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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.

For calendar year 2012 or tax year beginning

JUL 1, 2012

, and ending

JUN 30, 2013

Name of foundation

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

Number and street (or P O box number if mail is not delivered to street address)

100 GREYS LANE

Room/suite

302

City or town, state, and ZIP code

HAVERFORD, PA 19041

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J Accounting method:** Cash Accrual
(from Part II, col (c), line 16) Other (specify) **► \$ 5,378,294.** (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))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	3.	3.		STATEMENT 1
4 Dividends and interest from securities	192,029.	192,029.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	35,756.			
b Gross sales price for all assets on line 6a	1,168,229.			
7 Capital gain net income (from Part IV, line 2)		35,756.		
8 Net short-term capital gain				
9 Income modifications				
Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
10 SEP 13 2013				
11 Other income	-3,214.	-3,214.		STATEMENT 3
12 Total. Add lines 1 through 11	224,574.	224,574.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	STMT 4	375.	0.	375.
b Accounting fees	STMT 5	3,950.	1,975.	1,975.
c Other professional fees	STMT 6	18,040.	18,040.	0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	STMT 7	16.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		22,381.	20,015.	2,350.
25 Contributions, gifts, grants paid		408,008.		408,008.
26 Total expenses and disbursements. Add lines 24 and 25		430,389.	20,015.	410,358.
27 Subtract line 26 from line 12:		-205,815.		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		204,559.		
c Adjusted net income (if negative, enter -0-)			N/A	

P2B

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

Form 990-PF (2012)

25-1899982

Page 2

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing		198,290.	185,965.	185,965.
2	Savings and temporary cash investments		338,621.	275,148.	275,148.
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock	STMT 8	2,668,250.	2,692,385.	3,404,463.
c	Investments - corporate bonds	STMT 9	1,644,891.	1,490,739.	1,512,718.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers)		4,850,052.	4,644,237.	5,378,294.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	29	Capital stock, trust principal, or current funds	0.	0.	
	30	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	31	Retained earnings, accumulated income, endowment, or other funds	4,850,052.	4,644,237.	
	32	Total net assets or fund balances	4,850,052.	4,644,237.	
	33	Total liabilities and net assets/fund balances	4,850,052.	4,644,237.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,850,052.
2	Enter amount from Part I, line 27a	2	-205,815.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	4,644,237.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,644,237.

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

Form 990-PF (2012)

25-1899982

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	1,168,229.	1,132,473.	35,756.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					35,756.
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	35,756.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	277,471.	5,313,957.	.052216
2010	276,938.	5,288,041.	.052371
2009	269,763.	5,050,630.	.053412
2008	279,721.	5,339,993.	.052382
2007	275,164.	6,260,888.	.043950

2 Total of line 1, column (d)

2 .254331

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 .050866

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 5,386,083.

5 Multiply line 4 by line 3

5 273,968.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,046.

7 Add lines 5 and 6

7 276,014.

8 Enter qualifying distributions from Part XII, line 4

8 410,358.

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.

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

Form 990-PF (2012)

25-1899982

Page 4

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.	1	2,046.
	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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	3	2,046.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	2,046.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,432.
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	4,432.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,386.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	11	0.

Part VII-A Statements Regarding Activities

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?	N/A	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		<input checked="" type="checkbox"/>	
1c	<i>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</i>		<input checked="" type="checkbox"/>	
2	Did the foundation file Form 1120-POL for this year?			
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
(1)	On the foundation. ► \$ 0. (2) On foundation managers ► \$ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			
	<i>If "Yes," attach a detailed description of the activities</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
b	If "Yes," has it filed a tax return on Form 990-T for this year?			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			
	<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
●	By language in the governing instrument, or			
●	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
7	Did the foundation have at least \$5,000 in assets at any time during the year?			
	<i>If "Yes," complete Part II, col. (c), and Part XV.</i>			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►			
PA				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G?</i> If "No," attach explanation			
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>			
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>			

Form 990-PF (2012)

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

Form 990-PF (2012)

25-1899982

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► ST. CLAIR, CPAS Located at ► 101 WEST ELM STREET, SUITE 500, CONSHOHOCKEN, PA	Telephone no. ► 610-862-1998 ZIP+4 ► 19428	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 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 X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes X 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 X 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 X 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	N/A ►	
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 X 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.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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 X 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)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a X	
		4b X	

Form 990-PF (2012)

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

Form 990-PF (2012)

25-1899982

Page 6

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

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?

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

N/A

N/A

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

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?

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

N/A

7b

X

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
AUDREY MERVES 100 GRAYS LANE, APT 302 HAVERTY, PA 19041	TRUSTEE	5.00	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

► 0

Form 990-PF (2012)

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

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

1	NOT APPLICABLE	Expenses
		0.
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

1	NOT APPLICABLE	Amount
		0.
2		
3	NOT APPLICABLE	
		0.
Total. Add lines 1 through 3		► 0.

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

Form 990-PF (2012)

25-1899982 Page 8

Part X | Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 4,963,287.
b	Average of monthly cash balances	1b 504,818.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 5,468,105.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 5,468,105.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 82,022.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 5,386,083.
6	Minimum investment return. Enter 5% of line 5	6 269,304.

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	1 269,304.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,046.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 2,046.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 267,258.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 267,258.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 267,258.

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 410,358.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 410,358.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 2,046.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 408,312.

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.

Form 990-PF (2012)

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

Form 990-PF (2012)

25-1899982 Page 9

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				267,258.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	10,030.			
d From 2010	20,057.			
e From 2011	18,109.			
f Total of lines 3a through e	48,196.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 410,358.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				267,258.
e Remaining amount distributed out of corpus	143,100.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	191,296.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	191,296.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	10,030.			
c Excess from 2010	20,057.			
d Excess from 2011	18,109.			
e Excess from 2012	143,100.			

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

Form 990-PF (2012)

25-1899982 Page 11

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
<i>a Paid during the year</i>				
AMERICASHARE 15 WEST 26TH ST. NEW YORK, NY 10010	NONE	PUBLIC	CHARITABLE	1,500.
CURTIS INSTITUTE OF MUSIC 1726 LOCUST ST. PHILADELPHIA, PA 19103	NONE	PUBLIC	EDUCATIONAL	2,500.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY, NEW YORK, NY 10027	NONE	PUBLIC	CHARITABLE	100,000.
PHILADELPHIA JEWISH ARCHIVES CENTER 1801 N. BROAD ST PHILADELPHIA, PA 19122	NONE	PUBLIC	CHARITABLE	2,500.
ROTHMAN INSTITUTE ORTHOPAEDIC RESEARCH FOUNDATION 925 CHESTNUT STREET, 5TH FLOOR PHILADELPHIA, PA 19107	NONE	PUBLIC	CHARITABLE	25,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 408,008.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14 3.	
4 Dividends and interest from securities				14 192,029.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	211110	-3,214.			
8 Gain or (loss) from sales of assets other than inventory				18 35,756.	
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)		-3,214.		227,788.	0.
13 Total. Add line 12, columns (b), (d), and (e)					224,574.

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

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

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
- (2) Other assets

- b Other transactions:
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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?

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
NOT APPLICABLE		

**Sign
Here**

and belief, it is true, correct, and complete Declaration of prepar

Signature of officer or trustee

Signature of officer or trustee

1

Tit

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes No

Paid Preparer Use Only	Print/Type preparer's name ALAN B GUBERNICK, CPA	Preparer's signature 	Date 9/3/13	Check <input type="checkbox"/> if self-employed	PTIN P00445286
	Firm's name ► ST. CLAIR CPAS, P.C.			Firm's EIN ► 23-2653765	
	Firm's address ► 101 W. ELM STREET, STE 500 CONSHOHOCKEN, PA 19428			Phone no. 610-8621998	

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	600 SHS EXELON CORP	P	02/08/11	11/19/12
b	3,000 SHS HJ HEINZ CO COM	P	10/04/11	06/11/13
c	900 SHS KIMBERLY CLARK CORP COM	P	09/09/10	05/28/13
d	4,500 SHS NYSE EURONEXT	P	VARIOUS	12/10/12
e	50M AT&T INC 2/15/14 8.5%	P	10/15/10	09/14/12
f	50M EDISON MISSION ENERGY 6/15/13 7.5%	P	12/17/09	02/25/13
g	50M RYDER SYSTEM INC 3/1/13 6%	P	01/08/09	03/01/13
h	50M TESORO CORP 11/1/15 6.625%	P	10/29/09	11/01/12
i	50M WISCONSIN ST GEN REV 5/1/13 4.8%	P	09/29/10	05/01/13
j	NORTHWEST AIR - PRINCIPAL PAYMENTS	P	VARIOUS	06/30/13
k	FERRELLGAS - SHORT TERM GAIN	P	01/08/10	12/31/12
l	FERRELLGAS - LONG TERM GAIN	P	01/08/10	12/31/12
m	FERRELLGAS - NET SECTION 1231 TERM GAIN	P	01/08/10	12/31/12
n	500M ISRAEL STATE BONDS 3/1/13 5.6%	P	02/14/03	03/01/13
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 17,670.		25,875.	-8,205.
b 217,500.		155,137.	62,363.
c 92,312.		59,145.	33,167.
d 104,859.		138,665.	-33,806.
e 52,941.		55,678.	-2,737.
f 24,500.		46,937.	-22,437.
g 50,000.		43,515.	6,485.
h 50,552.		46,313.	4,239.
i 50,000.		54,066.	-4,066.
j 7,089.		7,142.	-53.
k 1.			1.
l 75.			75.
m 730.			730.
n 500,000.		500,000.	0.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-8,205.
b			62,363.
c			33,167.
d			-33,806.
e			-2,737.
f			-22,437.
g			6,485.
h			4,239.
i			-4,066.
j			-53.
k			1.
l			75.
m			730.
n			0.
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	35,756.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

LOUIS AND BESSIE STEIN FOUNDATION/
FUND #2

25-1899982

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SAR ACADEMY - SAR HIGH SCHOOL 655 W. 254TH ST NEW YORK, NY 10027	NONE	PUBLIC	CHARITABLE	7,250.
THROUGH FERRELLGAS PARTNERS LP ONE LIBERTY PLAZA LIBERTY, MO 64068	NONE	PUBLIC	CHARITABLE	8.
WALNUT STREET THEATRE 825 WALNUT STREET PHILADELPHIA, PA 19107	NONE	PUBLIC	CHARITABLE	27,500.
TEMPLE UNIVERSITY TASB/1852 N 10TH STREET PHILADELPHIA, PA 19122	NONE	PUBLIC	EDUCATIONAL	150,000.
BRYN MAWR HOSPITAL FOUNDATION 130 SOUTH BRYN MAWR ROAD BRYN MAWR, PA 19010	NONE	PUBLIC	CHARITABLE	40,000.
MAZON 10495 SANTA MONICA BLVD LOS ANGELES, CA 90025	NONE	PUBLIC	CHARITABLE	250.
LIFE'S DOOR 3145 CONEY ISLAND AVENUE BROOKLYN, NY 11235	NONE	PUBLIC	CHARITABLE	1,000.
TEMPLE ADATH ISRAEL 250 NORTH HIGHLAND AVENUE MERION STATION, PA 19066	NONE	PUBLIC	RELIGIOUS	50,500.
Total from continuation sheets				276,508.

LOUIS AND BESSIE STEIN FOUNDATION/ FUND

25-1899982

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

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIV - STOCKS AND MUTUAL FUNDS	108,103.	0.	108,103.
INT - CORPORATE BONDS	83,926.	0.	83,926.
TOTAL TO FM 990-PF, PART I, LN 4	192,029.	0.	192,029.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS - FERRELLGAS	-3,132.	-3,132.	
OTHER NET RENTAL INCOME - FERRELLGAS	574.	574.	
SECTION 743(B) ADDITIONAL LOSS	-656.	-656.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,214.	-3,214.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	375.	0.		375.
TO FM 990-PF, PG 1, LN 16A	375.	0.		375.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,950.	1,975.		1,975.
TO FORM 990-PF, PG 1, LN 16B	3,950.	1,975.		1,975.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	18,040.	18,040.		0.
TO FORM 990-PF, PG 1, LN 16C	18,040.	18,040.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NON-DEDUCTIBLE EXPENSE PARTNERSHIP	16.	0.		0.
TO FORM 990-PF, PG 1, LN 23	16.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,000 SHS ASA LIMITED	35,382.	25,400.
2,000 SHS SPDR GOLD TRUST ETF	182,886.	238,220.
1800 SHS VODAFONE GROUP PLC SPONSORED ADR NEW	43,776.	51,741.
750 SHS ELI LILY & CO	25,940.	36,840.
2,304 SHS FERRELL GAS PROPERTIES LTD PARTNERSHIP	21,128.	49,859.
3,000 SHS ISHARES SILVER TRUST	50,280.	56,910.
800 SHS AIR PRODS & CHEMS INC COM	71,526.	73,256.

LOUIS AND BESSIE STEIN FOUNDATION/ FUND

25-1899982

1,500 SHS AT&T INC.	41,760.	53,100.
2,200 SHS CONOCOPHILLIPS	91,784.	133,100.
1,200 SHS CONSOLIDATED EDISON INC.	64,046.	69,972.
2,200 SHS DUPONT E I DE NEMOURS & CO.	102,241.	115,500.
600 SHS EXELON CORP	0.	0.
3,500 SHS GENERAL ELECTRIC CO	70,595.	81,165.
1,400 SHS GENUINE PARTS CO.	59,836.	109,298.
3,500 SHS GLAXOSMITHKLINE PLC	137,126.	174,895.
6,000 SHS INTEL CORP	107,270.	145,380.
1,500 SHS JP MORGAN CHASE & CO	68,464.	79,185.
1,200 SHS KIMBERLY CLARK CORP	78,861.	116,568.
1,000 SHS KRAFT FOODS INC	32,304.	55,870.
4,300 SHS MERCK & CO INC.	152,630.	199,735.
3,000 SHS MICROSOFT CORP COM	72,614.	103,635.
4,500 SHS NYSE EURONEXT	0.	0.
2,400 ROYAL DUTCH SHELL PLC	136,319.	153,120.
2,000 SHS VERIZON COMMUNICATIONS	61,704.	100,680.
3,500 SHS WASTE MANAGEMENT INC DEL	119,478.	141,155.
2,300 SHS JPMORGAN ALERIAN MLP INDEX	75,601.	107,272.
3,000 SHS KAYNE ANDERSON MLP INVESTMENT COMPANY	77,250.	116,670.
3,000 SHS HEINZ H J CO	0.	0.
500 SHS JOHNSON JOHNSON	31,810.	42,930.
1,000 SHS EATON CORP	47,354.	65,810.
1,000 SHS PEPSICO INC COM	66,585.	81,790.
1,500 SHS SANOFI-AVENTIS ADR	55,715.	77,265.
500 SHS UNITED PARCEL SERVICE INC	39,943.	43,240.
1,000 SHS CANADIAN IMPERIAL BANK	78,218.	70,980.
900 SHS CHEVRON CORP	113,742.	106,506.
3,000 SHS MONDELEZ INTERNATIONAL INC	60,184.	85,590.
1,800 SHS NORFOLK SOUTHERN CORP	111,253.	130,770.
2,200 SHS DARDEN RESTAURANTS INC	106,780.	111,056.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,692,385.	3,404,463.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
500M ISRAEL STATE DOLLAR BOND 5.6% 03/01/13	0.	0.
100,000 ISRAEL STATE DOLLAR BOND 8/1/16 0.0%	100,000.	100,000.
50M CHESAPEAKE ENERGY CORP SENIOR NOTES	42,688.	50,000.
50M RYDER SYSTEM INC MEDIUM TERM NOTES	0.	0.
50M EDISON MISSION ENERGY SR NOTES	0.	0.
50M ROYAL BANK OF SCOTLAND GLOBAL NOTES	45,300.	51,123.
50M TESORO CORP SENIOR NOTES	0.	0.
50M WILMINGTON TRUST CORP SUB NOTES	49,563.	60,812.
100M MONTGOMERY COUNTY PA 9/1/25	106,417.	108,600.
50M NEW HAMPSHIRE ST BAB 6/1/24	49,562.	50,530.
50M WISCONSIN ST GEN REV SER-R 5/1/13	0.	0.
50M AT&T INC 4.85% 2/15/14	0.	0.

LOUIS AND BESSIE STEIN FOUNDATION/ FUND

25-1899982

75M DUPONT EL NEMOUR 1.95% 1/15/16	74,941.	76,903.
75M HOME DEPOT 5.25% 12/16/13	83,441.	76,618.
25M PNC FUNDING CORP 3.625% 2/8/15	26,458.	26,081.
200M AMERIGAS FINANCE LLC	202,750.	204,500.
59.672M NORTHWEST AIR	60,119.	63,551.
50M PENN VIRGINIA RESOURCE	50,000.	52,750.
500M ISRAEL STATE DOLLAR BOND 1.46% 04/01/16	500,000.	496,135.
100M GENERAL ELECTRIC CAP CORP 2/14/33	99,500.	95,115.
 TOTAL TO FORM 990-PF, PART II, LINE 10C	 1,490,739.	 1,512,718.