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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052





**2012**


Open to Public Inspection

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

Name of foundation SOL & ARLENE BRONSTEIN FOUNDATION 2		<b>A Employer identification number</b>  35-6345774	
Number and street (or P O box number if mail is not delivered to street address) C/O OLD NATIONAL BANK PO BOX 207		<b>B Telephone number</b> (see instructions)  (812) 468-0334	
City or town, state, and ZIP code EVANSVILLE, IN 47702		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 6,017,972		<b>J</b> 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	69	69		
	4 Dividends and interest from securities. . . . .	147,181	120,425		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	157,468			
	b Gross sales price for all assets on line 6a _____ 1,533,367				
	7 Capital gain net income (from Part IV , line 2) . . . .		18,509		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	21,773	21,773		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	326,491	160,776		
	13 Compensation of officers, directors, trustees, etc	53,063	26,481		26,482
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	4,699	4,699		
	b Accounting fees (attach schedule) . . . . .	2,215	1,107		1,108
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	861	861		
	18 Taxes (attach schedule) (see instructions)	1,867	1,867		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	3,945	3,945		
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	66,650	38,960		27,590
	25 Contributions, gifts, grants paid . . . . .	342,434			342,434
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	409,084	38,960		370,024
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-82,593			
	b <b>Net investment income</b> (if negative, enter -0-)		121,816		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	291,454		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____	588,990		
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	1,906,524	 1,619,015	1,987,176
	c	Investments—corporate bonds (attach schedule). . . . .	1,573,932	 1,573,932	1,675,164
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	1,202,748	 1,629,599	1,696,288
	14	Land, buildings, and equipment basis ▶ _____ 659,344 Less accumulated depreciation (attach schedule) ▶ _____		 659,344	659,344
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,563,648	5,481,890	6,017,972	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,563,648	5,481,890	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	5,563,648	5,481,890	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	5,563,648	5,481,890	

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 5,563,648
2	Enter amount from Part I, line 27a . . . . .	2 -82,593
3	Other increases not included in line 2 (itemize) ▶ _____ 	3 835
4	Add lines 1, 2, and 3 . . . . .	4 5,481,890
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 5,481,890

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
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	18,509
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	

Part V

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	310,176	5,776,557	0 053696
2010	289,248	5,506,708	0 052526
2009	328,449	5,072,747	0 064748
2008	331,553	6,092,675	0 054418
2007	32,302	6,804,365	0 004747
2 Total of line 1, column (d). . . . .			
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 . . . . .			
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .			
5 Multiply line 4 by line 3. . . . .			
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .			
7 Add lines 5 and 6. . . . .			
8 Enter qualifying distributions from Part XII, line 4. . . . .			
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	1,218
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2. . . . .		3	1,218
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,218
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	91	
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	91
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	24
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	1,151
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	Refunded	11	

Part VII-AStatements 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? . . . . .		Yes	No
		1a		No
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)? . . . . .			No
	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		No
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		No
	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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	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 <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul>	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)  IN _____			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ NONE				
14	The books are in care of ▶ OLD NATIONAL BANK Telephone no ▶ (812) 464-1399 Located at ▶ PO BOX 207 EVANSVILLE IN ZIP +4 ▶ 47702			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here . . . . . ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)? . . . . .	1b		
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>			
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		
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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <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		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.		<input checked="" 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?		6b No		
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?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
OLD NATIONAL BANK PO BOX 207 EVANSVILLE, IN 47702	TRUSTEE 4 00	37,882	0	0
WAYNE S TROCKMAN PO BOX 207 EVANSVILLE, IN 47702	CO-FIDUCIARY 2 00	15,181	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.				

## Part VIII

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

## Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
<b>1</b>		
<b>2</b>		
<b>3</b>		
<b>4</b>		

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3. . . . . 



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	2,627,899
b	Average of monthly cash balances. . . . .	1b	0
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	2,627,899
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	2,627,899
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	39,418
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,588,481
6	Minimum investment return. Enter 5% of line 5. . . . .	6	129,424

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	129,424
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	1,218
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,218
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	128,206
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	128,206
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	128,206

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	370,024
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	370,024
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	1,218
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	368,806
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				128,206
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			141,801	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .				
e From 2011. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 370,024				
a Applied to 2011, but not more than line 2a			141,801	
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. . . . .				128,206
e Remaining amount distributed out of corpus	100,017			
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	100,017			
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). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	100,017			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .	100,017			

Part XIVPrivate 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 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.	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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	69	
<b>4</b>	Dividends and interest from securities. . . .			14	147,181	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .			15	17,716	
<b>8</b>	Gain or (loss) from sales of assets other than inventory			1	138,959	18,509
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> MISCELLANEOUS			1		
	<b>b</b> CLASS ACTION SUITS			1		
	<b>c</b> RETURN CAPITAL			1		
	<b>d</b> SECURITIES LITIGATION			1	4,057	
	<b>e</b> DONATION			1		
<b>12</b>	Subtotal. Add columns (b), (d), and (e). .				307,982	18,509
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .				<b>13</b> 307,982	<b>18,509</b>

[illegible]

<b>1</b>	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?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of			
	<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
	<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b>	Other transactions			
	<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
	<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
	<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
	<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
	<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
	<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2013-02-05	*****
	Signature of officer or trustee	Date	Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	LAWRENCE D BITTER CPA	LAWRENCE D BITTER CPA	2013-02-23		
	Firm's name <input type="checkbox"/>	BROWN SMITH & SETTLE LLC CPA'S		Firm's EIN <input type="checkbox"/>	
		777 OAK HILL ROAD			
	Firm's address <input type="checkbox"/>	EVANSVILLE, IN 47711		Phone no (812) 424-3388	

**TY 2012 Accounting Fees Schedule**

**Name:** SOL & ARLENE BRONSTEIN  
FOUNDATION 2

**EIN:** 35-6345774

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROWN, SMITH & SETTLE	2,215	1,107		1,108

TY 2012 Compensation Explanation

**Name:** SOL & ARLENE BRONSTEIN  
FOUNDATION 2  
**EIN:** 35-6345774

Person Name	Explanation
OLD NATIONAL BANK	
WAYNE S TROCKMAN	



Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

**Name:** SOL & ARLENE BRONSTEIN  
FOUNDATION 2

**EIN:** 35-6345774

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PUBLICLY TRADED SECURITIES	2012-01	PURCHASE	2012-06	OPEN MARKET	613,857	597,960			15,897	
PUBLICLY TRADED SECURITIES	2011-06	PURCHASE	2012-06	OPEN MARKET	901,001	777,939			123,062	

TY 2012 Investments Corporate  
Bonds Schedule

Name: SOL & ARLENE BRONSTEIN  
FOUNDATION 2  
EIN: 35-6345774

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALLEN CNTY IND 6.3%	76,031	80,612
AMERICAN EXPRESS 5.875%	25,000	25,451
AMGEN 6.15%	50,563	60,745
BARCLAYS SR NT 5.00%	25,450	28,022
CARGILL 5.2%	100,950	100,258
CARMEL IND REDEV	50,000	50,067
CITIGROUP INC 6.5%	25,213	25,865
ELKHART IND PK DIST 5.9%	50,000	56,110
FIFTH THIRD BANCORP 5.45%	47,313	56,021
FT WAYNE IN 5.65%	54,210	65,500
GENERAL ELEC CAP CORP 5.0%		
GENERAL ELEC CAP CORP 6.1%	150,000	148,800
GLAXOSMITHKLINE 5.65%	22,225	30,451
GOLDMAN SACHS 5.3%		
HAMMOND IN 5.52%	50,000	50,193
HARTFORD LIFE INS 4.75%		
IBM INTL 5.05%		
INDEPENDENCE HILL 7.00%	52,174	54,789
ING GROEP 6.125%	11,834	17,932
ING GROEP NV 7.2% SERIES	50,000	50,160
JP MORGAN CHASE 5.25%	81,178	92,466
LAWRENCE IND 7.125%	51,835	54,976
LILLY ELI 4.5%	24,450	28,649
MBIA INC NOTE 6.4%	26,313	18,375
MCDONALDS CORP 4.3%	101,650	100,628
MERCK 4.75%	23,100	27,252
MERRILL LYNCH 5.45%	24,250	25,108
METROPOLITAN LIFE 5.125%	36,015	37,208
MORGAN STANLEY CAP 6.25%	192,300	189,924
NEW YORK LIFE 4.65%	25,220	25,350

Name of Bond	End of Year Book Value	End of Year Fair Market Value
OLD NATIONAL 5.00%		
SIMON PPTY GROUP 5.75%		
SOUTH KNOX IN SCHOOL 4.625% DUE 10		
SOUTHWEST BANK 5.15%		
TELL CITY IN 5.25%		
VERIZON VA 4.625% 03/13		
VIGO CNTY IN 5.3%	48,100	53,676
WALGREEN CO 4.875%	34,895	35,863
WELLS FARGO 4.75%	24,598	26,851
WELLS FARGO 5.62%	22,975	29,818
ZIONSVILLE IN ZERO COUPON	16,090	28,044

TY 2012 Investments Corporate  
Stock Schedule

**Name:** SOL & ARLENE BRONSTEIN  
FOUNDATION 2  
**EIN:** 35-6345774

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABB LTD		
ABBOTT LABORATORIES INC	56,941	65,959
ACERGY		
ACTIVISION BLIZZARD		
ADOBE SYS INC		
AERCAP HOLDINGS		
AFLAC INC		
AGRIUM INC		
ALBEMARLE CORP	23,023	29,321
ALCOA		
ALLERGAN INC COM	41,832	41,095
ALLIED WORLD		
AMAZON		
AMERCIA MOVIL		
AMERICAN INTL. GROUP		
APACHE CORP		
APPLE INC	26,993	110,160
ARCELORMITTAL		
ARCH CAP GROUP		
ASSURED GUARANTY LTD		
ASTRAZENECA PLC		
AUTOLIV INC		
BAE SYS PLC		
BAKER HUGHES		
BANCO BRASIL		
BANCO CHILE		
BANCOLOMBIA		
BANK OF AMERICA		
BANK OF NEW YORK MELLON		
BASF SE SPONSORED		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BAXTER INTERNATIONAL		
BAYER AG		
BG GROUP PLC		
BHP BILLIITON		
CELESTICA INC		
CENOVUS ENERGY		
CHECKPOINT SOFTWARE		
CHEVRON	40,548	42,175
CHICAGO BRIDGE & IRON		
CHINA MOBILE		
CHURCH & DWIGHT	32,601	40,231
CISCO		
CITIGROUP INC	27,031	34,299
CLOROX CO		
CNINSURE INC		
CNOOC LTD		
COCA COLA CO		
COGNIZANT TECH SOLUTIONS		
COMPANHIA BRASILEIRA		
COMPANHIA DE BEBIDAS		
COMPANHIA PARANAENSE		
COSTCO WHSL	33,119	38,998
CREDIT SUISSE		
CUMMINS		
DANAHER CORP	37,640	70,937
DBS GROUP		
DEERE & CO	45,227	50,124
DIRECTV	64,525	69,823
DRIEHAUS EMERGING MKTS	137,230	147,157
DU PONT		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
E M C	50,248	54,117
ELBIT SYS LTD		
EMERSON ELEC	41,406	46,340
ENCANA CORP		
ENDURANCE SPECIALTY		
ENERSIS		
ENI S P A		
ETABLISSEMENTS DELHAIZE		
EXELON CORP		
EXXON MOBIL	68,890	81,270
FIRST SOLAR INC		
FLEXTRONICS		
FOMENTO ECONOMICO MEXICANO		
FRANCE TELECOM		
FRANKLIN RES	23,768	26,523
FUQI INTERNATIONAL		
GENERAL ELECTRIC		
GERDAU S A		
GILDAN ACTIVEWEAR		
GILEAD SCIENCES		
GOLDMAN SACHS	28,907	35,717
GOOGLE		
GRAINGER W W		
GROUPE CGI		
HALLIBURTON		
HERBALIFE		
HOME INNS		
HUMANA INC	33,188	28,687
IBM	68,461	71,257
INTEL		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERCONTINENTAL HTLS		
JOY GLOBAL		
JP MORGAN CHASE	51,786	59,666
KELLOGG		
KONINKLIJKE PHILIPS		
LG DISPLAY		
MCDONALDS	27,620	46,928
MERCK		
METLIFE	46,997	45,358
MICROCHIP TECHNOLOGY		
MICROCHIP TECHNOLOGY		
MILLICOM INTL		
MOSAIC CORP		
NATIONAL BK GREECE		
NESTLE S A		
NET SERVICOS		
NIPPON TELEG & TEL		
NISSAN		
NOBLE CORP	29,690	33,167
NTT DOCMO INC		
OPEN TEXT CORP		
ORACLE CORP	48,913	68,539
PARTNER COMMUNICATIONS		
PATNI COMMUNICATIONS		
PEPSICO, INC.		
PERRIGO CO	25,024	24,759
PETROLEO BRASILEIRO		
PRAXAIR INC	51,993	55,163
PROCTOR & GAMBLE		
PRUDENTIAL FINL		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QUALCOMM INC	57,555	66,252
QUANTA SVCS INC	28,426	37,633
RESEARCH IN MOTION		
RIO TINTO		
ROCHE HLDG		
ROYAL DUTCH SHELL		
SCHLUMBERGER LTD	19,519	33,748
SHANDA INTERACTIVE		
SIEMENS		
SIGNET JEWELERS		
SOHU COM		
SPECTRA ENERGY CORP		
STATOIL ASA		
STERICYCLE INC	30,897	33,208
SUNCOR ENERGY		
SXC HEALTH SOLUTIONS		
SYNGENTA		
TAILSMAN ENERGY		
TARGET CORP	47,695	52,898
TECK RESOURCES		
TELEFONICA S A		
TELENOR ASA		
TEVA PHARMACEUTICAL INDS		
THERMO FISHER SCIENTIFIC	48,847	58,295
THREE M		
TJX CO	25,576	36,167
TNT N V		
TOTAL SA		
TRANSOCEAN		
TRINA SOLAR		



Name of Stock	End of Year Book Value	End of Year Fair Market Value
TURKCELL ILETISIM		
UNITED TECHNOLOGIES		
VECTREN CORP		
VISA INC	51,950	83,672
WAL-MART STORES	51,232	57,108
WALGREENS	45,339	49,926
WELLS FARGO & CO	48,378	60,499
WESTERN UNION		
WILLIS GROUP		
YANZHOU COAL		

TY 2012 Investments - Other Schedule

**Name:** SOL & ARLENE BRONSTEIN  
FOUNDATION 2  
**EIN:** 35-6345774

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SELECT SECTOR SPDR	AT COST		
VANGUARD INTL EQUITY	AT COST		
BARCLAYS PLC INDEX	AT COST		
BARCLAYS BK IPATH INDL	AT COST	46,861	45,296
COLUMBIA ACORN TR	AT COST		
COVIDIEN LTD	AT COST		
DWS DREMAN SMALL CAP FD	AT COST		
EAGLE SMALL CAP	AT COST	61,228	60,991
FEDERATED CLOVER SMALL VALUE	AT COST	57,773	57,088
GOLDMAN SACHS TREAS	AT COST	788,156	788,156
GOLDMAN SACHS MID CAP VALUE	AT COST	225,937	257,781
GOLDMAN SACHS GROWTH	AT COST	154,682	162,574
LINCOLN NATL CAP PFD	AT COST		
MORGAN STANLEY CAP TR IV 6.25%	AT COST		
OIL LEASES	AT COST	31	31
ONB CAP TR 11	AT COST		
PIMCO EMERGING BOND	AT COST		
PREFERRED PLUS TR 6.05%	AT COST		
ROYCE VALUE PLUS FD	AT COST		
ROYCE PENNSYLVANIA MUT	AT COST		
SELECT SECTOR SPDR HLTH	AT COST		
SELECT SECTOR SPDR CONSUMER	AT COST	26,845	27,606
SELECT SECTOR SPDR CONS DISC	AT COST	21,131	24,811
SELECT SECTOR SPDR UTIL	AT COST	26,900	25,806
THORNBURG INTL VALUE	AT COST	131,994	144,619
VANGUARD REIT ETF	AT COST	88,061	101,529

TY 2012 Land, Etc. Schedule

**Name:** SOL & ARLENE BRONSTEIN  
FOUNDATION 2  
**EIN:** 35-6345774

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
SOLARBRON EPWORTH LAND	659,344		659,344	659,344

# TY 2012 Legal Fees Schedule

**Name:** SOL & ARLENE BRONSTEIN

FOUNDATION 2

**EIN:** 35-6345774

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BARNES & THORNBURG LLP	4,699	4,699		

## TY 2012 Other Expenses Schedule

**Name:** SOL & ARLENE BRONSTEIN

FOUNDATION 2

**EIN:** 35-6345774

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADR FEES				
CLASS ACTION FEES				
LEASE OPERATING EXPENSES	3,696	3,696		
MISCELLANEOUS	39	39		
FOREIGN CONVERSION EXPENSE				
ACCRUED INTEREST PAID				
MINERAL MGMT FEE	210	210		

**TY 2012 Other Income Schedule**

**Name:** SOL & ARLENE BRONSTEIN  
FOUNDATION 2

**EIN:** 35-6345774

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL ROYALTY INCOME	13,320	13,320	
OIL INCOME	4,396	4,396	
SECURITIES LITIGATION	4,057	4,057	

TY 2012 Other Increases Schedule

**Name:** SOL & ARLENE BRONSTEIN  
FOUNDATION 2  
**EIN:** 35-6345774

Description	Amount
ITEMS ASSIGNED PREVIOUS/SUBSEQUENT YEAR	835

**TY 2012 Other Notes/Loans**  
**Receivable Short Schedule**

**Name:** SOL & ARLENE BRONSTEIN  
FOUNDATION 2  
**EIN:** 35-6345774

Name of 501(c)(3) Organization	Balance Due
NOTE BRIDGE LOAN	



**TY 2012 Taxes Schedule**

**Name:** SOL & ARLENE BRONSTEIN  
FOUNDATION 2

**EIN:** 35-6345774

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD				
REAL ESTATE TAXES	740	740		
FEDERAL ESTIMATED PAYMENTS				
SEVERANCE TAX	1,127	1,127		