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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**Open to Public Inspection**

For calendar year 2013 or tax year beginning

07/01, 2013, and ending

06/30, 2014

Name of foundation THE SOLOMON & SYLVIA BRONSTEIN FDN

A Employer identification number

1840-00-4/4

22-2656339

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

Room/suite

B Telephone number (see instructions)

GLENMEDE TRUST CO., N.A., 1650 MARKET ST.,

215-419-6000

City or town, state or province, country, and ZIP or foreign postal 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 changeD 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 foundationE 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) \$ 6,327,501.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(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 type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	155,311.	155,311.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	127,366.			
b Gross sales price for all assets on line 6a 1,061,546.				
7 Capital gain net income (from Part IV, line 2)		127,366.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)		-7,254.		STMT 4
12 Total Add lines 1 through 11	282,677.	275,423.		
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) STMT 5	10,000.	NONE	NONE	10,000.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 6	48,383.	48,383.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 7	10,016.	977.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	1,860.			1,860.
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	70,259.	49,360.	NONE	11,860.
25 Contributions, gifts, grants paid	289,000.			289,000.
26 Total expenses and disbursements. Add lines 24 and 25	359,259.	49,360.	NONE	300,860.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-76,582.			
b Net investment income (if negative, enter -0-)		226,063.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	14,263.	62,558.	62,558.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	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)	4,921,995.	4,810,121.	6,264,943.		
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)	4,936,258.	4,872,679.	6,327,501.		
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 ▶ <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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	4,936,258.	4,872,680.		
	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)	4,936,258.	4,872,680.		
31	Total liabilities and net assets/fund balances (see instructions)	4,936,258.	4,872,680.			

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	4,936,258.
2	Enter amount from Part I, line 27a	2	-76,582.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	17,462.
4	Add lines 1, 2, and 3	4	4,877,138.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND TIME DIFFERENCE	5	4,458.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,872,680.

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					
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 1,061,546.		934,180.	127,366.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			127,366.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	127,366.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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))
2012	255,859.	5,754,499.	0.044462
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
2 Total of line 1, column (d)			0.261015
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			0.052203
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			6,108,502.
5 Multiply line 4 by line 3			318,882.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,261.
7 Add lines 5 and 6			321,143.
8 Enter qualifying distributions from Part XII, line 4			300,860.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . .		1	4,521.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	4,521.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			
3 Add lines 1 and 2 . . .			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		3	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . .		4	4,521.
6 Credits/Payments		5	
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	5,520.	
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	5,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	999.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ▶ 999. 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? . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .		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? . . .		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? . . .		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	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	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. . . .	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>SEE STATEMENT 9</u> Telephone no <u></u>			
	Located at <u></u> ZIP+4 <u></u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years <u></u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	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. <u></u>		
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 2013 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 2013.)	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 2013?	4b	X

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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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

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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	6,046,666.
b	Average of monthly cash balances	1b	154,859.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,201,525.
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	6,201,525.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,023.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,108,502.
6	Minimum investment return. Enter 5% of line 5	6	305,425.

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	305,425.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,521.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,521.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	300,904.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	300,904.
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	300,904.

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	300,860.
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	300,860.
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	300,860.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				300,904.
2 Undistributed income, if any, as of the end of 2013.			NONE	
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	123,431.			
b From 2009	333,360.			
c From 2010	263,359.			
d From 2011	246,502.			
e From 2012	255,859.			
f Total of lines 3a through e	1,222,511.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>300,860.</u>				
a Applied to 2012, 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)	300,860.			
d Applied to 2013 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	300,904.			300,904.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,222,467.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,222,467.			
10 Analysis of line 9:				
a Excess from 2009	155,931.			
b Excess from 2010	263,359.			
c Excess from 2011	246,502.			
d Excess from 2012	255,859.			
e Excess from 2013	300,816.			

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 2013, 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)

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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address 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 <i>Paid during the year</i> SEE SCHEDULE ATTACHED				289,000.
Total			3a	289,000.
b <i>Approved for future payment</i> N/A				
Total			3b	

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



- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| 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. | | | |

[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

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.

Sign Here  11/12/14  Trustee

Signature of officer or trustee Date Title

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	YONG SHUAI, CPA	<i>[Signature]</i>	11/6/2014	<input type="checkbox"/>	P01321359
	Firm's name	THE GLENMEDE TRUST COMPANY, N.A.			Firm's EIN
	Firm's address	1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391			Phone no 215-419-6000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	1,638.	1,638.
ABBOTT LABORATORIES	504.	504.
ABBVIE INC COM	1,134.	1,134.
ADVANCE AUTO PARTS	96.	96.
ALLERGAN INC	30.	30.
AMERICAN EXPRESS CO.	575.	575.
APPLE COMPUTER INC.	1,244.	1,244.
BAXTER INTL. INC.	1,617.	1,617.
BLACKROCK INC	336.	336.
BLACKROCK FLOATING RATE INCOME DTD 10/11/	6,103.	6,103.
BLACKROCK STRATEGIC INCOME OPP DTD 11/11/	172.	172.
WILLIAM BLAIR INTL GROWTH-I	3,129.	3,129.
BOTTLING GROUP LLC DTD 3/30/2006 5.5% 4/	2,750.	2,750.
CATERPILLAR INC DTD 12/5/2008 7.9% 12/15	3,555.	3,555.
CHEVRON CORP	2,035.	2,035.
COCA COLA CO DTD 8/10/2011 3.3% 9/1/2021	2,145.	2,145.
COLGATE PALMOLIVE CO.	1,104.	1,104.
JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2	2,535.	2,535.
EMC CORP DTD 6/6/2013 1.875% 6/1/2018	190.	190.
EXELON CORPORATION	496.	496.
EXXON MOBIL CORPORATION	1,548.	1,548.
FHLB DTD 5/3/2006 5.375% 5/18/2016	4,300.	4,300.
FHLB DTD 10/19/2007 5% 11/17/2017	2,500.	2,500.
FHLMC DTD 7/16/2004 5% 7/15/2014	2,817.	2,817.
FNMA DTD 6/15/2006 5.375% 7/15/2016	747.	747.
FHLMC DTD 4/13/2006 5.25% 4/18/2016	1,540.	1,540.
FHLMC DTD 6/13/2008 4.875% 6/13/2018	1,787.	1,787.
FRANKLIN RESOURCES INC.	459.	459.
DUPONT CAPITAL EMG MKTS -I	1,135.	1,135.
GENERAL ELEC CAP CORP DTD 9/24/2007 5.62	3,375.	3,375.
GLENMEDE FUND INC-ADVISOR SMALL CAP VALU	2,323.	2,323.
GLENMEDE FUND INC-LARGE CAP GROWTH PORT	2,953.	2,953.

1840-00-4/4

STATEMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GLENMEDE LARGE CAP CORE FUND	4,297.	4,297.
HOME DEPOT INC.	1,032.	1,032.
HONEYWELL INTERNATIONAL DTD 2/29/2008 5.	2,650.	2,650.
INTERNATIONAL BUSINESS MACHINES CORP.	1,035.	1,035.
IBM CORP DTD 11/1/1989 8.375% 11/1/2019	3,769.	3,769.
ISRAEL ST 7TH JUBILEE 14 DTD 6/14/2012 0	350.	350.
JPMORGAN CHASE & CO DTD 10/4/2005 5.15%	1,137.	1,137.
JOHNSON & JOHNSON	1,608.	1,608.
JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/	2,575.	2,575.
MATTHEWS PACIFIC TIGER FD - IS	840.	840.
MEDTRONIC INC.	672.	672.
MICROSOFT CORP.	1,101.	1,101.
MICROCHIP TECHNOLOGY INC.	497.	497.
NATIONAL-OILWELL INC	496.	496.
NETAPP INC	315.	315.
NEW JERSEY ST EDL FACS AUTH DTD 1/14/201	2,667.	2,667.
ORACLE CORP	672.	672.
ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018	2,588.	2,588.
PARKER-HANNIFIN CORP.	930.	930.
PATTERSON COS INC	198.	198.
PEPSICO INC.	1,415.	1,415.
PIMCO ALL ASSETS AUTH -IS	13,592.	13,592.
PROCTER & GAMBLE CO.	1,529.	1,529.
QUALCOMM CORP.	1,103.	1,103.
QUEBEC PROVINCE DTD 3/1/2006 5% 3/1/2016	2,500.	2,500.
SCHLUMBERGER LTD.	968.	968.
STANFORD UNIVERSITY DTD 4/29/2009 4.25%	2,125.	2,125.
TARGET CORP	1,204.	1,204.
TEMPLETON GLOBAL BOND FD-AD	9,586.	9,586.
THIRD AVENUE REAL ESTATE VAL	3,277.	3,277.
THORNBURG INTL VALUE FD-I	1,103.	1,103.
3M CO	1,192.	1,192.
TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2	9,501.	9,501.
OF5004 K493 11/06/2014 10:49:52		
1840-00-4/4		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2	1,000.	1,000.
TWEEDY BROWNE GLOBAL VALUE FUND	4,217.	4,217.
U S BANCORP	1,104.	1,104.
US TREASURY N/B DTD 2/15/2005 4% 2/15/20	2,452.	2,452.
US TREASURY N/B DTD 2/15/2008 3.5% 2/15/	1,750.	1,750.
US TREASURY N/B DTD 11/30/2010 1.375% 11	825.	825.
UNITED TECHNOLOGIES CORP.	1,153.	1,153.
VANGUARD SMALL CAP INDEX FD SIGNAL SHS	1,639.	1,639.
WAL-MART STORES INC DTD 8/24/2007 5.8% 2	2,900.	2,900.
WELLS FARGO CO	1,000.	1,000.
WELLS FARGO & COMPANY DTD 12/10/2007 5.6	584.	584.
YUM BRANDS INC	723.	723.
AVAGO TECHNOLOGIES LTD	568.	568.
	-----	-----
TOTAL	155,311.	155,311.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		-7,254.

TOTALS	=====	-7,254. =====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	10,000.			10,000.
TOTALS	10,000.	NONE	NONE	10,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN & MANAGEMENT FEES (A)	48,383.	48,383.
TOTALS	48,383.	48,383.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	3,519.	
FEDERAL ESTIMATES - PRINCIPAL	5,520.	
FOREIGN TAXES ON QUALIFIED FOR	813.	813.
FOREIGN TAXES ON NONQUALIFIED	164.	164.
	-----	-----
TOTALS	10,016.	977.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ROUNDING

1.

PRIOR YEARS PARTNERSHIP BASIS ADJ

17,461.

TOTAL

17,462.
=====

THE SOLOMON & SYLVIA BRONSTEIN FDN

22-2656339

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 9

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION
ACCOUNT #1840-00-4/4
E.I.N. 22-2656339
TAX YEAR ENDING 6/30/2014

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. IAN COMISKY 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 (c)(3) organizations, principally to public charities See Part XV, question 3a.

ATTACHMENT TO PART XV SUPPLEMENTARY INFORMATION

Line 3 Grants and Contributions Paid

During the Fiscal Year July 1, 2013 to June 30, 2014

EIN: 22-2656339

DONEE, LOCATION AND PURPOSE	AMOUNT	DATE
City of Hope Los Angeles, CA General Charitable Purposes in Honor of Dr. Stephen Forman	12,500.00	11/13/2013
Temple Society of Concord Syracuse, NY General Charitable Purposes	12,500.00	11/13/2013
AKIM New York, NY General Charitable Purposes	15,000.00	2/18/2014
American Associates, Ben Gurion University of the Negev Jenkintown, PA General Charitable Purposes	5,000.00	6/27/2014
American Friends of the Tel Aviv University Inc. New York, NY General Charitable Purposes	5,000.00	6/27/2014
Anti Defamation League Philadelphia, PA General Charitable Purposes	6,000.00	6/27/2014
Beth David Reform Congregation Gladwyne, PA General Charitable Purposes	2,500.00	6/27/2014
Beth Sholom Congregation Elkins Park, PA General Charitable Purposes	5,000.00	6/27/2014
Boys Town Jerusalem Foundation Wynnewood, PA General Charitable Purposes	2,500.00	6/27/2014
Bryn Mawr Hospital Foundation Bryn Mawr, PA General Charitable Purposes	2,500.00	6/27/2014
Center for Literacy Philadelphia, PA General Charitable Purposes	5,000.00	6/27/2014
Children's Crisis Treatment Center Philadelphia, PA General Charitable Purposes	3,000.00	6/27/2014
City Year Greater Philadelphia	10,000.00	6/27/2014

Philadelphia, PA General Charitable Purposes Congregation Bet Ha'am	12,500.00	6/27/2014
South Portland, ME General Charitable Purposes Congregation Beth Or	12,500.00	6/27/2014
Maple Glen, PA General Charitable Purposes Federation Early Learning Services	10,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes Federation Housing, Inc.	10,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes Hillel of Greater Philadelphia	10,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes for use at all local schools Israel Tennis Centers Foundation, Inc.	10,000.00	6/27/2014
Deerfield Beach, Florida General Charitable Purposes Jewish Family and Children's Service of Greater Philadelphia	7,500.00	6/27/2014
Philadelphia, PA General Charitable Purposes Jewish Learning Venture	5,000.00	6/27/2014
Melrose Park, PA General Charitable Purposes Jewish National Fund	7,500.00	6/27/2014
Philadelphia, PA General Charitable Purposes Madlyn and Leonard Abramson Center for Jewish Life	25,000.00	6/27/2014
North Wales, PA General Charitable Purposes Mann Center for the Performing Arts	5,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes Musicopia Inc.	1,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes National Museum of American Jewish History	10,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes Pan American Association of Philadelphia	1,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes Philadelphia Chamber Chorus Inc.	1,500.00	6/27/2014

Philadelphia, PA General Charitable Purposes Philadelphia Futures	6,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes Reform Congregation Keneseth Israel	8,000.00	6/27/2014
Elkins Park, PA General Charitable Purposes SeniorLAW Center	5,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes Temple Beth Hillel - Beth El	2,500.00	6/27/2014
Wynnewood, PA General Charitable Purposes Temple Beth Solomon	5,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes Thorncroft Equestrian Center	10,000.00	6/27/2014
Malvern, PA General Charitable Purposes * Trustees of the University of Pennsylvania	10,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes of the Nursing School * Trustees of the University of Pennsylvania	5,000.00	6/27/2014
Philadelphia, PA Bronstein Scholarship Endowment for the Nursing School University of Pennsylvania Law School	20,000.00	6/27/2014
Philadelphia, PA General Charitable Purposes William Penn Charter School	2,500.00	6/27/2014
Philadelphia, PA General Charitable Purposes		
Grand Totals (38 items)	289,000.00	

THE SOLOMON & SYLVIA BRONSTEIN FOUNDATION

E.I.N. 22-2656339

TAX YEAR ENDING 6/30/2014

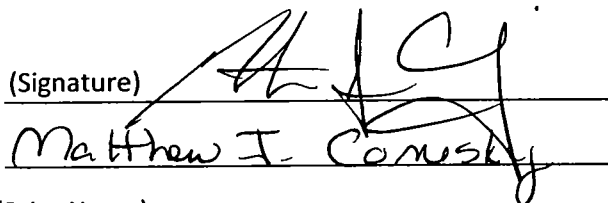
ATTACHMENTS TO PAGE 9 FORM 990-PF

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)-(d)(2), The Solomon & Sylvia Bronstein Foundation hereby elects to treat current year's qualifying distributions for the year ending June 30, 2014 in the amount of \$300,860 to have been distributed out of corpus.

(Signature)



(Print Name)

Title

Trustee