,080</u>	<u>2,080</u>	<u>0</u>	<u>0</u>
TOTALS	<u>2,080</u>	<u>2,080</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
STATE TAXES	35	35	0	0
FEDERAL TAXES	<u>500</u>	<u>500</u>	<u>0</u>	<u>0</u>
TOTALS	<u>535</u>	<u>535</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART I, LINE 16 (B) - ACCOUNTING FEES SCHEDULE

PG 01
STATEMENT #108

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
ACCOUNTING FEES	<u>2,080</u>	<u>2,080</u>	<u>0</u>	<u>0</u>
TOTALS	<u>2,080</u>	<u>2,080</u>	<u>0</u>	<u>0</u>

PG 01
STATEMENT #110

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
STATE TAXES	35	35	0	0
FEDERAL TAXES	<u>500</u>	<u>500</u>	<u>0</u>	<u>0</u>
TOTALS	<u>535</u>	<u>535</u>	<u>0</u>	<u>0</u>

PG 01
STATEMENT #110

Federal Supporting Statements**2012**

Name(s) as shown on return

BLEY STEIN FOUNDATIONYour Social Security Number
95-6200100

FORM 990PF, PART II, LINE 11 - INVESTMENTS: LAND SCHEDULE

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	END OF YEAR BOOK VALUE	FMV
LAND	50,000		50,000	75,000
BUILDING	166,230	77,605	88,625	410,000
TOTAL	216,230	77,605	138,625	485,000

STM126~

FORM 990PF, PART I, LINE 19 - DEPRECIATION SCHEDULE

DESCRIPTION	DATE ACQUIRED	COST OR OTHER BASIS	PRIOR YEAR DEPRECIATION	COMPUTATION METHOD	RATE	LIFE	CURRENT YEAR DEPRECIATION	NET INVESTMENT INCOME	ADJUSTED NET INCOME
BUILDING	10-14-1994	166,230	73,345	SL	2.564	39	4,262	4,262	0
TOTALS		166,230	73,345				4,262	4,262	

Federal Supporting Statements

2012

PG 01

Name(s) as shown on return

BLEY STEIN FOUNDATION

Your Social Security Number

95-6200100

FORM 990-PF, PART IV, CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

STATEMENT #134

DESCRIPTION	P-PURCHASE		DATE SOLD	SALES PRICE	DEPRECIATION	OTHER BASIS	GAIN OR LOSS	GAINS MINUS EXCESS OR LOSSES
	D-DONATION	DATE ACQUIRED						
SPARTAN MOTORS	P	2009-03-05	2012-01-11	7,506		3,629	3,877	3,877
ISHARES SOUTH KOREA INDEX FUND	P	2006-02-13	2012-01-17	16,367		18,298	(1,931)	(1,931)
ISHARES S & P LATIN AMERICA 40	P	2008-01-11	2012-01-17	45,249		49,010	(3,761)	(3,761)
APPLE , INC.	P	2011-06-03	2012-04-04	31,014		17,157	13,857	13,857
APPLE , INC.	P	2011-06-03	2012-09-20	34,948		17,156	17,792	17,792
ISHARES MSCI EAFE-EFA	P	2008-02-13	2012-08-01	25,175		35,353	(10,178)	(10,178)
TOTAL				160,259		140,603	19,656	19,656

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**(and on Investment Income for Private Foundations)
(Keep for your records. Do not send to the Internal Revenue Service.)**2013**

1	Unrelated business taxable income expected in the tax year	1			
2	Tax on the amount on line 1. See instructions for tax computation	2			
3	Alternative minimum tax (see instructions)	3			
4	Total Add lines 2 and 3	4			
5	Estimated tax credits (see instructions)	5			
6	Balance Subtract line 5 from line 4	6			
7	Other taxes (see instructions)	7			
8	Total Add lines 6 and 7	8			
9	Credit for federal tax paid on fuels (see instructions)	9			
10a	Subtract line 9 from line 8 Note . If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	1,025		
b	Enter the tax shown on the 2012 return (see instructions) Caution . If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	1,025		
c	2013 Estimated Tax . Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	1,025		
11	Installment due dates (see instructions)	(a)	(b)	(c)	(d)
11	11	05-15-2013	06-17-2013	09-16-2013	12-16-2013
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	256	256	256
13	2012 Overpayment (see instructions)	13			
14	Payment due. (Subtract line 13 from line 12)	14	256	256	257

For Paperwork Reduction Act Notice, see instructions.

EEA

Form **990-W** (2013)

* Item was disposed of during current year

Depreciation Detail Listing

990 पं

For your records only

2012

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Name(s) as shown on return

Depreciation Detail Listing

Name(s) as shown on return

SOCIAL SECURITY NUMBER/EIN

Land Amount Net Depreciable Cost

1166, 230