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 07/01 **, 2012, and ending** 06/30, 20 13

Name of foundation THE SOLOMON & SYLVIA BRONSTEIN FDN
1840-00-4/4

A Employer identification number 22-2656339

Number and street (or P O box number if mail is not delivered to street address) GLENMEDE TRUST CO., N.A., 1650 MARKET ST.,

Room/suite 1200

B Telephone number (see instructions) 215- 419-6000

City or town, state, and ZIP code PHILADELPHIA, PA 19103-7391

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,755,576.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments			N/A	
	4	Dividends and interest from securities	169,235.	169,235.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	161,381.			
	b	Gross sales price for all assets on line 6a 1,219,934.				
	7	Capital gain net income (from Part IV, line 2)		161,381.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-2,217.	-2,217.		STMT 1
	12	**Total** Add lines 1 through 11	328,399.	328,399.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	10,000.	5,000.	NONE	5,000.
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	46,606.	46,606.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,014.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT. 2	1,719.	860.		859.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	60,339.	52,466.	NONE	5,859.
	25	Contributions, gifts, grants paid	250,000.			250,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	310,339.	52,466.	NONE	255,859.
	27	*Subtract line 26 from line 12:*				
	a	**Excess of revenue over expenses and disbursements**	18,060.			
	b	**Net investment income** (if negative, enter -0-)		275,933.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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	3.		
	2	Savings and temporary cash investments	603,234.	14,263.	14,263.
	3	Accounts receivable ►CASH			
		Less: allowance for doubtful accounts ►	2,500.		
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	4,312,463.	4,921,995.	5,741,313.
	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)	4,918,200.	4,936,258.	5,755,576.
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)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ► ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☒			
	27	Capital stock, trust principal, or current funds	4,918,200.	4,936,258.	
	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)	4,918,200.	4,936,258.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,918,200.	4,936,258.	

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	4,918,200.
2	Enter amount from Part I, line 27a	2	18,060.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,936,260.
5	Decreases not included in line 2 (itemize) ►ROUNDING	5	2.
6	*Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30*	6	4,936,258.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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	1,219,934.		1,058,553.	161,381.
b				
c				
d				
e				

	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				161,381.
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 } 2 161,381.

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 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	246,502.	5,503,494.	0.044790
2010	263,359.	5,676,227.	0.046397
2009	333,360.	5,381,349.	0.061947
2008	330,860.	5,217,039.	0.063419
2007	445,382.	6,643,608.	0.067039

2	**Total** of line 1, column (d)	2	0.283592
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	0.056718
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,754,499.
5	Multiply line 4 by line 3	5	326,384.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,759.
7	Add lines 5 and 6	7	329,143.
8	Enter qualifying distributions from Part XII, line 4	8	255,859.

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

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

1a	*Exempt operating foundations described in section 4940(d)(2), check here* ▶ ☐ *and enter "N/A" on line 1* . . . Date of ruling or determination letter ________________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	5,519.
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	5,519.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,519.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,000.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,519.
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** ▶ NONE **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ -0- (2) On foundation managers ▶ $ -0-			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ -0-			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/	A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 3 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	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. ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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? N/A ☐ Yes ☐ No

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

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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
SEE SCHEDULE ATTACHED		-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		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
1 SEE SCHEDULE ATTACHED	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,565,615.
b	Average of monthly cash balances	1b	276,516.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,842,131.
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	NONE
3	Subtract line 2 from line 1d	3	5,842,131.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,632.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,754,499.
6	**Minimum investment return.** Enter 5% of line 5	6	287,725.

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	287,725.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,519.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,519.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	282,206.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	282,206.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	282,206.

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	255,859.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	255,859.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	255,859.

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					282,206.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20____,20____, 20____			NONE		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	74,777.				
b	From 2008	330,860.				
c	From 2009	333,360.				
d	From 2010	263,359.				
e	From 2011	246,502.				
f	**Total** of lines 3a through e		1,248,858.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 255,859.					
a	Applied to 2011, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		255,859.			
d	Applied to 2012 distributable amount					NONE
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		282,206.			282,206.
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,222,511.			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,222,511.			
10	Analysis of line 9:					
a	Excess from 2008	123,431.				
b	Excess from 2009	333,360.				
c	Excess from 2010	263,359.				
d	Excess from 2011	246,502.				
e	Excess from 2012	255,859.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED				250,000.
Total . . . . ▶ 3a				250,000.
b *Approved for future payment*				
N/A				
Total . . . . ▶ 3b				-0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	169,235.	
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			14	-2,217.	
8 Gain or (loss) from sales of assets other than inventory			18	161,381.	
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)				328,399.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 328,399.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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
N/A		

Sign Here

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

▶ Signature of officer or trustee

7/30/13 Date

▶ Trustee Title

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

Paid Preparer Use Only

Print/Type preparer's name: FRANCIS X. MEHAFFEY

Preparer's signature: Francis X Mehaffey

Date: 7/23/13

Check ☐ if self-employed

PTIN: P01072411

Firm's name ▶ THE GLENMEDE TRUST COMPANY, N.A.

Firm's EIN ▶ 32-0274136

Firm's address ▶ 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

Phone no 215-419-6000

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
ACCOUNT #1840-00-4/4
E.I.N. 22-2656339
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 1 FORM 990-PF
PART I ANALYSIS OF REVENUE, EXPENSES AND CONTRIBUTIONS

		COLUMN A	COLUMN B	COLUMN D
REVENUE:				
LINE 4	DIVIDENDS AND INTEREST FROM SECURITIES - DIVIDENDS & INTEREST	169,235	169,235	
LINE 11	OTHER INCOME - PARTNERSHIP INCOME PER K-1	-2,217	-2,217	
EXPENSES:				
LINE 16a	LEGAL FEES - BLANK ROME COMISKY & MCCAULEY, LLP	10,000	5,000	5,000
LINE 16c	OTHER PROFESSIONAL FEE - THE GLENMEDE TRUST COMPANY, N A. INVESTMENT MANAGEMENT FEE	46,606	46,606	0
LINE 18	TAXES - EXCISE TAX PAYMENTS	2,014	0	0
LINE 23	OTHER EXPENSES - CHUBB & SON - OFFICER & DIRECTOR LIABILITY INSURANCE	1,719	860	859

STATEMENT 1 AND 2

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/13
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
14263	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GTGXX)		1.00	14,263	1.00	14,263		0	0.00 *
1+	Cash		0.00	0	1.00	0		0	0 00
Cash & Reserves Total				14,263		14,263		0	0.00
Fixed Income									
U S Government Obligations									
50000	US TREASURY N/B DTD 2/15/2005 4% 2/15/2015 (912828DM9)	Aaa	1.10	55,057	105.99	52,996	2,061-	2,000	3.77
60000	US TREASURY N/B DTD 11/30/2010 1.375% 11/30/2015 (912828PJ3)	Aaa	1.03	61,868	102.13	61,275	593-	825	1.35
50000	US TREASURY N/B DTD 2/15/2008 3.5% 2/15/2018 (912828HR4)	Aaa	1.09	54,346	110.04	55,020	674	1,750	3.18
	Total			171,271		169,291	1,980-	4,575	2.70
U S Government Agencies									
40000	FHLMC DTD 7/16/2004 5% 7/15/2014 (3134A4UU6)	Aaa	1.12	44,965	104.94	41,975	2,990-	2,000	4.76
40000	FHLMC DTD 4/13/2006 5.25% 4/18/2016 (3137EAAD1)	Aaa	1.13	45,158	112 57	45,027	130-	2,100	4.66

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/13
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
80000	FHLB DTD 5/3/2006 5.375% 5/18/2016 (3133XFJF4)	Aaa	1.19	94,850	113.17	90,538	4,313-	4,300	4.75
50000	FHLB DTD 10/19/2007 5% 11/17/2017 (3133XMQ87)	Aaa	1.22	60,769	114.81	57,404	3,365-	2,500	4.36
50000	FHLMC DTD 6/13/2008 4.875% 6/13/2018 (3137EABP3)	Aaa	1.17	58,251	115.33	57,667	584-	2,438	4.23
	Total			303,993		292,611	11,382-	13,338	4.56
Corporate Bonds - Industrial									
50000	BOTTLING GROUP LLC DTD 3/30/2006 5.5% 4/1/2016 (10138MAG0)	A1	1.10	54,844	111.56	55,780	936	2,750	4.93
50000	STANFORD UNIVERSITY DTD 4/29/2009 4.25% 5/1/2016 (854403AB8)	Aaa	1.01	50,269	109.00	54,498	4,230	2,125	3.90
50000	WAL-MART STORES INC DTD 8/24/2007 5 8% 2/15/2018 (931142CJ0)	Aa2	1.17	58,643	117.15	58,573	70-	2,900	4.95
50000	JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/15/2018 (478160AU8)	Aaa	1.12	55,993	115.72	57,862	1,870	2,575	4.45
45000	CATERPILLAR INC DTD 12/5/2008 7.9% 12/15/2018 (149123BQ3)	A2	1.30	58,705	128.99	58,045	661-	3,555	6 12 #

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/13
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
45000	IBM CORP DTD 11/1/1989 8.375% 11/1/2019 (459200AG6)	Aa3	1.36	61,414	133.96	60,280	1,134-	3,769	6.25	#
65000	COCA COLA CO DTD 8/10/2011 3.3% 9/1/2021 (191216AV2)	Aa3	1.11	71,910	102.24	66,456	5,454-	2,145	3.23	
	Total			411,778		411,494	284-	19,819	4.82	
Corporate Bonds - Finance										
50000	JPMORGAN CHASE & CO DTD 10/4/2005 5.15% 10/1/2015 (46625HDF4)	A3	1.08	53,891	108.04	54,021	130	2,575	4 77	
50000	TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2% 9/15/2016 (89233P5E2)	Aa3	0.99	49,650	102.02	51,008	1,358	1,000	1.96	
60000	GENERAL ELEC CAP CORP DTD 9/24/2007 5.625% 9/15/2017 (36962G3H5)	A1	1 11	66,729	113.27	67,960	1,231	3,375	4.97	#
50000	HONEYWELL INTERNATIONAL DTD 2/29/2008 5 3% 3/1/2018 (438516AX4)	A2	1.18	58,756	113.93	56,966	1,790-	2,650	4.65	
45000	ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018 (68389XAC9)	A1	1.16	52,095	116.36	52,363	268	2,588	4.94	
65000	JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2021 (24422ERE1)	A2	1.12	72,476	105 88	68,819	3,657-	2,535	3 68	#

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/13
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			353,597		351,137	2,459-	14,723	4.19	
Corporate Bonds - Foreign										
50000	ISRAEL ST 7TH JUBILEE 14 DTD 6/14/2012 0.7% 6/1/2014 (46513HS55)		1.00	50,000	99.43	49,716	284-	350	0.70	
50000	QUEBEC PROVINCE DTD 3/1/2006 5% 3/1/2016 (748148RR6)	Aa2	1.03	51,721	110.78	55,390	3,669	2,500	4.51	
	Total			101,721		105,106	3,385	2,850	2.71	
Other Taxable Bond Mutual Funds										
18605+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		13.68	254,593	12 91	240,197	14,396-	13,917	5.79	#
14491+	BLACKROCK FLOATING RATE INCOME DTD 10/1/2012 (BFRIX)		10.37	150,274	10.38	150,418	144	7,130	4 74	#
15242+	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012 (TIHYX)		9.87	150,465	10.18	155,167	4,701	8,856	5 71	#
	Total			555,332		545,782	9,551-	29,903	5 48	
Taxable Municipal Bonds										

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/13
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
50000	NEW JERSEY ST EDL FACS AUTH DTD 1/14/2010 5.333% 7/1/2017 (646065A69)	A2	1.00	50,000	109.35	54,676	4,676	2,667	4.88
	Total			50,000		54,676	4,676	2,667	4.88
Fixed Income Total				1,947,692		1,930,097	17,595-	87,875	4.55
Equities									
Basic Industries									
500	3M CO (MMM)		68.35	34,175	109 35	54,675	20,500	1,270	2.32
500	PARKER-HANNIFIN CORP. (PH)		70 82	35,410	95.40	47,700	12,290	900	1.89
600	UNITED TECHNOLOGIES CORP. (UTX)		34.70	20,817	92.94	55,764	34,947	1,284	2.30
	Total			90,402		158,139	67,737	3,454	2.18
Communication Services									
900	AT&T INC (T)		25.10	22,591	35.40	31,860	9,269	1,620	5.08
	Total			22,591		31,860	9,269	1,620	5.08
Consumer Discretionary									
400	ADVANCE AUTO PARTS (AAP)		69.01	27,604	81 17	32,468	4,864	96	0.30
200	BED BATH & BEYOND INC (BBBY)		67 32	13,464	70.95	14,190	726	0	0.00
700	HOME DEPOT INC. (HD)		32.20	22,540	77.47	54,229	31,689	1,092	2.01
700	TARGET CORP (TGT)		30.26	21,182	68.86	48,202	27,020	1,204	2 50 #

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/13
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
500	YUM BRANDS INC (YUM)		30.04	15,022	69.34	34,670	19,648	670	1.93	
	Total			99,812		183,759	83,947	3,062	1.67	
Consumer Staples										
800	COLGATE PALMOLIVE CO. (CL)		24.62	19,699	57.29	45,832	26,133	1,088	2.37	
600	PEPSICO INC. (PEP)		39.54	23,726	81.79	49,074	25,348	1,362	2.78	#
700	PROCTER & GAMBLE CO (PG)		35.72	25,006	76 99	53,893	28,887	1,684	3 13	
	Total			68,431		148,799	80,368	4,134	2.78	
Energy										
500	CHEVRON CORP (CVX)		42.33	21,165	118.34	59,170	38,005	2,000	3.38	
600	EXXON MOBIL CORPORATION (XOM)		34.53	20,716	90.35	54,210	33,494	1,512	2.79	#
400	NATIONAL OILWELL VARCO INC (NOV)		66.04	26,416	68.90	27,560	1,144	416	1.51	
800	SCHLUMBERGER LTD. (SLB)		54.66	43,728	71 66	57,328	13,600	1,000	1.74	#
	Total			112,025		198,268	86,243	4,928	2.49	
Financials										
700	AMERICAN EXPRESS CO (AXP)		37.21	26,046	74.76	52,332	26,286	644	1.23	
100	BLACKROCK INC (BLK)		190.01	19,001	256 85	25,685	6,684	672	2.62	
350	FRANKLIN RESOURCES INC. (BEN)		84.01	29,402	136.02	47,607	18,205	406	0.85	#
1200	US BANCORP (USB)		24.82	29,783	36.15	43,380	13,597	1,104	2.54	#
800	WELLS FARGO CO (WFC)		37.66	30,128	41 27	33,016	2,888	960	2.91	
	Total			134,360		202,020	67,661	3,786	1.87	

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/13
'1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
Health Care										
700	ABBOTT LABORATORIES (ABT)		20.31	14,216	34.88	24,416	10,201	392	1.61	
700	ABBVIE INC COM (ABBV)		22.02	15,416	41.34	28,938	13,523	1,120	3.87	
200	ALLERGAN INC (AGN)		91 52	18,303	84.24	16,848	1,455-	40	0.24	
900	BAXTER INTL. INC. (BAX)		49.80	44,820	69.27	62,343	17,523	1,764	2.83	
600	JOHNSON & JOHNSON (JNJ)		50.59	30,356	85.86	51,516	21,160	1,584	3.07	#
600	MEDTRONIC INC. (MDT)		47.10	28,260	51.47	30,882	2,622	672	2.18	
	Total			151,371		214,943	63,573	5,572	2.59	
Technology										
100	APPLE INC. (AAPL)		82 14	8,214	396.53	39,653	31,439	1,220	3.08	
800	AVAGO TECHNOLOGIES LTD (AVGO)		34.06	27,250	37.38	29,904	2,654	672	2.25	
300	INTERNATIONAL BUSINESS MACHINES CORP. (IBM)		96.32	28,895	191.11	57,333	28,438	1,140	1.99	#
700	MICROCHIP TECHNOLOGY INC (MCHP)		38 40	26,880	37.25	26,075	805-	990	3.80	
1500	MICROSOFT CORP. (MSFT)		28.41	42,615	34.55	51,818	9,203	1,380	2.66	#
1400	ORACLE CORP (ORCL)		21.41	29,974	30.71	42,994	13,020	672	1.56	
850	QUALCOMM CORP. (QCOM)		56.00	47,599	61.09	51,927	4,328	1,190	2.29	#
	Total			211,427		299,704	88,277	7,264	2.42	
Utilities										
800	EXELON CORPORATION (EXC)		44.39	35,512	30.88	24,704	10,808-	992	4.02	
	Total			35,512		24,704	10,808-	992	4.02	
U S Mutual Funds										

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/13
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
2614+	BUFFALO SMALL CAP FUND (BUFSX)		26.54	69,383	33.60	87,840	18,458	0	0.00	#
5882+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCSX)		17.16	100,935	22.31	131,230	30,295	894	0.68	#
26110+	GLENMEDE FUND INC-LARGE CAP 100 PORT (GTLOX)		13.40	350,000	16.68	435,510	85,510	4,700	1 08	#
15876+	GLENMEDE FUND INC-LARGE CAP GROWTH PORT (GTLLX)		14.17	225,000	17.47	277,347	52,347	1,508	0.54	#
2652+	VANGUARD SMALL CAP INDEX FD SIGNAL SHS (VSISX)		33.93	90,000	40 49	107,393	17,393	1,719	1.60	#
	Total			835,318		1,039,320	204,002	8,821	0.85	
International Mutual Funds										
8591+	DUPONT CAPITAL EMG MKTS -I (DCMEX)		8.73	75,000	8.35	71,735	3,265-	739	1.03	
3526+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		20.72	73,048	24.00	84,618	11,570	712	0.84	#
6530+	THORNBURG INTL VALUE FD-I (TGVIX)		26.82	175,118	28.08	183,366	8,248	2,501	1.36	#
8351+	TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX)		21.10	176,202	24.94	208,265	32,063	2,923	1.40	#
8523+	WILLIAM BLAIR INTL GROWTH-I (BIGIX)		18.08	154,074	23 43	199,704	45,630	6,256	3.13	#
	Total			653,442		747,688	94,246	13,131	1.76	
Equities Total				2,414,691		3,249,204	834,514	56,764	1.75	
Other										

COMBINED STATEMENT OF ASSETS
SOLOMON & SYLVIA BRONSTEIN FDN IA
06/30/13
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Alternative Assets									
24754+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		11.11	275,000	10.22	252,989	22,011-	15,521	6.14 #
5720+	THIRD AVENUE REAL ESTATE VAL (TAREX)		20.30	116,143	26.90	153,873	37,729	5,114	3.32 #
2900	UNITED STATES COMMODITY INDEX (USCI)		64 11	185,930	53.50	155,150	30,780-	0	0.00 #
	Total			577,073		562,012	15,061-	20,635	3 67
Other Total				577,073		562,012	15,061-	20,635	3.67
Grand Total				4,953,719		5,755,576	801,858	165,274	2.87

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
\# INDICATES MULTIPLE TAX LOTS
\+ FRACTIONAL SHARE EXISTS

COMBINED STATEMENT OF ASSETS
THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
6/30/2013
1840-00-4/4

Shares/Par	Description of Assets	Bond Rtg	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income
Grand Total From Page 9			4,953,719		5,755,576	801,857	165,274
ADJUSTMENTS:							
Other							
Alternative Assets Adjustments to page 9							
	UNITED STATES COMMODITY INDEX ADJUSTMENT TO BASIS PER K-1		(17,461)	-	-	17,461	
	Total		(17,461)		-	17,461	-
Other Total			(17,461)		-	17,461	-
Adjusted Grand Total			4,936,258		5,755,576	819,318	165,274

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: THE GLENMEDE TRUST COMPANY, N.A.

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

STATEMENT 3

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
ACCOUNT #1840-00-4/4
E.I.N. 22-2656339
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 6

PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCT
1. GERALD BROKER C/O THE GLENMEDE TRUST COMPANY, N A. 1650 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE	AS NEEDED	-0-	-0-	-0-
2 BERNARD GLASSMAN C/O THE GLENMEDE TRUST COMPANY, N A 1650 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE	AS NEEDED	-0-	-0-	-0-
3. JOSHUA BROKER C/O THE GLENMEDE TRUST COMPANY, N.A 1650 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE	AS NEEDED	-0-	-0-	-0-
4 MATTHEW J COMISKY C/O THE GLENMEDE TRUST COMPANY, N.A 1650 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE	AS NEEDED	-0-	-0-	-0-
TOTAL			0	-0-	-0-

PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES

The foundation is a private non-operating foundation, and as such, its only activity is to make grants or contributions to other 501©(3) organizations, principally to public charities See Part XV, question 3a.

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
ACCOUNT #1840-00-4/4
E.I.N. 22-2656339
TAX YEAR ENDING 6/30/2013

PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
1	**City of Hope** Los Angeles, CA General Charitable Purposes in Honor of Dr. Stephen Forman	12,500.00	11/15/2012
2	**AKIM** New York, NY General Charitable Purposes	15,000.00	2/27/2013
3	**After School Activities Partnership** Philadelphia, PA General Charitable Purposes	2,500.00	6/21/2013
4	**Anti Defamation League** Philadelphia, PA General Charitable Purposes	5,000.00	6/21/2013
5	**Beth David Reform Congregation** Gladwyne, PA General Charitable Purposes	2,500.00	6/21/2013
6	**Beth Shalom Congregation** Elkins Park, PA General Charitable Purposes	5,000.00	6/21/2013

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
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PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
7	**Boys Town Jerusalem Foundation** Wynnewood, PA General Charitable Purposes	2,500.00	6/21/2013
8	**Bryn Mawr Hospital Foundation** Bryn Mawr, PA General Charitable Purposes	2,500.00	6/21/2013
9	**Center for Literacy** Philadelphia, PA General Charitable Purposes	5,000.00	6/21/2013
10	**Children's Crisis Treatment Center** Philadelphia, PA General Charitable Purposes	3,000.00	6/21/2013
11	**City Year Greater Philadelphia** Philadelphia, PA General Charitable Purposes	10,000.00	6/21/2013
12	**Congregation Bet Ha'am** South Portland, ME General Charitable Purposes	12,500.00	6/21/2013

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
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PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
13	**Congregation Beth Or** Maple Glen, PA General Charitable Purposes	12,500.00	6/21/2013
14	**Federation Early Learning Services** Philadelphia, PA General Charitable Purposes	7,500.00	6/21/2013
15	**Federation Housing, Inc.** Philadelphia, PA General Charitable Purposes	10,000.00	6/21/2013
16	**Hillel at the University of Pennsylvania** Philadelphia, PA General Charitable Purposes	10,000.00	6/21/2013
17	**Israel Tennis Centers Foundation, Inc.** Deerfield Beach, Florida General Charitable Purposes	5,000.00	6/21/2013
18	**Jewish Family and Children's Service of Greater Philadelphia** Philadelphia, PA General Charitable Purposes	7,500.00	6/21/2013

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
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PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
19	**Jewish Learning Venture** Melrose Park, PA General Charitable Purposes	5,000.00	6/21/2013
20	**Jewish National Fund** Philadelphia, PA General Charitable Purposes	7,500.00	6/21/2013
21	**Madlyn and Leonard Abramson Center for Jewish Life** North Wales, PA General Charitable Purposes	20,000.00	6/21/2013
22	**Mann Center for the Performing Arts** Philadelphia, PA General Charitable Purposes	5,000.00	6/21/2013
23	**Musicopia Inc.** Philadelphia, PA General Charitable Purposes	1,000.00	6/21/2013
24	**Philadelphia Chamber Chorus Inc.** Philadelphia, PA General Charitable Purposes	1,500.00	6/21/2013

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
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PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
25	**Philadelphia Committee to End Homelessness** Philadelphia, PA General Charitable Purposes	5,000.00	6/21/2013
26	**Philadelphia Futures** Philadelphia, PA General Charitable Purposes	5,000.00	6/21/2013
27	**Reform Congregation Keneseth Israel** Elkins Park, PA General Charitable Purposes	8,000.00	6/21/2013
28	**SeniorLAW Center** Philadelphia, PA General Charitable Purposes	5,000.00	6/21/2013
29	**Temple Beth Hillel - Beth El** Wynnewood, PA General Charitable Purposes	2,500.00	6/21/2013
30	**Temple Beth Solomon** Philadelphia, PA General Charitable Purposes	7,500.00	6/21/2013

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
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TAX YEAR ENDING 6/30/2013

PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
31	**Thorncroft Equestrian Center** Malvern, PA General Charitable Purposes	7,500.00	6/21/2013
32	**Trustees of the University of Pennsylvania** Philadelphia, PA Bronstein Scholarship Endowment for the Nursing School	5,000.00	6/21/2013
33	**Trustees of the University of Pennsylvania** Philadelphia, PA General Charitable Purposes of the Nursing School	10,000.00	6/21/2013
34	**University of Pennsylvania Law School** Philadelphia, PA General Charitable Purposes	20,000.00	6/21/2013
35	**Upper Dublin Education Foundation** Maple Glen, PA General Charitable Purposes	1,500.00	6/21/2013

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
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TAX YEAR ENDING 6/30/2013

PART XV, LINE 3a, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTIONS -PAID-

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
36	**William Penn Charter School** Philadelphia, PA General Charitable Purposes	2,500.00	6/21/2013
	Grand Totals	250,000.00	

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
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TAX YEAR ENDING 6/30/2013

Supplemental Schedule of Information

ATTACHMENTS PAGE 9 FORM 990-PF
PART XIII, UNDISTRIBUTED INCOME, LINE 4c

ELECTION UNDER IRC REG. SEC. 53.4942(a)-3(d)(2)

In accordance with Regulation Section 53.4942(a)-3(d)(2), The Solomon & Sylvia Bronstein Foundation hereby elects to treat the trust's qualifying distributions for the year ending June 30, 2013 in the amount of $255,859, to have been distributed out of corpus.

(Signature)

Trustee
Title

Matthew J. Comisky
(Print Name)