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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
SOL & ARLENE BRONSTEIN
FOUNDATION 2

A Employer identification number
35-6345774

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

B Telephone number (see page 10 of the instructions)
(812) 464-9660

City or town, state, and ZIP code
EVANSVILLE, IN 477050868

C 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 ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 6,024,094

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	366	366		
	4 Dividends and interest from securities.	182,078	158,276		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-115,599			
	b Gross sales price for all assets on line 6a _____ 1,032,693				
	7 Capital gain net income (from Part IV , line 2)				
	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)				
Operating and Administrative Expenses	11 Other income (attach schedule)	15,439	15,439		
	12 Total. Add lines 1 through 11	82,284	174,081		
	13 Compensation of officers, directors, trustees, etc	59,400	29,700		29,700
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	1,825	913		912
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,030	2,565		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	4,535	4,535		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	69,790	37,713		30,612
	25 Contributions, gifts, grants paid	260,000			260,000
	26 Total expenses and disbursements. Add lines 24 and 25	329,790	37,713		290,612
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-247,506			
	b Net investment income (if negative, enter -0-)		136,368		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

Form **990-PF** (2010)

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	854,706	450,581	450,581
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,864,850	<input checked="" type="checkbox"/> 2,449,236	2,967,648
	c	Investments—corporate bonds (attach schedule).	1,798,836	<input checked="" type="checkbox"/> 1,470,165	1,552,130
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,113,695	<input checked="" type="checkbox"/> 1,013,064	1,053,735
	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)	5,632,087	5,383,046	6,024,094	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,632,087	5,383,046	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,632,087	5,383,046	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,632,087	5,383,046	

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 5,632,087
2	Enter amount from Part I, line 27a	2 -247,506
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 5,384,581
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5 1,535
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . .	6 5,383,046

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)	
1a					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					2
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))		
2009	328,449	5,072,747	0 064748		
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		
2 Total of line 1, column (d).				2	0 157288
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 031458
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.				4	5,506,708
5 Multiply line 4 by line 3.				5	173,230
6 Enter 1% of net investment income (1% of Part I, line 27b).				6	1,364
7 Add lines 5 and 6.				7	174,594
8 Enter qualifying distributions from Part XII, line 4.				8	290,612

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt 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)			
bDomestic 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	1,364
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3Add lines 1 and 2.		3	1,364
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,364
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,600
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	
7Total credits and payments Add lines 6a through 6d.		7	1,600
8Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	236
11Enter the amount of line 10 to be Credited to 2011 estimated tax 236 Refunded		11	

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid 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.			No
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2	No
3Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) IN			
bIf the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶NONE	13	Yes	
14	The books are in care of ▶INTEGRA BANK Telephone no ▶(812) 464-9660 Located at ▶PO BOX 868 EVANSVILLE IN ZIP+4 ▶477050868			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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. ▶ <input type="checkbox"/>	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2010 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ 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)?

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?

☐ 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?

5b

6b

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 4 00	39,600	0	0
WAYNE S TROCKMAN PO BOX 868 EVANSVILLE, IN 47705	CO-FIDUCIARY 2 00	19,800	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	
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	5,091,862
b	Average of monthly cash balances.	1b	498,704
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	5,590,566
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	5,590,566
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	83,858
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,506,708
6	Minimum investment return. Enter 5% of line 5.	6	275,335

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	275,335
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	1,364
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,364
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	273,971
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	273,971
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	273,971

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	290,612
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	290,612
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	1,364
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	289,248
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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only.			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2010 from Part XII, line 4 ➤ \$ 290,612			
a	Applied to 2009, but not more than line 2a			
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 2010 distributable amount.			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2010 (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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.			
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

Part XIVPrivate 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 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

b

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

b

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

c



Any submission deadlines

d

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

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 <i>Paid during the year</i> SOLARBRON SOLARBRON 1501 MCDOWELL RD 1501 MCDOWELL RD EVANSVILLE, IN 47715	NONE	502(C)(3)	PROVIDE RETIREMENT COMMUNITY LIVING	260,000
Total			 3a	260,000
b <i>Approved for future payment</i>				
Total			 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

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

1c

No

d

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

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

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
<div><div>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.</div><div><div><div>*****</div><div>2011-04-27</div><div>*****</div></div><div><div>Signature of officer or trustee</div><div>Date</div><div>Title</div></div></div></div>		
<div><div>Paid Preparer's Use Only</div><div><div>Preparer's Signature</div><div>LAWRENCE D BITTER CPA</div></div></div>	<div><div>Date</div><div>2011-05-25</div></div>	<div><div>Check if self-employed <input type="checkbox"/></div><div>PTIN</div></div>
<div><div>Firm's name</div><div>BROWN SMITH & SETTLE LLC CPA'S</div></div>	<div><div>Firm's EIN</div></div>	
<div><div>Firm's address</div><div>777 OAK HILL ROAD</div></div>	<div><div>Phone no</div><div>(812) 424-3388</div></div>	
<div><div>Firm's address</div><div>EVANSVILLE, IN 47711</div></div>		

Sign Here

TY 2010 Accounting Fees Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROWN, SMITH & SETTLE	1,825	913		912

TY 2010 Compensation Explanation

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

Person Name	Explanation
INTEGRA BANK	
WAYNE S TROCKMAN	

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

TY 2010 Gain/Loss from Sale of Other Assets Schedule

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

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PUBLICLY TRADED SECURITIES	2010-06	PURCHASE	2010-12		145,911	163,775			-17,864	
PUBLICLY TRADED SECURITIES	2009-06	PURCHASE	2010-12		886,782	984,517			-97,735	

TY 2010 Investments Corporate

Bonds Schedule

Name:

SOL & ARLENE BRONSTEIN
FOUNDATION 2

EIN:

35-6345774

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALLEN CNTY IND 5.3%	76,031	75,514
AMERICAN EXPRESS 5.875%	25,000	27,188
AMGEN 6.15%	50,563	58,313
BARCLAYS SR NT 5.00%	25,450	26,455
CARGILL 5.2%	100,950	107,888
CITIGROUP INC 6.5%	25,213	27,451
ELKHART IND PK DIST 5.9%	50,000	50,733
FIFTH THIRD BANCORP 5.45%	47,313	51,108
FT WAYNE IN 5.65%	54,210	60,612
GENERAL ELEC CAP CORP 5.0%		
GENERAL ELEC CAP CORP 6.1%	150,000	151,380
GLAXOSMITHKLINE 5.65%	22,225	28,585
GOLDMAN SACHS 5.3%	23,278	26,160
HAMMOND IN 5.25%	50,000	50,338
HARTFORD LIFE INS 4.75%		
IBM INTL 5.05%	101,000	107,501
INDEPENDENCE HILL 7.00%	52,174	51,633
ING GROEP 6.125%	11,834	15,195
ING GROUP NV 7.2% SERIES	50,000	46,340
JP MORGAN CHASE 5.25%	81,178	90,653
LAWRENCE IND 7.125%	51,835	51,303
LILLY ELI 4.5%	24,450	26,303
MBIA INC NOTE 6.4%	26,313	18,690
MCDONALDS CORP 4.3%	101,650	106,605
MERCK 4.75%	23,100	27,530
MERRILL LYNCH 5.45%	24,250	26,370
METROPOLITAN LIFE 5.125%	36,015	38,071
NEW YORK LIFE 4.65%	25,220	26,884
OLD NATIONAL 5.00%		
SIMON PPTY GROUP 5.75%	49,150	55,549
SOUTH KNOX IN SCHOOL 4.625% DUE 10		
SOUTHWEST BANK 5.15%		
TELL CITY IN 5.25%		
VERIZON VA 4.625% 03/13		
VIGO CNTY IN 5.3%	48,100	49,832
WELLS FARGO 4.75%	24,598	26,522
WELLS FARGO 5.62%	22,975	27,680
ZIONSVILLE IN ZERO COUPON	16,090	17,744

TY 2010 Investments Corporate
Stock Schedule

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABB LTD	44,051	44,900
ABBOTT LABORATORIES INC	55,227	47,910
ACERGY	9,706	12,229
ACTIVISION BLIZZARD	50,040	49,760
ALCOA	39,782	47,432
ADOBE SYS INC		
AERCAP HOLDINGS	9,282	10,901
AFLAC INC		
AGRIUM INC		
ALLIED WORLD	9,304	12,364
AMAZON	32,666	45,000
AMERCIA MOVIL	9,021	11,640
AMERICAN INTL. GROUP		
APACHE CORP	28,343	35,769
APPLE INC	28,640	129,024
ARCELORMITTAL	1,866	2,173
ARCH CAP GROUP		
ASSURED GUARANTY LTD		
ASTRAZENECA PLC	9,366	9,654
AUTOLIV INC	10,469	10,815
BAE SYS PLC	9,525	8,411
BANCO CHILE	9,550	13,179
BANCO BRASIL	9,841	10,472
BANCOLOMBIA	8,557	12,692
BANK OF AMERICA	43,120	36,685
BANK OF NEW YORK MELLON		
BASF SE SPONSORED	7,468	10,546
BAKER HUGHES	45,272	45,736
BAXTER INTERNATIONAL	48,694	50,620
BAYER AG	8,931	9,896

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BG GROUP PLC		
BHP BILLIITON		
CELESTICA INC	2,175	2,250
CENOVUS ENERGY		
CHECKPOINT SOFTWARE	8,757	13,045
CHICAGO BRIDGE & IRON	8,698	13,752
CHINA MOBILE	9,743	9,924
CISCO	42,996	37,931
CLOROX CO	35,029	37,968
CNINSURE INC		
CNOOC LTD	8,996	13,825
COCA COLA CO	59,148	65,770
COGNIZANT TECH SOLUTIONS	51,982	109,935
COMPANHIA BRASILEIRA		
COMPANHIA PARANAENSE	10,392	10,546
COMPANHIA DE BEBIDAS	8,691	15,050
CREDIT SUISSE		
CUMMINS	38,259	96,259
DANAHER CORP	40,451	70,755
DBS GROUP	9,607	10,642
DEERE & CO	44,973	45,678
DU PONT	49,860	49,880
E M C	46,486	45,800
ELBIT SYS LTD	9,442	8,341
ENCANA CORP	9,273	8,095
ENERSIS	10,358	9,613
ENDURANCE SPECIALTY	8,851	11,241
ENI S P A	9,589	8,748
ETABLISSEMENTS DELHAIZE	9,295	8,698
EXELON CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL	24,710	36,560
FIRST SOLAR INC		
FLEXTRONICS	9,877	9,444
FOMENTO ECONOMICO MEXICANO	8,665	11,631
FRANCE TELECOM	9,435	8,242
FUQI INTERNATIONAL		
GENERAL ELECTRIC	86,309	32,008
GERDAU S A	8,639	8,674
GILEAD SCIENCES	32,165	36,240
GILDAN ACTIVEWEAR	8,634	8,832
GOOGLE	40,847	44,547
GRAINGER W W	30,150	51,791
GROUPE CGI	9,305	10,149
HALLIBURTON	31,599	40,830
HERBALIFE	9,100	14,700
HOME INNS	9,641	8,233
IBM		
INTEL	42,140	42,060
INTERCONTINENTAL HTLS	9,739	11,325
JOY GLOBAL		
JP MORGAN CHASE	48,138	42,420
KELLOGG	49,480	51,080
KONINKLIJKE PHILIPS	9,087	8,842
LG DISPLAY		
MCDONALDS	46,033	69,084
MERCK	41,712	39,644
MICROCHIP TECHNOLOGY	53,144	51,315
MICROCHIP TECHNOLOGY		
MILLICOM INTL	9,466	10,229
MOSAIC CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NATIONAL BK GREECE		
NESTLE S A	8,992	11,336
NET SERVICOS		
NIPPON TELEG & TEL	9,488	10,025
NISSAN	10,244	10,160
NOBLE CORP	18,440	35,770
NTT DOCMO INC		
OPEN TEXT CORP		
ORACLE CORP	53,791	78,250
PARTNER COMMUNICATIONS	8,801	8,697
PATNI COMMUNICATIONS	9,133	7,380
PEPSICO, INC.	38,820	48,997
PETROLEO BRASILEIRO		
PROCTOR & GAMBLE	27,067	32,165
PRUDENTIAL FINL	35,043	29,355
RESEARCH IN MOTION	10,064	7,964
RIO TINTO	9,515	12,039
ROCHE HLDG		
ROYAL DUTCH SHELL		
SCHLUMBERGER LTD	29,883	62,625
SHANDA INTERACTIVE		
SIGNET JEWELERS	8,762	13,714
SIEMENS	9,388	11,680
SOHU COM		
SPECTRA ENERGY CORP	35,352	37,485
STATOIL ASA	9,157	9,627
SUNCOR ENERGY	38,519	69,458
SXC HEALTH SOLUTIONS	7,516	12,087
SYNGENTA		
TAILSMAN ENERGY	41,214	66,570

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TECK RESOURCES	9,051	14,653
TELEFONICA S A		
TELENOR ASA	9,596	11,596
TEVA PHARMACEUTICAL INDS	46,381	54,684
THREE M	41,962	45,308
TNT N V		
TOTAL SA		
TRANSOCEAN		
TRINA SOLAR	10,295	8,361
TURKCELL ILETISIM		
UNITED TECHNOLOGIES	41,526	45,264
VECTREN CORP	53,092	50,760
WAL-MART STORES	26,990	26,965
WALGREENS	49,850	54,612
WESTERN UNION	34,154	37,140
WILLIS GROUP	8,940	9,870
YANZHOU COAL	8,423	13,617

TY 2010 Investments - Other Schedule

Name: SOL & ARLENE BRONSTEIN
FOUNDATION 2

EIN: 35-6345774

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BARCLAYS PLC INDEX	AT COST	72,888	73,680
COLUMBIA ACORN TR	AT COST	58,426	77,859
COVIDIEN LTD	AT COST	33,330	36,528
DWS DREMAN SMALL CAP FD	AT COST	61,404	63,367
GOLDMAN SACHS MID CAP VALUE	AT COST	88,197	88,175
LINCOLN NATL CAP PFD	AT COST	25,000	25,140
MORGAN STANLEY CAP TR IV 6.25%	AT COST	192,300	173,280
OIL LEASES	AT COST	26	26
ONB CAP TR 11	AT COST		
PIMCO EMERGING BOND	AT COST	75,000	80,303
PREFERRED PLUS TR 6.05%	AT COST	125,000	123,650
ROYCE VALUE PLUS FD	AT COST	50,000	47,220
SELECT SECTOR SPDR	AT COST	60,727	47,850
VANGUARD INTL EQUITY	AT COST	170,766	216,657

TY 2010 Other Decreases Schedule

Name: SOL & ARLENE BRONSTEIN
FOUNDATION 2

EIN: 35-6345774

Description	Amount
ITEMS ASSIGNED PREVIOUS/SUBSEQUENT YEAR	1,535

TY 2010 Other Expenses Schedule

Name: SOL & ARLENE BRONSTEIN
FOUNDATION 2

EIN: 35-6345774

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADR FEES				
CLASS ACTION FEES				
LEASE OPERATING EXPENSES	1,592	1,592		
MISCELLANEOUS	41	41		
FOREIGN CONVERSION EXPENSE	127	127		
ACCRUED INTEREST PAID	2,775	2,775		

TY 2010 Other Income Schedule

Name: SOL & ARLENE BRONSTEIN

FOUNDATION 2

EIN: 35-6345774

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL ROYALTY INCOME	14,344	14,344	
MISCELLANEOUS	115	115	
CLASS ACTION SUITS	243	243	
RETURN CAPITAL	737	737	

TY 2010 Taxes Schedule

Name: SOL & ARLENE BRONSTEIN
FOUNDATION 2

EIN: 35-6345774

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	1,693	1,693		
REAL ESTATE TAXES	872	872		
FEDERAL ESTIMATED PAYMENTS	1,465			