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

2010

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

For calendar year 2010, or tax year beginning _____, and ending _____

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

Name of foundation Bayer USA Foundation		A Employer identification number 25-1508079
Number and street (or P O box number if mail is not delivered to street address) 100 Bayer Road	Room/suite	B Telephone number (see page 10 of the instructions) (412) 777-2000
City or town, state, and ZIP code Pittsburgh PA 15205-9741		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <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"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 34,740,000	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	5,115,628			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	1,079,431	1,079,431		
5 a Gross rents			0	
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	608,080			
b Gross sales price for all assets on line 6a	0			
7 Capital gain net income (from Part IV, line 2)		608,080		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	6,803,139	1,687,511	0	
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	0	0	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	6,709	0	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	366,628	366,628	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	373,337	366,628	0	0
25 Contributions, gifts, grants paid	6,818,400			6,818,400
26 Total expenses and disbursements. Add lines 24 and 25	7,191,737	366,628	0	6,818,400
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-388,598			
b Net investment income (if negative, enter -0-)		1,320,883		
c Adjusted net income (if negative, enter -0-)			0	

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Part I 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		1,234,229	1,118,625	
	2	Savings and temporary cash investments				
	3	Accounts receivable	28,852			
		Less allowance for doubtful accounts	0	34,400	28,852	0
	4	Pledges receivable	0			
		Less allowance for doubtful accounts	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule)	0			
		Less allowance for doubtful accounts	0	0	0	0
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)		12,801,000	14,625,000	14,625,000
	b	Investments—corporate stock (attach schedule)		19,874,000	20,115,000	20,115,000
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	0	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		866,757	720,000	0	
14	Land, buildings, and equipment basis	0				
	Less accumulated depreciation (attach schedule)	0	0	0	0	
15	Other assets (describe Interest Receivable)		99	11	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		34,810,485	36,607,488	34,740,000	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe)		0	0	
	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 checked="" type="checkbox"/>					
	24	Unrestricted		34,810,485	36,607,488	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds			0	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)		34,810,485	36,607,488		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		34,810,485	36,607,488		

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	34,810,485
2	Enter amount from Part I, line 27a	2	-388,598
3	Other increases not included in line 2 (itemize) See Attached Statement	3	2,185,601
4	Add lines 1, 2, and 3	4	36,607,488
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	36,607,488

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		P			
b		P			
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	0	0	2,043,327		
b	0	0	-1,435,247		
c	0	0	0		
d	0	0	0		
e	0	0	0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a	0	0	2,043,327		
b	0	0	-1,435,247		
c	0	0	0		
d	0	0	0		
e	0	0	0		
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	608,080
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		}		3	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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))	
2009	4,904,240	30,233,950	0.162210	
2008	5,544,581	39,482,382	0.140432	
2007	8,864,977	49,037,264	0.180780	
2006	4,788,984	46,367,988	0.103282	
2005	6,386,310	45,829,228	0.139350	
2 Total of line 1, column (d)			2	0.726054
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	0.145211
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4	33,707,131
5 Multiply line 4 by line 3			5	4,894,646
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	13,209
7 Add lines 5 and 6			7	4,907,855
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8	22,341,099

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of 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 or determination letter _____ (attach copy of letter if necessary—see instructions)			
	b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	13,209	
	c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3		Add lines 1 and 2	3	13,209	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	13,209	
6		Credits/Payments			
	a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	24,775	
	b	Exempt foreign organizations—tax withheld at source	6b		
	c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
	d	Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d	7	24,775	
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
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	11,566	
11		Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

		Yes	No
1	a		X
	b		X
	c		X
2			X
3			X
4	a		X
	b	N/A	
5			X
6		X	
7		X	
8	a		
	b	X	
9			X
10			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 page 20 of the 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?	X		
Website address ▶ <u>www.guidestar.org</u>				
14	The books are in care of ▶ <u>Thomas Gohlsch</u>	Telephone no ▶	<u>(412) 777-2000</u>	
	Located at ▶ <u>100 Bayer Road Pittsburgh PA</u>	ZIP+4 ▶	<u>15205-9741</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 <input type="checkbox"/>		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of 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 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	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 2010?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 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)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5b	N/A
	6b	X
	7b	X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Listing		0	0	0
SCHEDULE ATTACHED		0	0	0
		0	0	0
		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		0
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	
2	
3	
4	

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

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

	Amount	
1		
2		
3 All other program-related investments. See page 24 of the instructions	0	
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	33,946,122
b	Average of monthly cash balances	1b	274,316
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	34,220,438
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	34,220,438
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	513,307
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,707,131
6	Minimum investment return. Enter 5% of line 5	6	1,685,357

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,685,357
2a	Tax on investment income for 2010 from Part VI, line 5	2a	13,209
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	13,209
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,672,148
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,672,148
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,672,148

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	6,818,400
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	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,818,400
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	13,209
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,805,191

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,672,148
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	4,094,849			
b From 2006	2,454,586			
c From 2007	6,439,820			
d From 2008	3,583,712			
e From 2009	3,411,208			
f Total of lines 3a through e	19,984,175			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 6,818,400				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				1,672,148
e Remaining amount distributed out of corpus	5,146,252			
5 Excess distributions carryover applied to 2010 (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	25,130,427			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	4,094,849			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	21,035,578			
10 Analysis of line 9				
a Excess from 2006	2,454,586			
b Excess from 2007	6,439,820			
c Excess from 2008	3,583,712			
d Excess from 2009	3,411,208			
e Excess from 2010	5,146,252			

Part XIV Private Operating Foundations (see page 27 of the 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 2010, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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

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

Rebecca Lucore 100 Bayer Road Pittsburgh PA 15205-9741 (412) 777-2000

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

Written proposals should include purpose of organization and grant

c Any submission deadlines

None

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

None

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)				
<p>a <i>Paid during the year</i> See Attached Details</p>				6,818,400
Total				▶ 3a 6,818,400
<p>b <i>Approved for future payment</i> Asset Inc</p> <p>American Red Cross</p> <p>California State University East Bay Foundation</p> <p>Carnegie Mellon University</p> <p>Duquesne University</p> <p>Food Bank of Central & Eastern North Carolina</p>				750,000 25,000 500,000 235,506 480,000 181,000
Total See Attached Statement				▶ 3b 5,314,971

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All amounts are 0.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: [Signature], Date: 11-14-11, Title: Vice President.
Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

Continuation of Part XV, Line 3b (990-PF) - Grants and Contributions Approved for Future Payment

Recipient(s) approved for future payments

Name
Greater Kansas City Community Foundation
Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
	25,000

Name
Kansas City Area Life Science Institute
Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	500,000

Name
National Ment Scholarship
Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	700,733

Name
Passage Home
Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	100,000

Name
Penn State University
Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	150,000

Name
RiverQuest
Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	26,000

Continuation of Part XV, Line 3b (990-PF) - Grants and Contributions Approved for Future Payment

Recipient(s) approved for future payments

Name
Robert Morris University
Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	250,000

Name
Robert Morris University - Bayer Scholarship in Environmental Sciences
Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	2,000

Name
University of Pittsburgh
Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	165,912

Name
West Alabama Chamber Foundation Inc.
Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	25,000

Name
West Virginia University
Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
	76,320

Name
Pittsburgh Botanic Garden
Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
	500,000

Continuation of Part XV, Line 3b (990-PF) - Grants and Contributions Approved for Future Payment
Recipient(s) approved for future payments

Name
Pittsburgh Promise
Street

City State Zip Code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount
500,000

Name
Sustainable Pittsburgh
Street

City State Zip Code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount
25,000

Name
Pittsburgh Community Grants
Street

City State Zip Code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount
97,500

Name
Street

City State Zip Code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount
0

Name
Street

City State Zip Code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount
0

Name
Street

City State Zip Code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount
0

Line 18 (990-PF) - Taxes

		6,709	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Federal Excise Tax	6,709			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		366,628	366,628	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization. See attached statement	0	0	0	0
2	Administrative Expenses	366,628	366,628	0	
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		12,801,000	14,625,000	12,801,000	14,625,000				
	Description	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation		
1	Fixed Income Securities	12,801,000	14,625,000	12,801,000	14,625,000				
2									
3									
4									
5									
6									
7									
8									
9									
10									

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		19,874,000	20,115,000	19,874,000	20,115,000	19,874,000	20,115,000
		Book Value	Book Value	FMV	FMV	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year	Beg. of Year	End of Year
1	Equity Securities	19,874,000	20,115,000	19,874,000	20,115,000	19,874,000	20,115,000
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

			866,757	720,000	0
			Book Value	Book Value	FMV
			Beg. of Year	End of Year	End of Year
1	Strategic Investment Fund Partners		866,757	720,000	
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 15 (990-PF) - Other Assets

	Description	99	11	0
		Beginning Balance	Ending Balance	Fair Market Value
1	Interest Receivable	99	11	
2				
3				
4				
5				
6				
7				
8				
9				
10				

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Increase in Net Market Value	1	2,184,419
2	Change in Receivable	2	1,182
3	Total	3	2,185,601

<u>Charitable Organization</u>	<u>Address</u>	<u>Federal Tax ID</u>	<u>Program Description</u>	<u>Total Amount</u>	<u>Payment Date</u>
Advaita Society (Kala Art Institute)	1060 Heinz Avenue Berkeley, CA 94710	94-2372185	Lecture Series on artists who engage with environmental issues in innovative ways	5,000 00	7/9/2010
Alameda County Food Bank	7900 Edgewater Drive Oakland, CA 94621	94-2980297	General support for largest local foodbank as part of employee holiday food drive	4,950 00	11/1/2010
Allegheny County Bar Foundation	400 Koppers Building 436 Seventh Avenue Pittsburgh, PA 15219	25-1383622	Support purchase of backpacks and basic school supplies for underprivileged Pittsburgh elementary school students	100 00	6/15/2010
ALS Association – Western Pennsylvania Chapter	416 Lincoln Avenue Pittsburgh, PA 15209	23-7123851	Contribution in lieu of event sponsorship	3,500 00	5/11/2010
Alzheimer's Disease and Related Disorders Association	3701 Pender Drive Suite 400 Fairfax, VA 22030	52-1196162	Brain Health initiative	40,000 00	7/6/2010
American Cancer Society	320 Bilmar Avenue Pittsburgh, PA 15205-4620	251798733	Contribution in memory of Jean Walker, mother of Communications colleague, Bob Walker	100 00	8/19/2010
American Cancer Society, Inc., Ohio Division Inc	5555 Frantz Road Dublin, OH 43017	34-0726080	Support Relay for Life event	200 00	4/21/2010
American Chemical Society - Division of Polymer Chemistry, Inc	c/o Virginia Tech 410 Davidson Hall Blacksburg, VA 24061	04-6167821	Sponsorship of the spring American Chemical Society Symposium	2,000 00	3/16/2010
American Diabetes Association Inc	Western Pennsylvania Area Landmarks Building 100 West Station square Drive Suite 1900	13-1623888	Contribution in lieu of Step Out Walk event	1,000 00	9/8/2010
American Veterinary Medical Foundation	1931 Meacham Schaumburg, IL 0173	36-6117739	Haitian animal recovery disaster relief	20,000 00	4/20/2010
Annville Youth League Corporation	P O Box 210 Annville, PA 17003	204510807	Support youth sports programs	500 00	5/20/2010
Arch Foundation	Six West Belt Wayne, NJ 07470	22-1231236	Assist low income patient with coverage for Mirena intrauterine contraceptive system	500,000 00	10/20/2010
ASSET Inc	2403 Sidney Street Suite 800 Pittsburgh, PA 15203	25-1742923	Science education funding	50,000 00	2/5/2010
ASSET Inc	2403 Sidney Street Suite 800 Pittsburgh, PA 15203	25-1742923	Science education funding	50,000 00	5/11/2010
August Wilson Center for African American Culture	980 Liberty Avenue Pittsburgh, PA 15222	25-1892177	Operating costs and capital campaign – see page 2 – HOLDING PORTION	25,000 00	4/5/2010
Basking Ridge Fire Co #1	30 Washington Avenue P O Box 326 Basking Ridge, NJ 07920	22-6047072	Employee Volunteer Grant - Support training programs	500 00	12/6/2010
BayBio Institute	400 Oyster Point Blvd South San Francisco, CA 94080	94-3118621	Funding to create Web-based biotech connection between science professionals & local schools to improve STEM resources	15,000 00	9/8/2010
BayBio Institute	400 Oyster Point Blvd South San Francisco, CA 94080	94-3118621	Provides support for strategic planning to move this industry-based education no-profit forward in the SF Bay Area	5,000 00	11/12/2010
Be an Angel Fund, Inc	2003 Aldine Bender Houston, TX 77032	76-0262730	Champions Cup prize monies donated to improve the quality of life for children with multiple disabilities via equipment, services and programs	1,875 00	2/5/2010

Berkeley Food & Housing Project	2140 Dwight Way Berkeley, CA 94704	94-2979073	Supports homeless shelter and services provider in conjunction with Bayer employee volunteersm programs	5,000 00	11/1/2010
Berkeley Public Education Foundation	1835 Allston Way Berkeley, CA 94703	94-2910219	This Back to School Baypack Give-Away provides basic school supplies to incoming students at a low-income elementary school	2,000 00	11/2/2010
Berkeley Public Library Foundation	2090 Kittredge Street Berkeley, CA 94704	94-3280180	Capital gift for community-based campaign to rebuild Berkeley's four branch libranes	25,000 00	11/12/2010
Bishop Donahue High School	325 Logan Street McMechen, WV 26040	55-0393625	Partner in Education School Science laboratory computers	1,000 00	12/8/2010
Blind & Vision Rehabilitation Services of Pittsburgh	1800 West Street Homestead, PA 15120	25-1803195	Contribution in lieu of sponsorship of Person of Vision celebration	3,000 00	3/25/2010
Bndging the Gap	435 Westport Road Suite 23 Kansas City, MO 64111	43-1610645	Funding for environmental sustainability projects	2,500 00	2/22/2010
California State University East Bay Foundation	300 Lakeside Dnve Oakland, CA 94612	94-3067788	Establish and sustain a MESA Center in the East Bay region of California -- See page 2 notes for commitment split-BHC	65,100 00	7/9/2010
California State University East Bay Foundation	300 Lakeside Dnve Oakland, CA 94612	94-3067788	Establish and sustain a MESA Center in the East Bay region of California -- See page 2 notes for commitment split-HOLDING	27,900 00	7/9/2010
California State University East Bay Foundation	25800 Carlos Bee Blvd Warren Hall, 9th Floor Hayward, CA 94542	94-1524922	Support establishment of the Cal State University Center for STEM Education	40,000 00	12/6/2010
Cancer Care Inc	275 Seventh Avenue, 22nd Floor New York, NY 10001	13-1825919	Funding update of Connect booklet re liver cancer	60,000 00	7/6/2010
Carnegie Mellon University	5000 Forbes Avenue Pittsburgh, PA 15213-3890	25-0969449	Bayer Graduate Fellowships in Chemical Engineering and Chemistry @ CMU (see page two for notes -- HOLDING)	59,329 00	9/9/2010
Carnegie Mellon University	5000 Forbes Avenue Pittsburgh, PA 15213-3890	25-0969449	Bayer Graduate Fellowships in Chemical Engineering and Chemistry @ Carnegie Mellon (see page two for notes-- BMS PITTSBURGH PORTION	88,993 00	9/9/2010
Carnegie Science Center	One Allegheny Avenue Pittsburgh, PA 15212	25-0965280	2010 SciTech Spectacular & CAUSE Challenge Film Festival	28,000 00	2/22/2010
Case Western Reserve University	Dept of Macromolecular Science and Engineering Kent Hale Smith Building 10900 Euclid Avenue	34-1018992	Provide financial support for graduate student fellowships	15,000 00	8/5/2010
CDS International, Inc	440 Park Avenue South Second Floor New York, NY 10016	13-6275141	Funding for international study tours	15,000 00	3/24/2010
Change the Equation	1101 K Street, N W Suite 610 Washington, DC 20005	27-2107952	Funding to improve STEM achievement	25,000 00	8/19/2010
Children's Museum of Pittsburgh	10 Children's Way Pittsburgh, PA 15212	25-1379704	Support International Children's Painting Competition Exhibit and World Environment Day activities	10,000 00	6/11/2010
Chronic Disease Fund, Inc	6900 Dallas North Parkway Suite 200 Plano, TX 75024	61-1462062	Funding helps undennsured patients with chronic disease, cancer or life-altenng conditions	1,500,000 00	3/25/2010
Chronic Disease Fund, Inc	6900 Dallas North Parkway Suite 200 Plano, TX 75024	61-1462062	Fund helps undennsured patients with chronic disease, cancers or life altering conditions	1,500,000 00	4/26/2010
Clay Center for the Arts & Sciences	One Clay Square Charleston, WV 25301	55-0702401	Donation of Champion's Cup prize money to the Center to provide educational programs	1,875 00	2/5/2010
Clay Center for the Arts & Sciences	One Clay Square Charleston, WV 25301	55-0702401	Funding for Discover Engineering Family Fun Day	1,000 00	2/5/2010
Coalition for Chnstian Outreach (CCO)	5912 Penn Avenue Pittsburgh, PA 15206	25-1216330	Contribution in lieu of sponsorship of 'Night at the Museum' event	5,000 00	2/22/2010

Colorado Veternary Medical Foundation	191 Yuma Street Denver, CO 80223	84-1612045	Provide quality comprehensive and compassionate veternary care for the economically disadvantaged	15,000 00	9/9/2010
Community Anti-Drug Coalitions of Amenca	652 Slaters Lane, Suite 300 Alexandna, VA 22314	54-1610317	Donation for organization - support Drug-Free Kids Campaign	3,000 00	11/2/2010
Community Children's Museum	77 East Blackwell Street Dover, NJ 07801	22-3489616	Support for Dover Kindergarten Science Field Trips to museum	5,000 00	6/23/2010
Community Resources for Science	1611 San Pablo Avenue Suite 10B Berkeley, CA 94702	94-3262587	Create model program for training scientists for most effective classroom science presentations -- MSMS program	30,000 00	6/23/2010
Community Soup Kitchen of Mornstown, Inc	36 South Street Mornstown, NJ 07960	22-3084025	Hunger Walk 2010	2,500 00	9/9/2010
Cornell University	Dept of Chemistry Baker Laboratory Ithaca, NY 14853-1301	15-0532082	Provide financial support for Bayer Lecture	5,000 00	9/8/2010
Duquesne University	600 Forbes Ave Pittsburgh, PA 15282	25-1035663	Funding for the School of Natural and Environmental Sciences Scholarship/Internship Program -- HOLDING portion -- See notes page 2	80,000 00	10/14/2010
Duquesne University	600 Forbes Ave Pittsburgh, PA 15282	25-1035663	Funding for the School of Natural and Environmental Sciences Scholarship/Internship Program -- BMS PITTSBURGH portion -- see notes page 2	80,000 00	10/14/2010
Eddie V Gray Wetlands Education and Recreation Center	1724 Market Street Baytown, TX 77520	76-0621454	Fund microscopes for Making Science Make Sense lab at Wetlands Center	7,000 00	9/21/2010
Epilepsy Foundation	8301 Professional Place Landover, MD 20785	52-0856660	Contribution in lieu of event sponsorship	1,500 00	4/6/2010
Emeryville Celebration of The Arts	PO Box 8126 Emeryville, CA 94662	93-3020231		5,000 00	
Fairleigh Dickinson University	1000 River Road Teaneck, NJ 07666-1914	22-1494434	Donation for Charter Day 2010	5,000 00	6/23/2010
Family House	501 Irving Street San Fransisco, CA 94122	94-2722663	Provides shelter and meals for families in SF for treatment of senously ill children	10,000 00	11/12/2010
Food Bank of Central & Eastern NC	3808 Tarheel Dnve Raleigh, NC 27609	56-1283426	BCS Backpack Program	57,500 00	12/6/2010
Frauenthal Center for the Performing Arts	425 W Western Avnue Suite 200 Muskegon, MI 49440	38-6114135	Support for arts & culture organization at plant site community	4,000 00	9/9/2010
Friends of Green Chimneys	400 Doansburg Road Caller Box 719 Brewster, NY 10509	13-3897196	Funding for the Children's Garden/Life Skills Program	15,000 00	9/9/2010
Goose Creek Consolidated I S D	4544 I-10 East Baytown, TX 77521	1-74-6000-251-6	Programs to expand student achievement in science and math in Goose Creek ISD	1,500 00	11/12/2010
Gordon Research Conferences	512 Liberty Lane West Kingston, RI 02892	05-0300482	Provide support for 2010 Gordon Research Conference on Organometallic Chemistry	2,000 00	8/5/2010

Gordon Research Conferences	512 Liberty Lane West Kingston, RI 02892	05-0300482	Program to encourage communication and discussion of ideas at the frontiers of science	2,000 00	10/20/2010
Grove City College-- Computer Science Department	100 Campus Dnve Grove City, PA 16127	25-1065148	Funding for Computer Science Program	15,000 00	10/14/2010
Grow It Green Momstown	P O Box 230 Momstown, NJ 07960	26-4560703	Support community garden projects	250 00	6/23/2010
Habitat for Humanity of Oakland Co , Inc	150 Osmun Pontiac, MI 48342	38-3244099	Housing for low income families	5,000 00	9/8/2010
Hebron Music & Arts Festival	P O Box 122 Hebron, OH 43025-0122	26-3044034	Advertising support for music and arts festival	75 00	4/21/2010
Hebron Music & Arts Festival	P O Box 122 Hebron, OH 43025-0122	26-3044034	Support of annual festival	350 00	6/8/2010
House of Ruth	Five Thomas Circle, NW Washington, DC 20005	52-1054102	Funding for free, confidential counseling and case management services for women	50,000 00	8/4/2010
Humane Society of St Joseph County	2506 Grape Road Mishawaka, IN 46545	35-6006532	Support pet adoption programs	1,000 00	5/20/2010
Jewish Community Center of Greater Kansas City	5801 West 115th Street Suite 101 Overland Park, KS 66211	44-0545992	Bi-annual Jewish Arts Festival project through sponsorship of Children's Pavilion and science activities	10,000 00	9/9/2010
Jewish National Fund	5915 Beacon Street 5th Floor Pittsburgh, PA 15217	13-1659627	Contribution in lieu of Tree of Life dinner	5,000 00	10/4/2010
Jonas Brothers Change for the Children Foundation	c/o The Nordlinger Group 250 W 57th Street Suite 2003 New York, NY 10107	61-1559147	Funding for children's diabetes education / assistance	100,000 00	8/4/2010
Jouneys from PADS to HOPE	1140 E Northwest Highway Palatine, IL 60074	36-3919018	Support homeless shelter purchase of clothing and food	500 00	5/20/2010
Junior Achievement of Central Pennsylvania	1322 Loop Road Lancaster, PA 17607	84-1267604	Employee Volunteer Grant - Support workforce development programs	500 00	12/6/2010
Juvenile Diabetes Research Foundation	960 Penn Avenue Suite 1000 Pittsburgh, PA 15222	23-1907729	Contribution in lieu of Rainbow Gala sponsorship	2,500 00	3/25/2010
Kansas City Area Life Sciences Institute	2405 Grand Boulevard Suite 500 Kansas City, MO 64108	43-1889037	Funding is used for support of the Kansas City Science Initiative	38,000 00	12/8/2010
Kansas City Symphony	1020 Central Street Suite 300 Kansas City, MO 64105-1672	43-1297475	Support Symphony's Family Senes Concerts	20,000 00	6/4/2010

Keystone Symposia	P O Box 1630 Silverthorne, CO 80498	84-1326605	Support of prestigious workshops in life science discovery- attended by many Bayer scientists	50,000 00	10/20/2010
Land Conservancy of New Jersey (The)	19 Boonton Avenue Boonton, NJ 07005	22-2378868	Support Partners for Parks program – community service projects	1,000 00	6/23/2010
Liberty Science Center	251 Philip Street Jersey City, NJ 07305	22-2302253	Sponsor Liberty Science Center's Electronic Field Trnps	75,000 00	12/8/2010
Licco Inc	600 Industrial Parkway Heath, OH 43056	31-0861422	Support services for adults with disabilities in Licking County	500 00	4/6/2010
Lou & Gib Reese Ice Arena	936 Sharon Valley Road Newark, OH 43055	20-3793039	Provide field trnps to children to participate in free hockey/ice skating clinics to help foster exercise and prevent childhood obesity	250 00	6/4/2010
Magnolia High School	601 Maple Avenue New Martinsville, WV 26155	55-6000413	2009 Chnstrmas Canned Goods campaign	200 00	6/11/2010
Momstown Partnership	14 Maple Avenue Suite 201 Momstown, NJ 07960	22-3307187	Provide funding for Morns School Distnct 31 for MSMS Teacher Academy	35,000 00	9/9/2010
Mt Olive Child Care & Learning Center	150 Wolfe Road Budd Lake, NJ 07828	22-2157202	Funding for summer camp	500 00	5/20/2010
NACDS Foundation	413 North Lee Street Alexandna, VA 22314	51-0144922	Support Partners for Parks program -- community service projects	10,000 00	6/24/2010
National FFA Foundation Inc	6060 FFA Drive P O Box 68960 Indianapolis, IN 68960	54-6044662	Ag education and scholarship program	76,500 00	12/8/2010
National Foster Youth Action Network	P O Box 26690 San Fransisco, CA 94126	26-3757824	Education and support project for Foster Youth about to become 'emancipated' to live on thei own at age 18	10,000 00	11/12/2010
National Hemophilia Foundation	116 West 32nd Street 11th Floor New York, NY 10001	13-5641857	Funding for the National Advocacy Empowerment Program supporting govt relations, advocacy training and insurance education	65,000 00	8/4/2010
National Ment Scholarship Corporation	1560 Sherman Avenue Suite 200 Evanston, IL 60201-4897	36-2307745	Funding for scholarships	29,516 00	7/22/2010
National Multiple Sclerosis Society	Eastern NC Chapter 3101 Industrial Drive Suite 210 Raleigh, NC 27609	13-5661935	Funding for MS 150 Bike Ride	6,000 00	10/14/2010
National Science Teachers Association	1840 Wilson Blvd Arlington, VA 22201-3000	52-6055229	Bayer/NSTA Fellow to participate in New Science Teacher Academy	66,500 00	2/5/2010
Nationwide Children's Hospital Foundation	P O Box 16810 Columbus, OH 43272	31-1036370	'Spill your Change' safety incentive campaign at site , money collected from employees donated to OSU Children's Miracle Network	300 00	12/8/2010
Negro Educational Emergency Drve (NEED)	332 Fifth Avenue Pittsburgh, PA 15222	25-6070821	Help underrepresented, low-income, first-generational youth in college with career opportunities and options	5,000 00	9/8/2010

North Carolina Agricultural Foundation, Inc	c/o North Carolina State University College Advancement, Box 7645 Raleigh, NC 27695-7645	56-6049304	Scholarship in Agriculture	7,500 00	12/8/2010
North Carolina Museum of Natural Sciences	PO Box 26928 Raleigh, NC 27601	56-6172047	Sponsor Nature Research Center	10,000 00	12/6/2010
Our Lady of Peace School	640 Old Fairmont Pike Mt Olivet Wheeling, WV 26003	53-0196617	Two Challenger Learning Center Mission field trips	1,000 00	6/11/2010
PAJC	4905 Fifth Avenue Suite 5 Pittsburgh, PA 15213	26-1341608	Contribution in lieu of event sponsorship	3,500 00	4/21/2010
Passage Home, Inc	P O Box 10347 Raleigh, NC 27605	56-1765360	Focuses on the Safety Club science and technology enrichment program for after school youth	80,000 00	12/6/2010
Patent Services Inc	3104 East Boundary Court Midlothian, VA 23112	54-1596178	Provide assistance to subsidize health insurance premiums to the hemophilia community	150,000 00	3/25/2010
Pediatric Brain Tumor Foundation	302 Ridgefield Ct Asheville, NC 28806	58-1966822	Support event to raise awareness of pediatric brain tumor research	5,000 00	4/5/2010
Pennsylvania State University	17 Old Main University Park, PA 16802-1502	24-6000376	Continuation of graduate fellowships in Materials Science & Engineering and international internship program for undergraduates	30,000 00	2/22/2010
Pennsylvania State University	Department of Material Science & Engineering 121 Steidle Bldg University Park, PA 16802	24-6000376	Support Graduate Student program in Materials Science & Engineering	5,000 00	8/5/2010
Pennsylvania State University	Dept of Chemical Engineering 160 Fenske Laboratory University Park, PA 16802	24-6000376	Support graduate student program in Chemical Engineering	5,000 00	8/5/2010
Pennsylvania State University	Department of Chemistry 440 Chemistry Building University Park, PA 16802	24-6000376	Support graduate student program in Chemistry	5,000 00	8/5/2010
Pittsburgh Opera	2425 Liberty Avenue Pittsburgh, PA 15222	25-1073139	Contribution in lieu of Maecenas Gala sponsorship	2,500 00	4/21/2010
Pittsburgh Public Theater	621 Penn Avenue Pittsburgh, PA 15222	23-7398683	Advertising support for event	500 00	4/7/2010
Power of 32	1132 Cathedral of Learning Pittsburgh, PA 15260	25-0965591	Visioning projects for economic region encompassing Pgh and the tn-state area	15,000 00	3/25/2010
Project Acom	P O Box 86 Moms Plains, NJ 07950	22-3360099	Funding for educational programs for economically challenged families	2,000 00	5/20/2010
Public Health Partnership of Licking County Inc	675 Pnce Road Newark, OH 43055	30-0332439	Sponsor public health community event	150 00	4/26/2010
Public Health Partnership of Licking County Inc	675 Pnce Road Newark, OH 43055	30-0332439	'Change Gears - Ride a bike - Ride for your Health' Community Event	300 00	12/8/2010
Ramsey Public Education Foundation	P O Box 224 Ramsey, NJ 07446	22-3406929	Employee Volunteer Grant - Support School Programs	500 00	12/6/2010
Red Lion Area Educational Foundation	696 Delta Road Red Lion, PA 17356	23-2851584	Donation to scholarship program for educational organization	50 00	5/21/2010
Richmond Elementary School	4620 Spring Hill Ave South Charleston, WV 25309	55-0697088	Airliners and document cameras for the schools technology program	1,000 00	12/8/2010

Richmond Emergency Food Pantry	2369 Barrett Avenue Richmond, CA 94804	68-0106944	Provides food for low-income people in West Contra Costa County, an area of BHC operation- ties into employee holiday food drive	2,000 00	11/1/2010
RiverQuest	1501 Reedsdale Street Cardello Building Suite 2001 Pittsburgh, PA 15233-2310	25-1669347	2010 Sustainability Camp	26,000 00	2/22/2010
RiverQuest	1501 Reedsdale Street Cardello Building Suite 2001 Pittsburgh, PA 15233-2310	25-1669347	Fund attendance of one student at 2010 Bayer Summer Sustainability Camp	5,200 00	7/22/2010
Robert Morns University	6001 University Boulevard Moon Township, PA 15108	25-1120678	Bayer Center for Nonprofit Management HOLDING commitment	50,000 00	4/5/2010
Robert Morns University	6001 University Boulevard Moon Township, PA 15108	25-1120678	Funding for the RMU Bayer Center for Nonprofit Management	50,000 00	12/6/2010
Robert Morns University	6001 University Boulevard Moon Township, PA 15108	25-1120678	Bayer Endowed Scholarship in Business 60/40 split -- BBTs/BMS -- BMS PORTION See page 2	30,000 00	4/5/2010
Robert Morns University	6001 University Boulevard Moon Township, PA 15108	25-1120678	Bayer Scholarship in Environmental Sciences	1,000 00	4/20/2010
Robert Morns University	6001 University Boulevard Moon Township, PA 15108	25-1120678	Bayer Endowed Scholarship in Business 60/40 split -- BBTs/BMS -- BBTs PORTION See page 2	45,000 00	4/5/2010
Safety Fore Kids Golf Classic-Safety&Hlth Coun of W MO 7 KS	5829 Troost Avenue Kansas City, MO 64110	44-0545291	Provide families with child passenger safety classes and car seat installation	1,000 00	9/21/2010
Save One Life, Inc	65 Central Street Suite 204 Georgetown, MA 01833	04-3560420	Provide assistance to people with bleeding disorders in the developing world to help them lead independent lives	9,500 00	9/21/2010
Save San Francisco Bay Association	350 Frank Ogawa Plaza Suite 900 Oakland, CA 94612	94-6078420	Wetland restoration, youth education and community engagement	10,000 00	12/8/2010
Scholarship Amenca, Inc	REMIT ADDRESS c/o First National Bank P O Box 240 St Peter, MN 56082	04-2296967	Payments for Dr Franklin Miles Science Scholarships, Bayer Science Forum Scholarship and Bayer Tarrytown Scholarship	20,300 00	8/4/2010
Science Spark	117 Bender Drve Clifton, NJ 07013	26-2497802	Fund satellite event of USA Science & Engineering Festival	5,000 00	7/6/2010
Seeing Eye, Inc	10 Washington Valley Road Morristown, NJ 07960	22-1539721	Provide dog-related equipment for one class	10,000 00	7/9/2010
Shepherd's Table Soup Kitchen, Inc	121 Hillsborough Street Raleigh, NC 27611	56-1423190	Support for food services and nutrition program	7,500 00	12/8/2010
St Francis Xavier School	600 Jefferson Avenue Moundsville, WV 26041	55-0477095	LED projector lamps and Challenger Learning Center Mission field trip	1,000 00	6/11/2010
St Hubert's Animal Welfare Center	575 Woodland Avenue P O Box 159 Madison, NJ 07940	22-1627726	Employment of volunteer grant support Paws for People programs	500 00	12/6/2010

St Michael Parish School	1221 National Road Wheeling, WV 26003	55-0359761	Partner in Education School Interactive Science programs during Black History Month	890 00	12/8/2010
Texas A&M Foundation	520 Blocker College of Science 3257 TAMU College Station, TX 77843-3257	74-2245072	Provide financial support for Bayer lecture	10,000 00	8/5/2010
The ALS Association Greater Philadelphia Chapter	321 Nomstown Road Suite 260 Ambler, PA 19002	13-3271855	Provide transportation, home care and equipment for ALS patients	500 00	5/20/2010
The Leukemia & Lymphoma Society	333 East Carson Street Suite 441 Pittsburgh, PA 15219		Contribution in lieu of Light the Night Walk sponsorship	5,000 00	9/8/2010
The Morns Museum	6 Normandy Heights Road Morristown, NJ 07960	22-1514241	Funding for Outreach Programs and Bayer Children's Theatre Series	21,000 00	9/9/2010
The Mosaic Project	580 Grand Avenue, Suite 303 Oakland, CA 94610	94-3367263	Diversity and conflict resolution training for elementary school children in wee-long Outdoor school	5,000 00	12/8/2010
The Pittsburgh Club	P O Box 17539 Pittsburgh, PA 15235	34-0977363	Advertising support for local diversity pageant	250 00	4/21/2010
The SPE Foundation, Inc	14 Fairfield Drive P O Box 403 Brookfield, CT 06804	06-1464172	Scholarships for students studying polymers	2,000 00	4/5/2010
The University of North Carolina Center for Public Television	10 TW Alexander Drive RTP, NC 27709	56-6172047	Education – Public TV	24,000 00	12/8/2010
The Watershed Project	Building 155 1327 South 46th Street Richmond, CA 94804	91-1767292	Riparian Lab providing after-school environmental education at community centers in low-income school district	10,000 00	11/1/2010
Triangle United Way	P O Box 110387 Research Triangle Park, NC 27709	56-1949103	2008/2009 United Way Company match payments	266,950 08	4/6/2010
United Way of Allegheny County	P O Box 735 1250 Penn Avenue Pittsburgh, PA 15230-0735	25-1043578	Donation of CEO Safety Awards and Champions Cup prize monies to fund United Way programs	4,250 00	2/5/2010
United Way of Allegheny County	P O Box 735 1250 Penn Avenue Pittsburgh, PA 15230-0735	25-1043578	Funding for United Way programs—gold level sponsorship	25,000 00	2/5/2010
United Way of Allegheny County	P O Box 735 1250 Penn Avenue Pittsburgh, PA 15230-0735	25-1043578	2009 United Way Bayer Pittsburgh employee match contribution	261,889 00	4/7/2010
United Way of Greater Kansas City	1080 Washington Street Kansas City, MO 64105-2216	44-0545812	United Way employee match payment	41,205 38	5/21/2010
United Way of Morns County	P O Box 1948 Morristown, NJ 07962	22-1487247	United Way match contribution	10,000 00	6/21/2010
United Way of the Chattahoochee Valley	1100 Fifth Avenue P O Box 1157 Columbus, GA 31902	58-0572434	Pass-thru of company match at 50% of employee donations/pledges for United Way campaign for 2010	2,205 00	12/8/2010
University of Akron	Department of Polymer Engineering Akron, OH 44325	34-6575496	Provide financial support for annual Bayer Lecture	5,000 00	8/5/2010
University of California, Berkeley	505 Eshleman Hall Berkeley, CA 94720	94-6002123	Summer Reading and fitness program for low-income students	5,000 00	7/9/2010

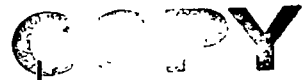
University of Massachusetts Amherst	Department of Chemistry 104 Lederle Graduate Research Tower A 710 North Pleasant Street	04-3167352	Provide financial support for Bayer Lecture in the Dept of Chemistry	5,000 00	8/5/2010
University of Massachusetts Amherst	Engineering Conte Research Center 120 Governors Dnve Amherst, MA 01003-4530	04-3167352	Provide financial support for a pre-doctoral student in Polymer Science and Engineering	15,000 00	8/5/2010
University of Minnesota-- Dept of Chemistry	207 Pleasant Street, SE Minneapolis, MN 55455-0431	41-6042488	Support for the Center for Sustainable Polymers	15,000 00	9/8/2010
University of North Carolina	Kenan Labs C548 Campus Box 3290 Chapel Hill, NC 27599	56-6001393	Support for National Graduate Research Polymer Conference	2,000 00	4/6/2010
University of Pittsburgh	Department of Chemistry G-10 Chevron Science Center 219 Parkman Avenue Pittsburgh, PA 15260	25-0965591	Pitt/BMS Graduate Student Fellowships in Matenals Chemistry	55,304 00	4/5/2010
University of Pittsburgh	Department of Chemistry G-10 Chevron Science Center 219 Parkman Avenue Pittsburgh, PA 15260	25-0965591	Provide financial support for annual Bayer Lecture and Bayer graduate fellowship programs	10,000 00	8/5/2010
University of Pittsburgh	Department of Chemistry G-10 Chevron Science Center 219 Parkman Avenue Pittsburgh, PA 15260	25-0965591	Provide financial support for Undergraduate Chemistry Student Poster Session	3,000 00	10/20/2010
University of Pittsburgh - Department of Chemical and Petroleum Engineering	Benedum Hall 3700 O'Hara Street Pittsburgh, PA 15261	25-0965591	Provide financial support for annual Bayer Lecture	5,000 00	8/5/2010
University of Pittsburgh-- Dept of Computer Science	910 Cathedral of Learning Pittsburgh, PA 15260	25-0965591	Funding for Department's lecture senes and Capstone Project	30,000 00	9/9/2010
University of Southern Mississippi Foundation	Polymer Science Building Room 209 118 College Drive, #10076 Hattiesburg, MS 39406	64-6022505	Provide financial support for Bayer Lecture	5,000 00	9/8/2010
Upper Ohio Valley United Way	51 Eleventh Street Wheeling, WV 26003	55-0479446	2010 United Way Pledge Campaign company match payment	5,082 50	6/8/2010
Virginia Tech	Macromolecules and Interfaces Institute Two Davidson Hall Blacksburg, VA 24061-0211	54-0721690	Provide support for graduate students in the Macromolecules and Interfaces Institute	15,000 00	8/5/2010
Washington Lands Elementary School	RD #4, Box 255 Moundsville, WV 26041	55-6000350	New stereo/mono headsets for science computers	841 50	12/8/2010
West Michigan Symphony	425 W Western Avenue Suite 409 Muskegon, MI 49440	38-6092131	Support of arts & culture organization at plant site community	3,000 00	9/9/2010
West Virginia Symphony Orchestra	1 Clay Square Charleston, WV 25301	55-0339426	Programmatic support for Symphony Sunday	25,000 00	6/4/2010
West Windsor-Plainsboro Education Foundation	P O Box 280 Princeton Junction, NJ 08550	22-3441000	Employee Volunteer Grant - Support education science program	500 00	12/6/2010
Whitaker Center for Science and the Arts	225 Market Street Harrisburg, PA 17101	25-1724566	Funding for program at Center - 'CSI - Crme Scene Insects' traveling exhibit	10,000 00	11/3/2010
Women's Rights Information Center	108 West Palisade Avenue Englewood, NJ 07631	23-7453339	Funding to help women and their families become economically self-sufficient	10,000 00	7/22/2010
WVU Foundation	One Waterfront Place P O Box 1650 Morgantown, WV 26507-1650	55-6017181	'Spill your Change' safety incentive campaign at site , money collected from employees donated to WVU Children's Miracle Network	350 00	12/8/2010
WVU Foundation	One Waterfront Place P O Box 1650 Morgantown, WV 26507-1650	55-6017181	Bayer Scholars for Extrusion Compounding	76,320 00	4/5/2010

Young Men's Christian Association of Berkeley	2070 Allston Way Suite 101 Berkeley, CA 94704	94-1156635	Capital funding for new downtown Berkeley Teen Center	10,000 00	6/23/2010
Young Men's Christian Association of Berkeley	2070 Allston Way Suite 101 Berkeley, CA 94704	94-1156635	Funds an after-school science education program for diverse student population, using Bayer volunteers	3,000 00	11/1/2010
				6,818,400	

CONFIDENTIAL

Elected Officers
Bayer USA Foundation (NON-PROFIT)
Status as of Nov. 15, 2011

Name	Title	Address
Gregory S. Babe	Director: Chairman Officer: President	100 Bayer Road Pittsburgh, PA 15205-9741
Dr. Claudio Abreu	Director	100 Bayer Road Pittsburgh, PA 15205-9741
Lars Benecke	Director	100 Bayer Road Pittsburgh, PA 15205-9741
Claus Fey	Director	100 Bayer Road Pittsburgh, PA 15205-9741
Mary P. Mckernan	Director	P.O. Box 1910 Morristown, NJ 07962-1910
Mark A. Ryan	Director	100 Bayer Road Pittsburgh, PA 15205-9741
Willy Scherf	Director	100 Bayer Road Pittsburgh, PA 15205-9741
Rebecca Lucore	Officer: Executive Director	100 Bayer Road Pittsburgh, PA 15205-9741
Bryan Iams	Officer: Vice-President	100 Bayer Road Pittsburgh, PA 15205-9741
Paul F. Wright	Officer: Vice-President Tax	100 Bayer Road Pittsburgh, PA 15205-9741
Tracy E. Spagnol	Officer: Vice-President and Treasurer	100 Bayer Road Pittsburgh, PA 15205-9741
Robert J. Koch	Officer: Secretary	100 Bayer Road Pittsburgh, PA 15205-9741



Form **8868**

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization Bayer USA Foundation	Employer identification number 25-1508079
	Number, street, and room or suite no. If a P.O. box, see instructions 100 Bayer Road	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Pittsburgh PA 15205-9741	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Thomas Gohlsch

Telephone No ▶ (412) 777-5788

FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August _____, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 2010 or

▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	6,709
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	24,775
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

(HTA)

COPY

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1546-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box.
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only.

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization Bayer USA Foundation	Employer identification number 25-1508079
	Number, street, and room or suite no. If a P.O. box, see instructions. 100 Bayer Raod	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Pittsburgh PA 15205-9741	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--------------------------------------|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

● The books are in the care of ▶ Thomas Gohlsch

Telephone No. ▶ (412) 777-5788 FAX No ▶ _____

- If the organization does not have an office or place of business in the United States, check this box.
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box. If it is for part of the group, check this box. and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until _____, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or

▶ tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3 a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.
(HTA)

Form **8868** (Rev 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print <small>File by the extended due date for filing the return. See instructions.</small>	Name of Exempt Organization	Employer identification number
	Bayer USA Foundation	25-1508079
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	100 Bayer Road	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Pittsburgh PA 15205-9741	

Check type of return to be filed (File a separate application for each return):

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of Thomas Gohlsch
Telephone No. (412) 777-5788 FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2010

5 For calendar year 09, or other tax year beginning _____, and ending _____

6 If this tax year is for less than 12 months, check reason. Initial return Final return Change in accounting period

7 State in detail why you need the extension Additional time is necessary to file a properly stated return.

8 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	3,940
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	39,501
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *T. Gohlsch* Title Vice President Date 8-3-10

Form **8868** (Rev 4-2009)