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Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Use the IRS label.
Otherwise, print or type.
See Specific Instructions.

Name of foundation

**SOL & ARLENE BRONSTEIN
FOUNDATION #2**

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

C/O INTEGRA BANK , PO BOX 868

Room/suite

City or town, state, and ZIP code

EVANSVILLE IN 47705-0868

A Employer identification number

35-6345774

B Telephone number (see page 10 of the instructions)

812-464-9660C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☐ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 5,655,424**J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The

total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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
- 4 Dividends and interest from securities
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain or (loss) from sale of assets not on line 10 **STMT 1**
- b Gross sales price for all assets on line 6a **1,147,637**
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain
- 9 Income modifications
- 10a Gross sales less returns & allowances
- b Less: Cost of goods sold
- c Gross profit or (loss) (attach schedule)
- 11 Other income (attach schedule) **STMT 2**
- 12 **Total.** Add lines 1 through 11

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)
- b Accounting fees (attach schedule) **STMT 3**
- c Other professional fees (attach schedule)
- 17 Interest
- 18 Taxes (attach schedule) (see page 14 of the instructions) **STMT 4**
- 19 Depreciation (attach schedule) and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (attach schedule) **STMT 5**
- 24 **Total operating and administrative expenses.** Add lines 13 through 23
- 25 Contributions, gifts, grants paid
- 26 **Total expenses and disbursements.** Add lines 24 and 25

- 27 Subtract line 26 from line 12.
- a Excess of revenue over expenses and disbursements
- b Net investment income (if negative, enter -0-)
- c Adjusted net income (if negative, enter -0-)

2,662

2,662

187,826

169,560

-123,671

0

0

18,853

18,853

85,670

191,075

0

58,419

29,210

29,209

1,610

805

805

1,328

1,275

3,297

3,297

64,654

34,587

30,014

300,000

300,000

364,654

34,587

0

330,014

-278,984

156,488

0

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2009)

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				911,429	854,706	854,706
	3 Accounts receivable ▶						
	Less: allowance for doubtful accounts ▶						
	4 Pledges receivable ▶						
	Less: allowance for doubtful accounts ▶						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the 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						
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule) SEE STMT 6				1,849,926	1,864,850	1,966,077
	c Investments—corporate bonds (attach schedule) SEE STMT 7				2,090,562	1,798,836	1,808,314
Liabilities	11 Investments—land, buildings, and equipment basis ▶						
	Less: accumulated depreciation (attach sch) ▶						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule) SEE STATEMENT 8				1,059,154	1,113,695	1,026,327
	14 Land, buildings, and equipment basis ▶						
	Less: accumulated depreciation (attach sch) ▶						
	15 Other assets (describe ▶)						
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)				5,911,071	5,632,087	5,655,424
	17 Accounts payable and accrued expenses						
	18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶)						
	23 Total liabilities (add lines 17 through 22)				0	0	
	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						
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds				5,911,071	5,632,087	
	30 Total net assets or fund balances (see page 17 of the instructions)				5,911,071	5,632,087	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)				5,911,071	5,632,087	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,911,071
2 Enter amount from Part I, line 27a	2	-278,984
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,632,087
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,632,087

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 N/A				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	331,553	6,092,675	0.054418
2007	32,302	6,804,365	0.004747
2006	185,809	6,505,075	0.028564
2005	28,308	5,884,245	0.004811
2004	26,207	5,612,106	0.004670

2 Total of line 1, column (d)	2	0.097210
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	0.019442
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,072,747
5 Multiply line 4 by line 3	5	98,624
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,565
7 Add lines 5 and 6	7	100,189
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	330,014

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,565
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,565
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,565
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,700
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,700
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	135
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 135 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 page 19 of the instructions for definition)? 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		X
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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?		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 page 19 of the instructions) IN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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

N/A

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► INTEGRA BANK PO BOX 868 Located at ► EVANSVILLE, IN	Telephone no ► 812-464-9660 ZIP+4 ► 47705-0868		
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 <input type="checkbox"/>		

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A 1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	N/A 1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► 20 , 20 , 20 , 20	<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 page 20 of the instructions.)	N/A 2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	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 page 22 of the 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 page 22 of the instructions)?

N/A

5b

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****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?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
INTEGRA BANK PO BOX 868 EVANSVILLE IN 47705	TRUSTEE 1.00	35,931	0	0
WAYNE S. TROCKMAN PO BOX 868 EVANSVILLE IN 47705	CO-FIDUCIARY 1.00	22,488	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).

If none, enter "NONE."

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,344,051
b	Average of monthly cash balances	1b	805,946
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	5,149,997
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,149,997
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	77,250
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,072,747
6	Minimum investment return. Enter 5% of line 5	6	253,637

Part XI Distributable Amount (see page 25 of the 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	253,637
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,565
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,565
3	Distributable amount before adjustments Subtract line 2c from line 1	3	252,072
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	252,072
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	252,072

Part XII Qualifying Distributions (see page 25 of the 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	330,014
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	330,014
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 page 26 of the instructions)	5	1,565
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	328,449

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				252,072
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			260,350	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 330,014				
a Applied to 2008, but not more than line 2a			260,350	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				69,664
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				182,408
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

- | | | | | | |
|---|----------|---------------|----------|----------|-----------|
| 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 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 page 28 of the 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))

N/A

- 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.

N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SOLARBRON 1501 MCDOWELL RD EVANSVILLE IN 47715	NONE PROVIDE RETIREMENT	502 (C) (3) COMMUNITY LIVING		300,000
Total			▶ 3a	300,000
b Approved for future payment N/A				
Total			▶ 3b	

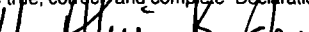
Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
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1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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
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 or fiduciary) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee		Date 3/3/2010	VP/TRUST OFFICER Title
	Paid Preparer's Use Only Preparer's signature LAWRENCE D. BITTER, CPA	Date 03/01/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions) P00013870
	Firm's name (or yours if self-employed), address, and ZIP code BROWN, SMITH & SETTLE, LLC CPA'S 777 OAK HILL ROAD EVANSVILLE, IN 47711		EIN ▶ 35-1471726 Phone no 812-424-3388	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description				How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost				
PUBLICLY TRADED SECURITIES	6/10/09	12/31/09	\$ 768,330	PURCHASE	\$ 758,536	\$		\$ 9,794
PUBLICLY TRADED SECURITIES	6/10/08	12/31/09	379,307	PURCHASE	512,772			-133,465
TOTAL			\$ 1,147,637	\$ 1,271,308	\$	\$ 0	\$ 0	\$ -123,671

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OIL ROYALTY INCOME	\$ 12,283	\$ 12,283	\$
JUDGEMENT INTEREST ENRON CORP	735	735	
CLASS ACTION SUITS	5,691	5,691	
RETURN CAPITAL	144	144	
TOTAL	\$ 18,853	\$ 18,853	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BROWN, SMITH & SETTLE	\$ 1,610	\$ 805	\$	\$ 805
TOTAL	\$ 1,610	\$ 805	\$ 0	\$ 805

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES WITHHELD	\$ 634	\$ 634	\$	\$
REAL ESTATE TAXES	641	641		
2008 FEDERAL ESTIMATED PAYMENTS	53			
TOTAL	\$ 1,328	\$ 1,275	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
ADR FEES	12	12		
CLASS ACTION FEES	250	250		
LEASE OPERATING EXPENSES	3,035	3,035		
TOTAL	\$ 3,297	\$ 3,297	\$ 0	\$ 0

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
ABB LTD	\$	\$ 26,807	COST	\$ 28,650
ABBOTT LABORATORIES INC	55,227	55,227	COST	53,990
ACTIVISION BLIZZARD		50,040	COST	44,440
ADOBE SYS INC	41,844	41,844	COST	36,780
AFLAC INC	35,172	35,172	COST	41,625
AGRIUM INC		1,872	COST	2,768
ALLIED WORLD		1,833	COST	2,119
AMERCIA MOVIL		1,898	COST	2,443
AMERICAN INTL. GROUP	73,951	73,951	COST	1,499
APACHE CORP	28,343	28,343	COST	30,951
APPLE INC	28,640	28,640	COST	84,293
ARCELORMITTAL		1,866	COST	2,608
ARCH CAP GROUP		1,867	COST	2,361
ASSURED GUARANTY LTD		2,097	COST	2,307
ASTRAZENECA PLC		1,820	COST	1,925
BAE SYS PLC		1,878	COST	1,927
BANCOLOMBIA		1,861	COST	2,822
BANK OF NEW YORK MELLON	47,591	47,591	COST	27,970
BASF SE SPONSORED		1,875	COST	2,950
BAXTER INTERNATIONAL	48,694	48,694	COST	58,680
BAYER AG		1,826	COST	2,741
BECTON DICKINSON & CO	46,886		COST	
BG GROUP PLC		1,799	COST	1,993
BHP BILLITON		1,868	COST	2,604
CELESTICA INC		2,175	COST	2,190
CENOVUS ENERGY		903	COST	958

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
CHECKPOINT SOFTWARE	\$	\$ 1,928	COST	\$ 2,744
CHINA MOBILE		1,891	COST	1,764
CLOROX CO	35,029	35,029	COST	36,600
CNINSURE INC		2,309	COST	2,530
CNOOC LTD		1,828	COST	2,176
COCA COLA CO	59,148	59,148	COST	57,000
COGNIZANT TECH SOLUTIONS	51,982	51,982	COST	67,995
COMPANHIA BRASILEIRA		1,857	COST	3,756
COMPANHIA DE BEBIDAS		2,017	COST	2,932
CREDIT SUISSE		1,894	COST	2,114
CUMMINS		38,259	COST	40,128
DANAHER CORP	40,451	40,451	COST	56,400
ELBIT SYS LTD		1,882	COST	2,017
ENCANA CORP		959	COST	1,231
ENDURANCE SPECIALTY		1,850	COST	2,457
ENI S P A		1,862	COST	1,974
ETABLISSEMENTS DELHAIZE		1,764	COST	1,994
EXELON CORP	45,642	45,642	COST	29,322
EXXON MOBIL	24,710	24,710	COST	34,095
FIRST SOLAR INC	40,101	40,101	COST	20,310
FOMENTO ECONOMICO MEXICANO		1,897	COST	2,921
FRANCE TELECOM		1,840	COST	2,044
FUQI INTERNATIONAL		2,338	COST	1,939
GENENTECH	39,423		COST	
GENERAL ELECTRIC	86,309	86,309	COST	26,478
GENEZYME	45,170		COST	

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
GERDAU S A	\$	\$ 1,917	COST	\$ 3,168
GILEAD SCIENCES	32,165	32,165	COST	43,270
GRAINGER W W		30,150	COST	36,311
IBM	24,474	24,474	COST	39,270
ITT CORP	36,487		COST	
JOY GLOBAL		23,192	COST	56,727
JP MORGAN CHASE	48,138	48,138	COST	41,670
KELLOGG	49,480	49,480	COST	53,200
LG DISPLAY		2,034	COST	2,455
MCDONALDS	46,033	46,033	COST	56,196
MICROCHIP TECHNOLOGY	53,144		COST	
MICROCHIP TECHNOLOGY		53,144	COST	43,575
MOSAIC CORP	36,929	36,929	COST	35,838
NATIONAL BK GREECE		2,281	COST	1,659
NESTLE S A		1,794	COST	2,331
NET SERVICOS		1,954	COST	2,638
NIPPON TELEG & TEL		1,877	COST	1,816
NOBLE CORP	18,674	18,530	COST	40,700
NOVARTIS	34,377		COST	
NTT DOCMO INC		1,865	COST	1,748
OPEN TEXT CORP		1,839	COST	2,154
ORACLE CORP	53,791	53,791	COST	61,325
PARTNER COMMUNICATIONS		1,914	COST	2,302
PEPSICO, INC.	38,820	38,820	COST	45,600
PETROLEO BRASILEIRO		1,947	COST	2,336
PROCTOR & GAMBLE	27,067	27,067	COST	30,315

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PRUDENTIAL FINL	\$ 35,043	\$ 35,043	COST	\$ 24,880
RESEARCH IN MOTION		1,860	COST	1,756
ROCHE HLDG		1,816	COST	2,338
ROYAL DUTCH SHELL		1,801	COST	2,164
SAP AKTIENGESELLSCHAFT	41,800		COST	
SCHLUMBERGER LTD	29,883	29,883	COST	48,818
SHANDA INTERACTIVE		2,022	COST	1,894
SIGNET JEWELERS		1,984	COST	2,458
SOHU COM		1,874	COST	1,661
SPECTRA ENERGY CORP	35,352	35,352	COST	30,765
STATOIL ASA		1,864	COST	2,416
SUNCOR ENERGY	27,263	38,519	COST	64,052
SXC HEALTH SOLUTIONS		1,219	COST	2,590
SYNGENTA		1,850	COST	2,251
TAILSMAN ENERGY	41,214	41,214	COST	55,920
TELEFONICA S A		1,872	COST	2,339
TEVA PHARMACEUTICAL INDS	66,143	46,381	COST	58,933
TNT N V		2,445	COST	2,499
TOTAL SA		1,828	COST	2,177
TRANSOCEAN	35,250	35,250	COST	33,120
TURKCELL ILETISIM		1,858	COST	2,449
VECTREN CORP	53,092	53,092	COST	49,360
WAL-MART STORES	26,990	26,990	COST	26,725
WALGREENS	49,850	49,850	COST	53,693
WESTERN UNION	34,154	34,154	COST	37,700

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOTAL	\$ 1,849,926	\$ 1,864,850		\$ 1,966,077

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALLEN CNTY IND 5.3%	\$ 76,031	\$ 76,031	COST	\$ 72,764
AMERICAN EXPRESS 5.875%	25,000	25,000	COST	26,829
AMERICAN GENERAL FINANCE 3.875%	135,100		COST	
AMGEN 6.15%	50,563	50,563	COST	55,385
BARCLAYS SR NT 5.00%		25,450	COST	25,545
CARGILL 5.2%	100,950	100,950	COST	106,034
CIT GROUP HOLDINGD 5.125%	50,338		COST	
CIT GROUP HOLDINGS 4.75% DUE 10	102,020		COST	
CITIGROUP INC 6.5%	25,213	25,213	COST	26,630
ELKHART IND PK DIST 5.9%		50,000	COST	46,110
ELKHART IND REDEV DIST' 3.9%	75,000		COST	
FEDERAL HOME LOAN 4%	75,000		COST	
FEDERAL HOME LOAN 5.85%	101,200		COST	
FIFTH THIRD BANCORP 5.45%	47,313	47,313	COST	44,762
FT WAYNE IN 5.65%		54,210	COST	54,483
GENERAL ELEC CAP CORP 5.0%	50,187	50,187	COST	52,001
GENERAL ELEC CAP CORP 6.1%	150,000	150,000	COST	143,880
GLAXOSMITHKLINE 5.65%	22,225	22,225	COST	26,965
GOLDMAN SACHS 3.875%	98,875		COST	
GOLDMAN SACHS 5.3%	23,278	23,278	COST	26,525
HAMMOND IN 5.25%		50,000	COST	48,897

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
HARTFORD LIFE INS 4.75%	\$ 50,000	\$ 50,000	COST	\$ 46,529
IBM INTL 5.05%	101,000	101,000	COST	108,323
ING GROEP 6.125%		11,834	COST	12,593
ING GROUP NV 7.2% SERIES	50,000	50,000	COST	38,560
JP MORGAN CHASE 5.25%	81,178	81,178	COST	88,459
LILLY ELI 4.5%		24,450	COST	24,719
MBIA INC NOTE 6.4%	26,313	26,313	COST	10,812
MCDONALDS CORP 4.3%	101,650	101,650	COST	105,788
MERCK 4.75%	23,100	23,100	COST	26,805
MERRILL LYNCH 5.45%	24,250	24,250	COST	26,307
METROPOLITAN LIFE 5.125%		36,015	COST	37,041
NEW YORK LIFE 4.65%	25,220	25,220	COST	26,259
OLD NATIONAL 5.00%		54,885	COST	55,279
PEPISCO 5.0%	49,825		COST	
SIMON PPTY GROUP 5.75%	49,150	49,150	COST	50,988
SOUTH KNOX IN SCHOOL 4.625% DUE 10	101,904	101,904	COST	101,753
SOUTHWEST BANK 5.15%	50,000	50,000	COST	50,566
TELL CITY IN 5.25%	75,704	75,704	COST	75,000
VERIZON VA 4.625% 03/13	50,000	50,000	COST	51,923
VIGO CNTY IN 5.3%		48,100	COST	44,394
WELLS FARGO 4.75%		24,598	COST	25,492
WELLS FARGO 5.62%	22,975	22,975	COST	26,004
ZIONSVILLE IN ZERO COUPON		16,090	COST	17,910
TOTAL	\$ 2,090,562	\$ 1,798,836		\$ 1,808,314

Federal Statements**Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ABN AMRO CAP VII 6.08%	\$ 112,500	\$	COST	\$
BARCLAYS PLC INDEX	51,703	72,888	COST	63,390
COLUMBIA ACORN TR	56,095	56,218	COST	61,790
COVIDIEN LTD	33,330	33,330	COST	38,312
DWS DREMAN SMALL CAP FD	61,404	61,404	COST	53,351
GOLDMAN SACHS MID CAP VALUE	86,654	87,565	COST	70,625
LINCOLN NATL CAP PFD	25,000	25,000	COST	22,860
MORGAN STANLEY CAP TR IV 6.25%	192,300	192,300	COST	160,512
OIL LEASES	26	27	COST	27
ONB CAP TR 11	103,470	103,470	COST	100,960
PIMCO EMERGING BOND	75,000	75,000	COST	74,950
PREFERRED PLUS TR 6.05%	125,000	125,000	COST	112,300
ROYCE VALUE PLUS FD	50,000	50,000	COST	39,550
SELECT SECTOR SPDR	60,727	60,727	COST	43,200
VANGUARD INTL EQUITY	25,945	170,766	COST	184,500
TOTAL	\$ 1,059,154	\$ 1,113,695		\$ 1,026,327