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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning JUL 1, 2009, and ending JUN 30, 2010

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

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

Name of foundation: **ALAN & MARCIA BAER FOUNDATION**
 Number and street (or P.O. box number if mail is not delivered to street address): **1001 FORT CROOK ROAD**
 Room/suite: **140**
 City or town, state, and ZIP code: **BELLEVUE, NE 68008**

A Employer identification number: **47-6032560**

B Telephone number: **402-552-1000**

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 ☐

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

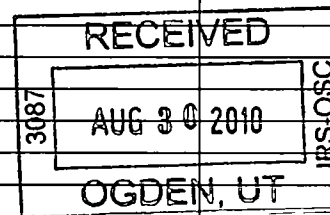
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 4596933.** (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		15648.	15648.		STATEMENT 1
4 Dividends and interest from securities		81954.	81954.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		478155.			
b Gross sales price for all assets on line 6a		4417651.			
7 Capital gain net income (from Part IV, line 2)			478155.		
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)					
11 Other income		-150635.	-150635.		STATEMENT 3
12 Total. Add lines 1 through 11		425122.	425122.		
13 Compensation of officers, directors, trustees, etc.		68193.	20457.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		17800.	5874.		0.
c Other professional fees STMT 5		48870.	48845.		0.
17 Interest		152.	152.		0.
18 Taxes STMT 6		929.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		7437.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		143381.	75328.		0.
25 Contributions, gifts, grants paid		239944.			239944.
26 Total expenses and disbursements. Add lines 24 and 25		383325.	75328.		239944.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		41797.			
b Net investment income (if negative, enter -0-)			349794.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1511.	7482.	7482.
	2	Savings and temporary cash investments	1285021.	3047341.	3047341.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 8	1097755.	1014285.	745646.
	c	Investments - corporate bonds STMT 9	773996.	773996.	796433.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	1643024.	0.	0.
	14	Land, buildings, and equipment; basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 11)	31.	31.	31.
	16	Total assets (to be completed by all filers)	4801338.	4843135.	4596933.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ▶ ☐			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	4801338.	4843135.	
	30	Total net assets or fund balances	4801338.	4843135.	
	31	Total liabilities and net assets/fund balances	4801338.	4843135.	

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	4801338.
2	Enter amount from Part I, line 27a	2	41797.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4843135.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4843135.

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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4417651.		3939496.	478155.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			478155.

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	478155.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	220482.	4794337.	.045988
2007	374384.	7503417.	.049895
2006	426850.	7414068.	.057573
2005	289103.	7214631.	.040072
2004	315350.	6898450.	.045713

2 Total of line 1, column (d)	2	.239241
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	.047848
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4853155.
5 Multiply line 4 by line 3	5	232214.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3498.
7 Add lines 5 and 6	7	235712.
8 Enter qualifying distributions from Part XII, line 4	8	239944.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	3498.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	3498.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3498.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	350.	
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	350.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	27.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3175.	
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 2010 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>KATHY BAER</u> Telephone no. ► <u>402-552-1001</u> Located at ► <u>1001 FORT CROOK ROAD, STE. 140, BELLEVUE, NE</u> ZIP+4 ► <u>68005</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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ► _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐ 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. ► _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) ☐ N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
MARCIA BAER	PRESIDENT			
1001 FORT CROOK ROAD, STE. 140				
BELLEVUE, NE 68005	1.00	0.	0.	0.
THEODORE BAER	VICE PRESIDENT			
1001 FORT CROOK ROAD, STE. 140				
BELLEVUE, NE 68005	1.00	0.	0.	0.
KATHY BAER	SECRETARY			
1001 FORT CROOK ROAD, STE. 140				
BELLEVUE, NE 68005	10.00	68193.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. 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

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

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 instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 1755748.
b	Average of monthly cash balances	1b 3171313.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 4927061.
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 4927061.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 73906.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 4853155.
6	Minimum investment return. Enter 5% of line 5	6 242658.

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 242658.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 3498.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 3498.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 239160.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 239160.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 239160.

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 239944.
b	Program-related investments - total from Part IX-B	1b 0.
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 239944.
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	5 3498.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 236446.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				239160.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006	5642.			
d From 2007	763.			
e From 2008				
f Total of lines 3a through e	6405.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 239944.				
a Applied to 2008, 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 2009 distributable amount				239160.
e Remaining amount distributed out of corpus	784.			
5 Excess distributions carryover applied to 2009 (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	7189.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	7189.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	5642.			
c Excess from 2007	763.			
d Excess from 2008				
e Excess from 2009	784.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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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 2009, enter the date of the ruling

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

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 174 CALL ALLIANCEBERNSTEIN		P	07/13/09	07/17/09
b 58 CALL ATLAS PIPELINE		P	07/13/09	07/20/09
c 339 CALL ISHARES SILVER TRUST		P	06/15/09	07/20/09
d 184 CALL PEABODY ENERGY CORP		P	07/13/09	07/17/09
e 83 CALL TRANSOCEAN LTD		P	07/13/09	07/20/09
f 174 CALL ALLIANCEBERNSTEIN		P	07/17/09	08/20/09
g 148 CALL ATLAS PIPELINE		P	07/16/09	08/24/09
h 58 CALL ATLAS PIPELINE		P	07/20/09	08/24/09
i 339 CALL ISHARES SILVER TRUST		P	07/20/09	08/24/09
j 150 CALL PEABODY ENERGY CORP		P	07/17/09	08/20/09
k 83 CALL TRANSOCEAN LTD		P	07/20/09	08/24/09
l 62 CALL TRANSOCEAN LTD		P	12/08/09	12/17/09
m 3400 PEABODY ENERGY CORP		P	03/26/07	08/21/09
n 9500 ISHARES MSCI BRAZIL		P	11/12/07	08/21/09
o 33900 ISHARES SILVER TRUST		P	04/20/09	09/18/09

(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 1561.		17835.	-16274.
b 256.			256.
c 23385.		23385.	0.
d 823.		13322.	-12499.
e 740.			740.
f 30884.		16013.	14871.
g 4731.			4731.
h 2199.			2199.
i 9486.			9486.
j 37109.		49671.	-12562.
k 13938.			13938.
l 9790.		22449.	-12659.
m 116863.		131611.	-14748.
n 529226.		764703.	-235477.
o 491697.		385986.	105711.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-16274.
b			256.
c			0.
d			-12499.
e			740.
f			14871.
g			4731.
h			2199.
i			9486.
j			-12562.
k			13938.
l			-12659.
m			-14748.
n			-235477.
o			105711.

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).
If (loss), enter "-0-" in Part I, line 8 }

3

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	83 CALL TRANSOCEAN LTD	P	08/24/09	09/14/09
b	15000 PEABODY ENERGY CORP	P	03/26/07	09/18/09
c	1800 ALLIANCEBERNSTEIN HOLDING	P	11/27/98	09/18/09
d	15000 ALLIANCEBERNSTEIN HOLDING	P	11/30/98	09/18/09
e	300 ALLIANCEBERNSTEIN HOLDING	P	01/07/09	09/18/09
f	300 ALLIANCEBERNSTEIN HOLDING	P	11/27/98	09/10/09
g	50 TRANSOCEAN LTD	P	12/29/08	10/21/09
h	8300 TRANSOCEAN LTD	P	12/29/08	10/16/09
i	6200 TRANSOCEAN LTD	P	12/08/09	01/15/10
j	206 CALL ATLAS PIPELINE	P	12/29/09	01/13/10
k	201 CALL ATLAS PIPELINE	P	01/13/10	02/17/10
l	104 CALL PHILIP MORRIS	P	01/21/10	02/17/10
m	62 CALL TRANSOCEAN LTD	P	02/05/10	02/17/10
n	500 ATLAS PIPELINE	P	10/16/08	02/12/10
o	10400 PHILIP MORRIS	P	01/21/10	03/19/10

(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 17258.		16705.	553.
b 538310.		580638.	-42328.
c 38392.		13405.	24987.
d 319933.		111710.	208223.
e 6399.		2234.	4165.
f 6373.		2234.	4139.
g 4547.		2308.	2239.
h 696331.		383197.	313134.
i 527478.		490735.	36743.
j 4816.		22047.	-17231.
k 25723.		29552.	-3829.
l 7067.		8168.	-1101.
m 24100.		21953.	2147.
n 5585.		6406.	-821.
o 528250.		504925.	23325.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			553.
b			-42328.
c			24987.
d			208223.
e			4165.
f			4139.
g			2239.
h			313134.
i			36743.
j			-17231.
k			-3829.
l			-1101.
m			2147.
n			-821.
o			23325.

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).
If (loss), enter "-0-" in Part I, line 8

3

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	62 CALL TRANSOCEAN LTD	P	02/17/10	03/18/10
b	19600 ATLAS PIPELINE PARTNERS	P	10/16/08	03/19/10
c	500 ATLAS PIPELINE	P	10/16/08	03/12/10
d	47 CALL TRANSOCEAN LTD	P	03/18/10	04/13/10
e	15 CALL TRANSOCEAN LTD	P	03/18/10	04/13/10
f	47 CALL TRANSOCEAN LTD	P	04/13/10	05/03/10
g	15 CALL TRANSOCEAN LTD	P	04/13/10	05/03/10
h	ATLAS PIPELINE PARTNERS K-1	P		
i	ATLAS PIPELINE PARTNERS K-1	P		
j	ATLAS PIPELINE PARTNERS K-1	P		
k	ALLIANCEBERNSTEIN HOLDING LP	P		
l	ALLIANCEBERNSTEIN HOLDING LP	P		
m	62 CALL TRANSOCEAN LTD	P		05/04/10
n				
o				

(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 32854.		23627.	9227.
b 226663.		251096.	-24433.
c 5777.		6405.	-628.
d 23355.		22696.	659.
e 7454.		7225.	229.
f 13870.		2213.	11657.
g 4430.		706.	3724.
h		1261.	-1261.
i 14142.			14142.
j 38072.			38072.
k		2918.	-2918.
l		157.	-157.
m 27784.			27784.
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9227.
b			-24433.
c			-628.
d			659.
e			229.
f			11657.
g			3724.
h			-1261.
i			14142.
j			38072.
k			-2918.
l			-157.
m			27784.
n			
o			

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	478155.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	15648.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15648.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	81954.	0.	81954.
TOTAL TO FM 990-PF, PART I, LN 4	81954.	0.	81954.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALLIANCEBERNSTEIN	-8902.	-8902.	
ATLAS PIPELINE PARTNERS	-186591.	-186591.	
ATLAS PIPELINE PARTNERS	43573.	43573.	
OTHER INCOME	1285.	1285.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-150635.	-150635.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17800.	5874.		0.
TO FORM 990-PF, PG 1, LN 16B	17800.	5874.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	48870.	48845.		0.
TO FORM 990-PF, PG 1, LN 16C	48870.	48845.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	929.	0.		0.
TO FORM 990-PF, PG 1, LN 18	929.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NONDEDUCTIBLE EXPENSES	3988.	0.		0.
OFFICE EXPENSE	1142.	0.		0.
INSURANCE	2307.	0.		0.
TO FORM 990-PF, PG 1, LN 23	7437.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PEABODY ENERGY CORP	0.	0.
TRANSOCEAN LTD	510209.	287246.
PHILLIP MORRIS INTL INC	504076.	458400.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1014285.	745646.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
REPUBLIC OF BRAZIL BE	773996.	796433.
TOTAL TO FORM 990-PF, PART II, LINE 10C	773996.	796433.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALLANCEBERNSTEIN	COST	0.	0.
ISHARES INC MSCI BRAZIL	COST	0.	0.
ATLAS PIPELINE	COST	0.	0.
ISHARES SILVER TRUST	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NET INTANGIBLE ASSETS	31.	31.	31.
TO FORM 990-PF, PART II, LINE 15	31.	31.	31.

Alan & Marcia Baer Foundation
1001 Fort Crook Road, Ste. 140
Bellevue, NE 68005

EIN# 47-6032560

Contributions
Year Ended June 30, 2010

<u>Name of Organization</u>	<u>Organization Status</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
Alzheimer's Association	Civic Organization	Operating Money	\$10,000
Angels Among Us	Civic Organization	Operating Money	\$500
Autism Action Partnership	Civic Organization	Operating Money	\$2,000
Bellevue Jr. Sports Assoc	Civic Organization	Operating Money	\$1,000
Bellevue Police Community	Civic Organization	Operating Money	\$10,000
Bergan Mercy Auxiliary	Health Organization	Operating Money	\$1,250
Blues Ed	Civic Organization	Operating Money	\$1,000
Buffalo County Community Partners	Civic Organization	Operating Money	\$1,000
Camp Fire USA Midlands Council	Civic Organization	Operating Money	\$5,000
Chrst Child Ed Trust	Religious Organization	Operating Money	\$1,000
Community Alliance	Civic Organization	Operating Money	\$3,500
Creighton University	Educational Organization	Operating Money	\$1,000
Dana College	Educational Organization	Operating Money	\$1,000
De Paul University	Educational Organization	Operating Money	\$10,000
Exchange Club	Civic Organization	Operating Money	\$1,000
Gross Catholic High School	Civic Organization	Operating Money	\$1,000
Jewish Community Center	Civic Organization	Operating Money	\$6,000
Junior Achievement	Civic Organization	Operating Money	\$1,000
Lancer Booster Club	Civic Organization	Operating Money	\$10,000
Leap for a Cure	Civic Organization	Operating Money	\$11,000
Leukemia and Lymphoma Society	Civic Organization	Operating Money	\$3,500
Lincoln Bowling Association	Civic Organization	Operating Money	\$9,500
Madonna School	Educational Organization	Operating Money	\$5,000

Make a Wish	Civic Organization	Operating Money	\$1,000
Marian High School	Educational Organization	Operating Money	\$11,000
MECA Omaha	Civic Organization	Operating Money	\$3,200
Methodist Hospital Foundation	Health Organization	Operating Money	\$10,000
Metro Community College	Educational Organization	Operating Money	\$5,000
Micah House	Civic Organization	Operating Money	\$5,000
Monterey Bay Charter School	Educational Organization	Operating Money	\$1,000
Monterey Institute	Educational Organization	Operating Money	\$20,000
Omaha Law League	Civic Organization	Operating Money	\$500
Omaha Lit Fest	Civic Organization	Operating Money	\$1,000
Omaha Outlaws	Civic Organization	Operating Money	\$500
Open Door Mission	Civic Organization	Operating Money	\$2,000
Platte Institute for Economic Research	Civic Organization	Operating Money	\$2,000
Prevent Blindness Nebraska	Civic Organization	Operating Money	\$500
Project Harmony	Civic Organization	Operating Money	\$5,000
Quakes Softball Inc	Youth Organization	Operating Money	\$4,000
Sacred Heart School	Educational Organization	Operating Money	\$1,000
Siena Francis House	Civic Organization	Operating Money	\$2,000
Skutt Catholic High School	Educational Organization	Operating Money	\$6,000
St. Vincent De Paul	Religious Organization	Operating Money	\$1,000
Temple Israel	Religious Organization	Operating Money	\$500
United Way - check voided from prior year contribution			-\$2,500
University of Nebraska Foundation	Educational Organization	Operating Money	\$35,244
University of Nebraska Med Center	Health Organization	Operating Money	\$7,500
University of Nebraska at Omaha	Educational Organization	Operating Money	\$2,000
UNO Alumni Association	Educational Organization	Operating Money	\$1,250
US Bowling Congress	Civic Organization	Operating Money	\$15,000
YMCA	Youth Organization	Operating Money	\$3,000
Total Contributions			<u><u>\$239,944</u></u>