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

2008

Department of the Treasury
Internal Revenue Service (77)

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

For calendar year 2008, or tax year beginning _____, **2008, and ending** _____

G Check all that apply		<input type="checkbox"/> Initial return	<input type="checkbox"/> Final return	<input checked="" type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
Use the IRS label Otherwise, print or type See Specific Instructions	M. R. BAUER FOUNDATION C/O KENT LAWRENCE 300 SOUTH WACKER DRIVE, #500 CHICAGO, IL 60606				A Employer identification number 36-3980782	
					B Telephone number (see the instructions) 312-372-1947	
H Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		C If exemption application is pending, check here <input type="checkbox"/>		
		<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, column (c), line 16)		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		E 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
▶ \$ 13,689,590.		<input type="checkbox"/> Other (specify) _____		F If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
		(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

	Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
SCANNED JUL 21 2010	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	690.	690.	690.	
	4 Dividends and interest from securities	618,763.	618,763.	618,763.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	224,267.			
	b Gross sales price for all assets on line 6a	8,195,009.			
	7 Capital gain net income (from Part IV, line 2)	224,267.			
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	843,720.	843,720.	619,453.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 1	65,630.			40,803.
	b Accounting fees (attach sch) SEE ST 2	3,553.			
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) SEE STMT 3	1,661.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) SEE STATEMENT 4	1,980.	280.		1,700.	
24 Total operating and administrative expenses. Add lines 13 through 23	72,824.	280.		42,503.	
25 Contributions, gifts, grants paid PART XV	685,000.			685,000.	
26 Total expenses and disbursements. Add lines 24 and 25	757,824.	280.	0.	727,503.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	85,896.				
b Net investment income (if negative, enter 0)		843,440.			
c Adjusted net income (if negative, enter 0)			619,453.		

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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	349,424.	688,768.	688,768.
	2	Savings and temporary cash investments			
	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 the instructions)			
	7	Other notes and loans receivable (attach sch.)			
		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) STATEMENT 5	2,419,231.	2,454,859.	2,475,483.
	b	Investments — corporate stock (attach schedule) STATEMENT 6	4,247,575.	4,123,879.	3,427,824.
	c	Investments — corporate bonds (attach schedule) STATEMENT 7	13,240.	19,224.	19,939.
	11	Investments — land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule) STATEMENT 8	7,205,117.	6,933,753.	6,977,576.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe SEE STATEMENT 9)		100,000.	100,000.	
16	Total assets (to be completed by all filers — see instructions Also, see page 1, item 1)	14,234,587.	14,320,483.	13,689,590.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	14,234,587.	14,320,483.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	14,234,587.	14,320,483.	
	31	Total liabilities and net assets/fund balances (see the instructions)	14,234,587.	14,320,483.	

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	14,234,587.
2	Enter amount from Part I, line 27a	2	85,896.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	14,320,483.
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	14,320,483.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE ATTACHED SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,195,009.		7,970,742.	224,267.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			224,267.
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	224,267.
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 the instructions). If (loss), enter -0- in Part I, line 8] -	3	0.

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

(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 (column (b) divided by column (c))
2007	767,092.	15,544,443.	0.049348
2006	675,711.	15,022,770.	0.044979
2005	685,515.	14,644,743.	0.046810
2004	646,255.	14,358,081.	0.045010
2003	865,514.	13,469,452.	0.064258

2 Total of line 1, column (d)	2	0.250405
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	0.050081
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	14,632,441.
5 Multiply line 4 by line 3	5	732,807.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,434.
7 Add lines 5 and 6	7	741,241.
8 Enter qualifying distributions from Part XII, line 4	8	827,503.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter _____ (attach copy of ruling 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	8,434.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	8,434.
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	8,434.
6 Credits/Payments			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	17,200.	
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	8,434.
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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax Refunded		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
1 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>IL</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ <u>KENT LAWRENCE</u> Telephone no ▶ <u>312-372-1947</u> Located at ▶ <u>300 SOUTH WACKER DRIVE, SUITE 500 CHICAGO IL</u> ZIP + 4 ▶ <u>60606</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	N/A	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <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 the 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 ▶ 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 2008 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 2008.)	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 2008?	4b	X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

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) N/A

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 you answered 'Yes' to 6b, also file Form 8870. 6b X

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 7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KENT LAWRENCE 300 SOUTH WACKER DRIVE #500 CHICAGO, IL 60606	PRES & EXEC 6.00	0.	0.	0.
KATHLEEN A. LAWRENCE 300 SOUTH WACKER DRIVE #500 CHICAGO, IL 60606	SECRETARY 1.00	0.	0.	0.
ROY G. SVENSON 300 SOUTH WACKER DRIVE #500 CHICAGO, IL 60606	DIRECTOR 1.00	0.	0.	0.
NOTE: EXECUTIVE DIRECTOR'S LAW FIRM RECD \$40,803 COMPENSATION PER CONTRACT.,	0	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				

Total number of other employees paid over \$50,000 0

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
LAWRENCE, KAMIN, SAUNDERS & UHLENHOP LLC 300 SOUTH WACKER DRIVE, SUITE 500 CHICAGO, IL 60606	LEGAL & DIRECTOR FEE	65,630.

Total number of others receiving over \$50,000 for professional services ▶ 0

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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 WILD ONES NATURAL LANDSCAPERS LTD.	100,000.
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	100,000.

BAA

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	14,030,450.
b	Average of monthly cash balances	1b	824,820.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	14,855,270.
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	14,855,270.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	222,829.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,632,441.
6	Minimum investment return. Enter 5% of line 5	6	731,622.

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	731,622.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	8,434.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,434.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	723,188.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	723,188.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	723,188.

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	727,503.
b	Program-related investments – total from Part IX-B	1b	100,000.
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	827,503.
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	8,434.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	819,069.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				723,188.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003	23,313.			
b From 2004				
c From 2005				
d From 2006				
e From 2007	7,031.			
f Total of lines 3a through e	30,344.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 827,503.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2008 distributable amount				723,188.
e Remaining amount distributed out of corpus	104,315.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	134,659.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	23,313.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	111,346.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007	7,031.			
e Excess from 2008	104,315.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
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 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 Paid during the year SEE ATTACHED SCHEDULE	N/A	PUBLIC	CHARITABLE	685,000.
Total				▶ 3a 685,000.
b Approved for future payment				
Total				▶ 3b

M. R. BAUER FOUNDATION
C/O KENT LAWRENCE

36-3980782

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEYS' AND ADMINISTRATIVE FEES	\$ 24,827.			
EXECUTIVE DIRECTOR'S FEE	40,803.			\$ 40,803.
TOTAL	\$ 65,630.	\$ 0.	\$ 0.	\$ 40,803.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 3,553.			
TOTAL	\$ 3,553.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INCOME EXCISE TAX	\$ 1,661.			
TOTAL	\$ 1,661.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 10.	\$ 10.		
MEMBERSHIP FEES	1,000.			\$ 1,000.
MERRILL LYNCH CUSTODIAN FEES	270.	270.		
O&D INSURANCE	675.			675.
STATE FILING FEES	25.			25.
TOTAL	\$ 1,980.	\$ 280.	\$ 0.	\$ 1,700.

M. R. BAUER FOUNDATION
C/O KENT LAWRENCE

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STATEMENT 5
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
12K FICO STRIPS SERIES 1	COST	\$ 11,553.	\$ 11,904.
22K FICO STRIPS SER 16B 2019	COST	21,741.	21,954.
50K ISRAEL TRUST GVMT LOAN TRUST	COST	46,446.	49,417.
100K FEDERAL NATL MTG ASSOC	COST	100,000.	100,063.
100K FEDERAL NATL MTG ASSOC	COST	100,000.	99,375.
45K FEDERAL NATL MTG ASSOC	COST	42,516.	45,028.
100K FEDERAL NATL MTG ASSOC	COST	100,000.	99,625.
450K FEDERAL FARM CREDIT BANK	COST	450,409.	450,140.
300K FEDERAL FARM CREDIT BANK	COST	299,850.	300,093.
150K FEDERAL NATIONAL MTG ASSOC	COST	150,000.	150,234.
200K FEDERAL HOME LOAN BANK	COST	200,000.	200,626.
300K FEDERAL HOME LOAN BANK	COST	300,000.	301,509.
150K FEDERAL HOME LOAN MORTGAGE	COST	150,000.	148,991.
220K US TREASURY INFLATION NOTE	COST	229,004.	229,969.
150K US TREASURY INFLATION NOTE	COST	147,784.	156,797.
105K US TREASURY INFLATION NOTE	COST	105,556.	109,758.
		\$ 2,454,859.	\$ 2,475,483.
	TOTAL	\$ 2,454,859.	\$ 2,475,483.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
20186 SH ISHARES RUSSELL 1000 VAL. INDEX	COST	\$ 1,487,953.	\$ 999,616.
14249 SHS ISHARES MSCI EAFE INDEX FUND	COST	688,428.	639,218.
11638 SH ISHARES S&P 500 GROWTH INDEX FD	COST	701,796.	522,895.
3979 SHS ISHARES TR RUSSELL 2000 INDEX	COST	169,609.	195,940.
3976 SHS ISHARES S&P MIDCAP 400	COST	175,520.	199,948.
8739 SHS STANDARD & POORS DEP RCPT	COST	825,573.	788,607.
7500 ML&CO BEAR RTY ARN	COST	75,000.	81,600.
	TOTAL	\$ 4,123,879.	\$ 3,427,824.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
20K ISRAEL STATE GTD NT CL 2-Z ZERO CPN	COST	\$ 19,224.	\$ 19,939.
	TOTAL	\$ 19,224.	\$ 19,939.

M. R. BAUER FOUNDATION
C/O KENT LAWRENCE

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STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
18K CD FIRST SIGNATURE B&T(E-TRADE)	COST	\$ 17,666.	\$ 17,831.
15K CD CENTRAL PROGRESSIVE BANK	COST	14,476.	14,974.
5K CD KEY BANK NA	COST	5,006.	5,052.
12K CD KEY BANK NA	COST	12,051.	12,125.
35K CD ALLSTATE BANK	COST	34,767.	34,861.
40K CD ALLSTATE BANK	COST	39,479.	39,357.
24K CD KEY BANK N.A.	COST	24,049.	24,216.
14K CD KEY BANK N.A.	COST	14,028.	14,126.
30K CD HIBERNIA NATIONAL BANK	COST	28,674.	29,795.
60K CD HIBERNIA NATIONAL BANK	COST	57,723.	59,557.
16K DN MERCANTILE BANK	COST	15,571.	15,976.
98K CD BMW BANK OF NO AMER	COST	98,000.	98,563.
98K CD CHOICE FINANCIAL GRP	COST	95,828.	98,687.
20K CD HOME FSB	COST	19,947.	19,840.
98K CD FIRST NATL BK SPARTANBURG SC	COST	98,000.	98,554.
20K CD CORUS BANK NA	COST	19,828.	20,116.
10K CD KEY BANK NA	COST	10,026.	10,064.
35K CD KEY BANK NA	COST	35,685.	35,941.
100K CD CAPITAL ONE BK	COST	100,000.	101,055.
100K CD CAPITAL ONE BK	COST	98,548.	101,023.
100K CD CAPITAL ONE BANK	COST	99,720.	101,844.
40K CD MERRILL LYNCH BK USA	COST	33,247.	33,930.
15,000 CD E-TRADE BANK	COST	14,222.	14,979.
30,000 CD COMMUNITY FIRST BANK	COST	29,374.	30,190.
10,000 CD ALLIANCE BANK	COST	9,764.	9,966.
20,000 CD ONE BANK & TRUST	COST	19,085.	19,920.
20,000 CD TOWN BANK	COST	19,151.	20,164.
60,000 CD STEARNS BANK NA	COST	58,219.	60,417.
27,000 CD INDEPENDENT BANK	COST	25,039.	26,846.
36,000 CD INDEPENDENT BANK	COST	33,278.	35,794.
20,000 DN NORTH AMERN BANKING	COST	19,215.	19,911.
40,000 CD R-G PREMIER BANK PR	COST	39,322.	39,660.
25,000 CD STATE BANK OF CHILTON	COST	24,729.	25,377.
100,000 CD CAPITAL ONE BK	COST	97,320.	100,969.
100,000 CD CAPITAL ONE BK	COST	97,978.	102,588.
25,000 CD GMAC BK MIDVALE UT	COST	24,190.	24,666.
68,000 CD ONE BK & TRUST	COST	65,303.	67,028.
35,000 CD PEOPLES BK OF OZARKS	COST	34,395.	35,672.
54,000 CD SAFRA NB OF NEW YORK	COST	49,664.	52,403.
46,000 CD SAFRA NK OF NEW YORK	COST	42,995.	45,072.
28,000 FIRSTBANK OF PR	COST	27,045.	27,716.
25,000 CD SAFRA NB OF NEW YORK	COST	24,012.	24,579.
20,000 DN M&I BANK FSB	COST	19,469.	19,760.
60,000 DN BANK HAPOALIM	COST	57,867.	59,204.
15,000 DN BANK HAPOALIM	COST	14,466.	14,801.
37,000 FIRSTBANK OF PR FDIC INS	COST	35,154.	36,052.
22,000 CD LEHMAN BROTHERS BK	COST	20,958.	21,486.
50,000 CD NATIONAL CITY BANK	COST	47,505.	48,720.
20,000 DN NATL CITY BK INDIANA	COST	19,599.	19,759.
DN NATIONAL CITY BK CAROLINA	COST	95,558.	97,791.
25,000 CD NATIONAL CITY BANK	COST	23,958.	24,561.
53,000 CD COUNTRYWIDE BANK NA	COST	50,872.	52,299.
20,000 CD LEHMAN BROTHERS BK	COST	19,095.	19,652.
20,000 CD GRUNDY NB GRUNDY CNTR	COST	18,885.	19,902.

M. R. BAUER FOUNDATION
C/O KENT LAWRENCE

36-3980782

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
10,000 CD MERRILL LYNCH BANK US	COST	\$ 9,259.	\$ 9,427.
36,000 CD SCOTIABANK PR	COST	35,895.	35,820.
50,000 CD BROOKLINE BANK	COST	49,945.	50,346.
20,000 CD FLAGSTAR BANK FSB	COST	19,464.	19,917.
CD LASALLE BANK MIDWEST	COST	17,753.	18,150.
15,000 LASALLE BANK NA	COST	13,462.	13,612.
12,000 CD LASALLE BANK MIDWEST	COST	10,844.	10,959.
43,000 CD LASALLE BANK MIDWEST	COST	40,110.	41,285.
22,000 CD LASALLE BANK MIDWEST	COST	19,588.	20,034.
16,000 CD RABOBANK NATL ASSOC	COST	15,580.	15,819.
34,000 DN NATL CITY BK INDIANA	COST	32,736.	33,590.
20,000 DN NATL CITY BK INDIANA	COST	19,053.	19,759.
25,000 CD NATIONAL CITY BANK	COST	23,300.	24,561.
100,000 CAPITAL ONE BANK	COST	99,702.	102,571.
25K CD LASALLE BANK MIDWEST	COST	24,178.	23,805.
43K CD JPMORGAN CHASE BANK NA	COST	42,597.	42,523.
100K CD CAPITAL ONE	COST	99,939.	99,895.
50K CD LASALLE BANK MIDWEST	COST	47,848.	45,459.
10K CD JPMORGAN CHASE BANK NA	COST	10,004.	9,915.
80K CD M&I MARSHALL & ILSLEY BA	COST	80,000.	79,134.
99K DN SOUTHWEST BK OF ST LOUIS	COST	99,000.	97,865.
49K CD LASALLE BANK MIDWEST	COST	47,174.	44,351.
16K CD AMCORE BANK NA	COST	16,454.	15,748.
10K CD JPMORGAN CHASE BANK NA	COST	10,005.	9,915.
63K CD LASALLE BANK NA	COST	60,738.	57,172.
20K CD LASALLE BANK MIDWEST	COST	20,015.	18,855.
45K DN STRATEGIC CAP BANK	COST	45,000.	44,622.
65K CD PEOPLES BANK OZARKS NIX	COST	66,012.	64,281.
100K CD CAPITAL ONE BANK	COST	100,648.	100,602.
40K CD SCOTIABANK DE P R	COST	40,653.	39,753.
80K DN M&I BANK FSB	COST	80,000.	79,132.
25K BANK HAPOALIM	COST	25,000.	24,744.
98K CD CAPMARK BANK	COST	98,000.	97,717.
100K CD CAPITAL ONE BANK	COST	101,018.	101,576.
100K CD CAPITAL ONE BANK	COST	101,018.	101,576.
99K CD WACHOVIA BANK	COST	99,000.	97,910.
10K CD STATE BANK OF INDIA	COST	10,144.	10,143.
26K CD JPMORGAN CHASE BANK NA	COST	26,023.	25,778.
78K CD NEW FRONTIER BANK	COST	76,273.	76,770.
85K CD CIT BANK	COST	84,992.	84,479.
59K CD RABOBANK NATIONAL ASSN	COST	59,000.	58,333.
88K CD DISCOVER BANK	COST	89,331.	87,222.
12K CD DISCOVER BANK	COST	12,178.	11,973.
48K CD CAROLINA FIRST BANK	COST	48,445.	48,765.
95K CD FIRESIDE BANK	COST	96,269.	97,203.
99K DN BRANCH BANK & TRUST	COST	99,000.	98,271.
35K CD JPMORGAN CHASE BANK NA	COST	35,346.	34,779.
52K CD CAROLINA FIRST BANK	COST	52,449.	52,747.
20K CD UNITED BANK	COST	20,038.	20,197.
15K CD FIRST BANK HIGHLAND PARK	COST	15,088.	15,175.
10K CD ALLIANCE BANK	COST	10,095.	9,907.
39K CD BROADWAY BANK	COST	39,361.	38,483.
21K CD EASTERN SAVINGS BANK	COST	21,088.	20,820.
20K CD FIRST BANK HIGHLAND PARK	COST	20,192.	20,349.

M. R. BAUER FOUNDATION
C/O KENT LAWRENCE

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
45K CD PADUCAH BANK & TRUST	COST	\$ 44,952.	\$ 45,413.
50K CD JPMORGAN CHASE BANK NA	COST	49,858.	49,893.
10K CD MB FINANCIAL BANK	COST	10,190.	10,322.
27K FARMERS BANK & TRUST	COST	26,694.	26,978.
19K CD MINNWEST BANK MV	COST	19,164.	19,318.
27K CD EUROBANK	COST	26,974.	26,814.
60K CD BRANCH BANK & TRUST	COST	59,429.	60,034.
20K CD BARRINGTON BANK & TRUST	COST	20,363.	20,524.
70K CD ALLIANCE BANK	COST	70,661.	69,347.
40K CD PYRAMAX BANK FSB	COST	39,961.	40,301.
40K CD IMPERIAL CAPITAL BANK	COST	40,445.	39,654.
50K CD IMPERIAL CAPITAL BANK	COST	49,462.	49,427.
37K CD MIDWEST COMMUNITY BANK	COST	37,590.	37,887.
100K CD CAPITAL ONE BANK FSB	COST	101,219.	102,588.
80K CD GERMAN AMERICAN BANKCORP	COST	81,067.	81,745.
24K CD SCOTIABANK DE P R	COST	24,244.	23,852.
35K CD GOLDMAN SACHS BANK USA	COST	34,201.	34,598.
97K CD GE CAPITAL FINANCIAL INC	COST	97,000.	98,148.
50K CD PROVIDENT BANK MARYLAND	COST	50,232.	50,613.
50K CD GE MONEY BANK	COST	50,000.	50,593.
50K CD TRISTATE CAPITAL BANK	COST	49,647.	50,333.
21K CD AMERICAN CHARTERED BANK	COST	21,133.	21,323.
50K CD GEAUGA SAVINGS BANK	COST	47,988.	48,724.
20K CD EASTERN SAVINGS BANK	COST	19,998.	19,858.
90K CD STATE BANK OF INDIA	COST	90,000.	91,267.
35K CD PROVIDENT BANK MARYLAND	COST	34,935.	35,483.
90K CD LASALLE BANK NA	COST	86,419.	84,847.
90K CD LASALLE BANK MIDWEST	COST	86,413.	85,266.
90K CD LASALLE BANK NA	COST	86,314.	83,915.
40K CD LASALLE BANK NA	COST	37,728.	36,897.
24K CD LASALLE BANK MIDWEST	COST	22,476.	21,680.
65K CD GOLDMAN SACHS BANK USA	COST	65,000.	64,286.
25K CD DISCOVER BANK	COST	24,440.	24,623.
30K CD BMW BANK OF NORTH AMERICA	COST	30,578.	31,044.
48K CD FIFTH THIRD BANK	COST	47,864.	48,316.
25K CD CHEVY CHASE BANK FSB	COST	24,906.	25,142.
29K CD AMERICAN CALIFORNIA BANK	COST	29,127.	29,524.
95K CD GE CAPITAL FINANCIAL INC	COST	95,000.	93,949.
50K BMW BANK OF NORTH AMERICA	COST	48,775.	49,396.
75K CD GOLDMAN SACHS BANK USA	COST	75,000.	74,087.
30K CD STEARNS BANK	COST	28,921.	29,325.
50K CD AMERICAN EXPRESS CENT BANK	COST	50,000.	49,759.
40K CD BRANCH BANK & TRUST	COST	40,266.	40,497.
95K CD PROVIDENT BANK MARYLAND	COST	95,810.	96,165.
75K CD AMERICAN EXPRESS CENT BANK	COST	75,000.	74,636.
TOTAL		\$ <u>6,933,753.</u>	\$ <u>6,977,576.</u>

M. R. BAUER FOUNDATION
C/O KENT LAWRENCE

36-3980782

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PROGRAM RELATED INVESTMENT		
TOTAL	\$ 100,000.	\$ 100,000.
	\$ 100,000.	\$ 100,000.

STATEMENT 10
FORM 990-PF, PART VI, LINE 7
TOTAL CREDITS AND PAYMENTS

TAX CREDITS AND PAYMENTS	\$ 17,200.
ORIGINAL RETURN OVERPAYMENT	-8,766.
TOTAL	<u>\$ 8,434.</u>

M. R. BAUER FOUNDATION
C/O KENT LAWRENCE

36-3980782

AMENDMENT NEEDED FOR 2008 990-PF AS TAXPAYER INADVERTENTLY REPORTED A PROGRAM RELATED INVESTMENT AS A CHARITABLE CONTRIBUTION. CONTRIBUTIONS SHOWN IN PART I, LINE 25, HAS DECREASED BY \$100,000 AND THE PROGRAM RELATED INVESTMENT IS NOW REFLECTED IN PART II, LINE 15 - OTHER ASSETS AND ALSO IS PART IX-B - PROGRAM RELATED INVESTMENTS.

**FORM 990-PF for Year 2008, M. R. BAUER FOUNDATION, c/o Kent Lawrence
 300 S. Wacker Dr. # 500, Chicago, IL 60606, FEIN 36-3980782
 2008 SCHEDULE OF CONTRIBUTIONS (Part I, Ln. 25; also Part XV, Ln 3 (a))**

Donee	Amount
Center for Conflict Resolution (RSI)	\$256,000
Planned Parenthood Association / Chicago Area	80,000
Lincoln Park Village	65,000
Brandeis University (Volen Center)	40,000
Perspectives Charter School	25,000
Jewish Home for the Aged of Palm Beach County, Inc. (Morse Geriatric Center)	22,500
The Methodist Hospital Foundation (Voice and Speech Center)	20,000
Rodeheaver Boys' Ranch	17,000
University of Illinois Foundation	16,500
Northwestern University School of Law (Mediation Program)	13,000
Northwestern University School of Law	500
Habitat for Humanity Palm Beach County	13,000
The Cradle Foundation	12,000
Myasthenia Gravis Foundation of CA	10,000
National Council of Jewish Women / LA	10,000
Cook County Treasurer [Circuit Court of Cook Co., Judicial Mediation Training]	10,000
Lyric Opera of Chicago	7,500
National Judicial College (Mediation Program)	6,000
The Nature Conservancy (Nachusa)	5,000
Venice Family Clinic	5,000
Natural Land Institute	5,000
The Heart of a Marine Foundation	4,000
The Orchestral Association	3,500
Near South Planning Board	3,200
Museum of Contemporary Art	3,000
Anti-Defamation League of B'nai B'rith	2,500
Union League Boys and Girls Clubs of Chicago	2,500
The Art Institute of Chicago	2,300
The CARA Program	2,000
Loyola Academy	2,000
American Assembly	2,000
The Ark	2,000
Volunteers of America Inc. VOA of Illinois	2,000
Alexian Brothers Medical Center	1,800
American Brain Tumor Association	1,000
Bridge Communities, Inc.	1,000
Foundation for Hearing and Speech Rehabilitation	1,000
Vince Lombardi Charitable Funds, Inc.	1,000
Window to the World Communications, Inc. (WTTW)	1,000
Sperus College of Judaica	1,000
United States Holocaust Memorial Council	1,000
Northwestern University	1,000
Mayo Foundation	1,000
Mexico-US Solidarity Network	1,000
Juvenile Diabetes Research Foundation International	1,000
Music of the Baroque Concert Series	600
The Children's Memorial Hospital	500
Metropolitan Family Services	500
University of Chicago Hospitals	300
Society for Contemporary Art	300
Total, Ln. 25	\$685,000

MR Bauer Foundation
 Summary of Stocks - Cost Basis
 2008

Description	Acq. Date	Sales Date	Sales & Redemptions	Cost	Gain/loss	
24,000	Financing Corp	1/31/02	8/8/2008	24,000	17,011	6,989
35,000	Fico Strips	8/2/02	8/8/2008	35,000	27,122	7,878
15,000	CD Key Bank NA	8/8/02	1/29/2008	15,289	16,338	(49)
10,000	CD Merrill Lynch Bank	8/13/02	1/29/2008	10,355	10,928	(573)
35,000	Government Trust Certif	9/3/02	11/17/2008	35,000	27,192	7,808
12,000	CD Washington Mutual	9/12/02	1/29/2008	12,749	12,786	(37)
100,000	Fed Home Loan	9/18/02	1/25/2008	100,000	100,000	-
375,000	Federal Home Ln Mtg	7/7/03	12/31/2008	375,000	375,000	-
400,000	Federal Home Ln Mtg	7/18/03	2/1/2008	400,000	400,000	-
100,000	Federal Home Ln Mtg	10/28/03	1/24/2008	100,000	99,843	157
170,000	Federal Natl MTg Assoc	1/27/04	1/25/2008	170,000	170,000	-
70,000	CD Corus Bank	3/12/04	11/12/2008	70,653	89,840	813
99,000	CD Countryside Bank	3/12/04	8/27/2008	99,000	98,997	3
100,000	Federal Natl MTg Assoc	5/6/04	4/28/2008	100,000	100,000	-
15,000	CD Washington Mutual	8/20/04	1/29/2008	16,162	16,041	121
10,000	CD Washington Mutual	8/20/04	1/29/2008	10,562	10,447	105
17,000	CD Lehman Brothers	9/1/04	1/29/2008	17,173	17,214	(41)
250,000	Federal Natl MTg Assoc	9/9/04	1/28/2008	250,000	250,000	-
200,000	Federal Home Ln Mtg	9/15/04	1/22/2008	200,000	200,000	-
100,000	Federal Home Ln Mtg	9/20/04	1/24/2008	100,000	100,000	-
10,000	CD Lehman Brothers	9/22/04	1/29/2008	9,854	9,494	360
55,000	CD Corus Bank	9/29/04	1/29/2008	53,918	51,796	2,122
25,000	CD Washington Mutual	11/22/04	1/29/2008	26,639	26,435	204
37,000	CD Washington Mutual	11/23/04	1/31/2008	39,893	39,542	351
30,000	CD Indepen Bank	12/1/04	1/29/2008	29,574	28,600	974
25,000	CD Independant Bank	12/8/04	1/29/2008	24,857	24,008	649
30,000	CD Community B&T	12/29/04	6/23/2008	30,000	28,833	167
100,000	Federal Home Ln Mtg	1/3/05	1/24/2008	100,000	100,000	-
35,000	CD Firstbank	1/12/05	1/28/2008	35,000	35,000	-
99,000	CD Westernbank PR	1/21/05	11/5/2008	99,102	98,170	932
50,000	CD Pulaski Bank	2/3/05	7/28/2008	50,000	50,000	-
99,000	CD First Place	2/7/05	2/19/2008	99,000	99,000	-
100,000	CD Banco Santander PR	2/9/05	2/25/2008	100,000	100,000	-
31,000	CD Washington Mutual	2/9/05	4/11/2008	31,000	32,786	(1,786)
19,000	CD Bank of America	2/9/05	1/15/2008	19,000	18,973	27
19,000	CD Washington Mutual	2/10/05	9/2/2008	19,000	18,811	189
99,000	CD Bank Hapoalim	2/17/05	3/25/2008	99,000	99,000	-
33,000	CD Doral Bank	2/17/05	10/22/2008	33,000	32,661	339
100,000	DN BBVA Puerto Rico	4/8/05	3/24/2008	100,000	98,231	1,769
50,000	Federal Natl MTg Assoc	6/2/05	4/24/2008	50,000	50,000	-
98,000	CD Sovereign Bank	6/14/05	6/23/2008	98,000	98,000	-
20,000	CD First Business	6/17/05	2/12/2008	20,000	19,874	126
22,000	CD R-G Premier Bank	8/22/05	3/11/2008	22,000	21,762	238
35,000	CD West Gate Bank	8/8/05	5/19/2008	35,000	34,864	136
14,000	CD Washington Mutual	9/15/05	1/29/2008	15,118	15,000	118
26,000	CD Bank of America	1/10/06	2/5/2008	26,000	25,365	635
49,000	CD ANB Financial	1/10/06	5/21/2008	49,000	47,367	1,633
13,000	CD Flagstar Bank	1/11/06	3/19/2008	13,000	12,585	415
19,000	CD Lehman Brothers	1/11/06	1/29/2008	19,140	18,600	540
35,000	CD Washington Mutual	1/11/06	1/29/2008	36,079	34,568	1,511
40,000	CD Washington Mutual	1/11/06	1/31/2008	40,873	38,415	2,458
20,000	CD Washington Mutual	1/12/06	4/4/2008	20,000	20,362	(362)
95,000	CD First State Bank	1/12/06	5/20/2008	95,000	93,282	1,718

MR Bauer Foundation
Summary of Stocks - Cost Basis
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Description	Acq. Date	Sales Date	Sales & Redemptions	Cost	Gain/loss
75,000 CD Lakeside Bank	1/12/08	5/30/2008	75,000	73,829	1,371
20,000 CD Doral Bank	1/23/08	7/28/2008	20,000	19,546	454
30,000 CD Great Southern Bank	1/27/08	2/20/2008	30,000	29,269	731
30,000 CD Washington Mutual	2/9/08	9/2/2008	30,000	29,827	373
45,000 CD Lehman Brothers	2/9/08	11/5/2008	45,000	44,653	347
50,000 CD ANB Financial	2/9/08	5/21/2008	50,000	48,828	1,174
28,000 CD McFarlan State	2/9/08	1/31/2008	28,514	25,408	1,108
15,000 CD Washington Mutual	2/9/08	1/28/2008	15,874	15,704	170
23,000 CD Lehman Brothers	2/13/08	1/28/2008	23,000	22,935	65
20,000 CD Israel Discount	3/30/08	4/7/2008	20,000	19,877	323
45,000 CD Lehman Brothers	3/30/08	8/11/2008	45,000	44,232	768
45,000 CD BMW Bank of No Amer	3/30/08	1/29/2008	48,109	43,938	2,173
20,000 CD Washington Mutual	3/30/08	1/31/2008	20,499	19,449	1,050
31,000 CD National City Bank	3/30/08	7/28/2008	30,473	29,578	897
23,000 CD Pacific Capital Bank	3/31/08	11/12/2008	23,370	22,277	1,093
60,000 DN Banco Bil Viz Arf	4/2/08	5/1/2008	60,000	56,532	3,468
27,000 CD First Place	4/3/08	8/4/2008	27,000	26,455	545
55,000 CD Sovereign Bank	4/3/08	1/31/2008	55,802	53,667	1,935
25,000 CD Capital One	4/3/08	1/29/2008	25,127	23,996	1,131
10,000 CD Rabobank NA	4/3/08	2/15/2008	10,000	9,777	223
50,000 CD MB Financial	4/4/08	6/17/2008	50,000	48,809	1,191
50,000 CD Rabobank NA	4/11/08	4/21/2008	50,000	48,864	1,336
40,000 Countrywide Bank	4/11/08	10/6/2008	40,000	38,484	1,516
28,000 CD Flagstar Bank	4/12/08	2/12/2008	28,000	27,296	704
33,000 CD Independent Bank	4/12/08	11/12/2008	33,826	32,495	1,131
20,000 CD Key Bank NA	4/12/08	1/29/2008	21,364	20,530	834
10,000 CD Union National Comm	4/13/08	5/27/2008	10,000	9,647	353
60,000 CD Ohio Valley	4/17/08	2/11/2008	60,000	59,528	472
30,000 CD Sovereign Bank	4/18/08	7/21/2008	30,000	29,351	649
20,000 CD Capital One	4/19/08	1/29/2008	20,311	19,128	1,183
25,000 CD National City Bank	6/16/08	3/3/2008	25,000	23,268	1,732
50,000 CD Countryside Bank	6/20/08	1/15/2008	50,000	48,438	1,562
60,000 CD Lehman Brothers	8/21/08	8/4/2008	60,000	58,569	1,431
20,000 CD BMW Bank of No Amer	8/21/08	1/29/2008	20,163	19,295	868
55,000 CD National City Bank	8/23/08	7/28/2008	53,865	51,254	2,811
25,000 CD Washington Mutual	8/23/08	1/24/2008	25,000	25,693	(693)
47,000 CD Washington Mutual	8/27/08	1/29/2008	47,258	44,717	2,541
15,000 CD Washington Mutual	8/27/08	11/12/2008	15,247	14,389	858
48,000 CD Washington Mutual	7/6/08	5/12/2008	48,000	47,660	340
40,000 CD Transport Alliance	7/11/08	5/12/2008	40,000	39,718	282
40,000 CD Natl BK So Carolina	7/11/08	9/25/2008	38,670	38,374	2,296
10,000 DN Great Southern Bank	7/12/08	4/28/2008	10,000	9,390	610
92,000 CD Washington Mutual	7/13/08	1/29/2008	98,434	94,335	4,099
15,000 CD Washington Mutual	7/13/08	1/29/2008	15,024	14,420	604
15,000 CD Washington Mutual	7/14/08	5/23/2008	15,000	15,114	(114)
38,000 CD Merrill Lynch Bank	8/2/08	10/15/2008	38,000	38,668	1,332
30,000 CD Kansas St	8/15/08	11/17/2008	30,000	29,648	352
64,000 CD Transport Alliance	8/17/08	12/28/2008	64,000	62,184	1,816
7,000 CD Great Southern Bank	8/18/08	5/27/2008	7,000	6,570	430
95,000 CD National City Bank	12/12/08	7/28/2008	90,298	90,935	(637)
5,000 CD National City Bank	12/12/08	7/28/2008	4,732	4,791	(59)
49,000 DN Merrill Lynch Bank	12/13/08	4/8/2008	49,000	48,805	2,195
43,000 CD Merrill Lynch Bank	12/21/08	4/28/2008	43,000	42,157	843
65,000 DN Alerus Financial	1/8/07	4/28/2008	65,000	62,828	2,174
67,000 CD National Bank	1/8/07	7/28/2008	65,584	64,123	1,461

MR Bauer Foundation
 Summary of Stocks - Cost Basis
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<u>Description</u>	<u>Acq. Date</u>	<u>Sales Date</u>	<u>Sales & Redemptions</u>	<u>Cost</u>	<u>Gain/loss</u>
37,000 CD Countryside Bank	1/8/07	4/14/2008	37,000	35,837	1,163
25,000 Countrywide Bank	1/8/07	9/23/2008	25,000	24,125	875
38,000 CD National City Bank	1/9/07	7/28/2008	37,242	37,565	(313)
45,000 DN Bank Hapoalim	1/10/07	4/24/2008	45,000	42,304	2,696
20,000 CD Natl BK So Carolina	1/10/07	5/14/2008	20,000	19,444	556
58,000 CD National City Bank	1/11/07	7/28/2008	57,130	56,365	775
25,000 CD Banco Santander PR	1/19/07	10/29/2008	25,000	24,585	415
116,000 DN Bank Hapoalim	2/12/07	4/24/2008	116,000	115,288	714
25,000 CD Rabobank NA Calif	2/16/07	1/28/2008	25,000	24,628	372
40,000 CD Four Oaks B&T Co	2/20/07	5/27/2008	40,000	38,774	1,226
77,000 CD Community B&T	3/8/07	7/28/2008	76,951	76,229	722
31,000 DN Countrywide Bank NA	3/12/07	2/19/2008	31,000	30,495	505
50,000 Midfirst Bank	3/15/07	5/29/2008	50,000	49,825	175
17,000 CD LaSalle Bk Midwest NA	3/27/07	9/5/2008	17,000	16,517	483
30,000 ML&Co. Arbrn Spx	5/2/07	7/10/2008	372,000	300,000	72,000
99,000 DN Midfirst Bank	6/18/07	12/15/2008	99,000	95,278	3,722
99,000 CD LaSalle Bank Midwest	9/14/07	9/15/2008	98,708	89,888	8,818
55,000 CD LaSalle Bank NA	10/12/07	9/15/2008	55,299	50,929	4,370
99,000 CD LaSalle Bank Midwest	12/5/07	9/15/2008	97,917	89,213	8,704
65,000 CD LaSalle Bank Midwest	12/12/07	10/22/2008	60,840	58,491	2,149
75,000 CD LaSalle Bank Midwest	1/8/08	10/22/2008	72,809	72,347	462
75,000 CD LaSalle Bank Midwest	2/7/08	9/15/2008	73,808	69,655	4,153
20,000 DN McFarland State Bank	4/1/08	12/30/2008	20,000	20,000	-
83,000 CD LaSalle Bank Midwest	4/4/08	9/15/2008	82,323	80,310	2,013
50,000 CD LaSalle Bank Midwest	4/23/08	9/15/2008	49,925	49,415	510
123,000 CD Hudson United Bank	5/9/08	7/1/2008	123,000	123,000	-
40,000 CD GMAC Bk Midvale Ut	5/14/08	10/8/2008	40,000	40,120	(120)
75,000 CD Fat Fed Bk Calif FSB	6/8/08	11/12/2008	78,097	74,983	3,134
10,000 CD M&I Marshall & IL Bk	6/12/08	8/11/2008	10,000	10,000	-
99,000 Wachovia Bank	6/20/08	12/22/2008	99,000	99,000	-
99,000 DN Wachovia Bank NA	6/23/08	12/23/2008	99,000	99,000	-
40,000 CD Wilmington SFS FSB	7/14/08	8/27/2008	40,000	39,928	72
45,000 CD LaSalle Bk Midwest NA	7/22/08	9/19/2008	45,000	45,027	(27)
25,000 CD Countrywide Bank	8/1/08	9/15/2008	25,000	24,695	305
35,000 CD Countrywide Bank	8/8/08	9/2/2008	35,000	34,636	364
29,000 CD Countrywide Bank	8/26/08	9/15/2008	29,000	29,000	-
80,000 CD LaSalle Bank Midwest	9/19/08	10/22/2008	85,140	86,301	(1,161)
7,500 ML&Co. Bear Rty Arn	10/6/08	11/13/2008	83,100	75,000	8,100
TOTALS			8,195,009	7,970,742	224,267