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

2010

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.

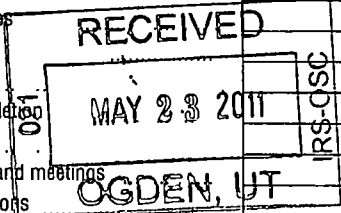
For calendar year 2010, or tax year beginning _____, and ending _____

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

Name of foundation M. R. BAUER FOUNDATION C/O KENT LAWRENCE		A Employer identification number 36-3980782
Number and street (or P.O. box number if mail is not delivered to street address) 300 SOUTH WACKER DRIVE	Room/suite 500	B Telephone number 312-372-1947
City or town, state, and ZIP code CHICAGO, IL 60606		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,970,421. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	44.	44.	44.	STATEMENT 1
	4 Dividends and interest from securities	487,519.	487,519.	487,519.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	43,996.			
	b Gross sales price for all assets on line 6a	3,324,229.			
	7 Capital gain net income (from Part IV, line 2)		43,996.		
	8 Net short-term capital gain			N/A	
	9 Income modifications <small>Gross sales less returns and allowances</small>				
	10a Less: Cost of goods sold				
c Gross profit or (loss)					
11 Other income	5.	5.	5.	STATEMENT 3	
12 Total. Add lines 1 through 11	531,564.	531,564.	487,568.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	65,449.	0.	0.	40,399.
	b Accounting fees STMT 5	4,144.	0.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses STMT 6	5,700.	160.	0.	5,157.	
24 Total operating and administrative expenses. Add lines 13 through 23	75,293.	160.	0.	45,556.	
25 Contributions, gifts, grants paid	640,500.			640,500.	
26 Total expenses and disbursements. Add lines 24 and 25	715,793.	160.	0.	686,056.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-184,229.				
b Net investment income (if negative, enter -0-)		531,404.			
c Adjusted net income (if negative, enter -0-)			487,568.		

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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			1,028,551.	606,381.	606,381.
	2	Savings and temporary cash investments			17,583.	12,985.	12,985.
	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 STMT 7			484,802.	0.	0.
	b	Investments - corporate stock STMT 8			4,066,125.	4,354,666.	4,959,444.
	c	Investments - corporate bonds STMT 9			252,813.	50,000.	46,500.
11	Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 10			8,282,492.	8,864,105.	9,195,111.	
14	Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe STATEMENT 11)			90,000.	150,000.	150,000.	
16	Total assets (to be completed by all filers)			14,222,366.	14,038,137.	14,970,421.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			14,222,366.	14,038,137.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds			0.	0.	
30	Total net assets or fund balances			14,222,366.	14,038,137.		
31	Total liabilities and net assets/fund balances			14,222,366.	14,038,137.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,222,366.
2	Enter amount from Part I, line 27a	2	-184,229.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	14,038,137.
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	14,038,137.

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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 MERRILL LYNCH - SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b MERRILL LYNCH - SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
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 408,317.		390,005.	18,312.
b 2,915,912.		2,890,228.	25,684.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			18,312.
b			25,684.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	43,996.
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	18,312.

Part V Qualification Under Section 4940(a) 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))
2009	666,675.	13,534,010.	.049259
2008	819,069.	14,632,441.	.055976
2007	767,092.	15,544,443.	.049348
2006	675,711.	15,022,770.	.044979
2005	685,515.	14,644,743.	.046810

2 Total of line 1, column (d)	2	.246372
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	.049274
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	14,212,691.
5 Multiply line 4 by line 3	5	700,316.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,314.
7 Add lines 5 and 6	7	705,630.
8 Enter qualifying distributions from Part XII, line 4	8	746,056.

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.

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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 <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	5,314.
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	5,314.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,314.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,120.
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	6,120.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	-8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	806.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 806. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
b	X	
9		X
10		X

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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>KENT LAWRENCE</u> Telephone no. ▶ <u>312-372-1947</u> Located at ▶ <u>300 SOUTH WACKER DRIVE, SUITE 500, CHICAGO, IL</u> ZIP+4 ▶ <u>60606</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<u>N/A</u>	
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? 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 ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ _____		
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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
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.) <u>N/A</u>	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 2010?	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "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

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
KENT LAWRENCE 300 SOUTH WACKER DRIVE #500	PRES & EXEC DIR 6.00	0.	0.	0.
KATHLEEN A. LAWRENCE 300 SOUTH WACKER DRIVE #500	SECRETARY 1.00	0.	0.	0.
ROY G. SVENSON 300 SOUTH WACKER DRIVE #500	DIRECTOR 1.00	0.	0.	0.
NOTE: EXECUTIVE DIRECTOR'S LAW FIRM RECD \$40,399 COMPENSATION		0.00	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

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
LAWRENCE, KAMIN, SAUNDERS & UHLENHOP LLC 300 SOUTH WACKER DRIVE, SUITE 500	LEGAL & DIRECTOR FEE	64,921.

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	
2	
3 All other program-related investments. See instructions.	
SEE STATEMENT 12	60,000.
Total. Add lines 1 through 3	60,000.

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	13,752,950.
b	Average of monthly cash balances	1b	676,178.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,429,128.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,429,128.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	216,437.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,212,691.
6	Minimum investment return. Enter 5% of line 5	6	710,635.

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	710,635.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,314.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,314.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	705,321.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	705,321.
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	705,321.

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	686,056.
b	Program-related investments - total from Part IX-B	1b	60,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	746,056.
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	5,314.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	740,742.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				705,321.
2 Undistributed Income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				7,031.
d From 2008				104,315.
e From 2009				2,180.
f Total of lines 3a through e	113,526.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 746,056.				
a Applied to 2009, 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 2010 distributable amount				705,321.
e Remaining amount distributed out of corpus	40,735.			
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	154,261.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	154,261.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				7,031.
c Excess from 2008				104,315.
d Excess from 2009				2,180.
e Excess from 2010				40,735.

M. R. BAUER FOUNDATION

Form 990-PF (2010)

C/O KENT LAWRENCE

36-3980782

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (Interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

M. R. BAUER FOUNDATION

C/O KENT LAWRENCE

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 SCHEDULE</p>	<p>N/A</p>	<p>PUBLIC</p>	<p>CHARITABLE</p>	<p>640,500.</p>
<p>Total</p>				<p>▶ 3a 640,500.</p>
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>				<p>▶ 3b 0.</p>

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... 1a(1) Cash X 1a(2) Other assets X 1b(1) Sales of assets to a noncharitable exempt organization X 1b(2) Purchases of assets from a noncharitable exempt organization X 1b(3) Rental of facilities, equipment, or other assets X 1b(4) Reimbursement arrangements X 1b(5) Loans or loan guarantees X 1b(6) Performance of services or membership or fundraising solicitations X 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X 1d 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. Content: N/A

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 [X]

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Patrick A. Wirth Date: 5/12/11 Title: PRES., EXEC. DIR.

Paid Preparer Use Only Print/Type preparer's name: PATRICK A. WIRTH Preparer's signature: [Signature] Date: 05/12/11 Check [X] if self-employed Firm's name: CHORTEK & GOTTSCHALK, LLP Firm's address: NORTHBROOK, IL 60062 Firm's EIN: Phone no. (847) 504-0450

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

SOURCE	AMOUNT
CHICAGO COMMUNITY BANK - BANK INTEREST	44.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	44.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH BROKERAGE ACCOUNT	487,519.	0.	487,519.
TOTAL TO FM 990-PF, PART I, LN 4	487,519.	0.	487,519.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT	5.	5.	5.
TOTAL TO FORM 990-PF, PART I, LINE 11	5.	5.	5.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEYS' AND ADMINISTRATIVE FEES	25,050.	0.	0.	0.
EXECUTIVE DIRECTOR'S FEE	40,399.	0.	0.	40,399.
TO FM 990-PF, PG 1, LN 16A	65,449.	0.	0.	40,399.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,144.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,144.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH CUSTODIAN FEES	150.	150.	0.	0.
STATE FILING FEES	25.	0.	0.	25.
MEMBERSHIP FEES	1,000.	0.	0.	1,000.
BANK FEES	10.	10.	0.	0.
O&D INSURANCE	675.	0.	0.	675.
TAXES	3,457.	0.	0.	3,457.
MISCELLANEOUS	383.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	5,700.	160.	0.	5,157.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	4,354,666.	4,959,444.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,354,666.	4,959,444.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	50,000.	46,500.
TOTAL TO FORM 990-PF, PART II, LINE 10C	50,000.	46,500.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	8,864,105.	9,195,111.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,864,105.	9,195,111.

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
PROGRAM RELATED INVESTMENT - WILD ONES NATURAL LANDSCAPERS LTD.	90,000.	80,000.	80,000.
PROGRAM RELATED INVESTMENT - PRAIRE PRESERVATION SOCIETY	0.	70,000.	70,000.
TO FORM 990-PF, PART II, LINE 15	90,000.	150,000.	150,000.

FORM 990-PF OTHER PROGRAM-RELATED INVESTMENTS STATEMENT 12

<u>DESCRIPTION</u>	<u>AMOUNT</u>
WILD ONES NATURAL LANDSCAPERS LTD 2010 REPAYMENT	-10,000.

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRAIRIE PRESERVATION SOCIETY OF OGLE COUNTY	70,000.

TOTAL TO FORM 990-PF, PART IX-B, LINE 3	60,000.
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**FORM 990-PF for Year 2010, M. R. BAUER FOUNDATION, c/o Kent Lawrence
300 S. Wacker Dr. # 500, Chicago, IL 60606, FEIN 36-3980782
2010 CONTRIBUTIONS [Part I, Ln. 25 col. a & d; Part XV, Ln. 3(a)]**

Donee	Amount
Center for Conflict Resolution (RSI)	\$256,000
Planned Parenthood Association/Illinois	80,000
Lincoln Park Village	60,000
Brandeis University (Volen Center)	40,000
Perspectives Charter School	25,000
University of Illinois Foundation	18,500
The Methodist Hospital Foundation (Voice and Speech Center)	17,000
Northwestern University School of Law (Mediation Program)	13,000
Northwestern University School of Law	500
Myasthenia Gravis Foundation of CA	10,000
Cook County Treasurer [Circuit Court of Cook Co., Judicial Mediation Training]	10,000
The Cradle Foundation	10,000
Habitat for Humanity Palm Beach County	7,600
Jewish Home for the Aged of Palm Beach County, Inc. (Morse Geriatric Center)	7,600
National Council of Jewish Women / LA	7,600
Lyric Opera of Chicago	7,500
National Judicial College (Mediation Program)	6,000
Northwestern University	5,000
The Nature Conservancy (Nachusa)	5,000
Venice Family Clinic	5,000
Natural Land Institute	5,000
The Orchestral Association	3,500
North South Planning Board	3,200
DePaul University	3,000
Anti-Defamation League of B'nai B'rith	2,500
Volunteers of America Inc. VOA of Illinois	2,000
The CARA Program	2,500
Museum of Contemporary Art	2,200
Union League Boys and Girls Clubs of Chicago	2,000
The Heart of a Marine Foundation	2,000
The Global Health Initiative at Chicago Lake Shore Medical Associates Inc.	2,000
Yad Yisrael, Inc.	2,000
American Assembly	2,000
Alexian Brothers Medical Center	1,800
The Art Institute of Chicago	1,500
The Ark	1,200
Rodeheaver Boys' Ranch	1,000
American Brain Tumor Association	1,000
Bridgo Communities, Inc.	1,000
Foundation for Hearing and Speech Rehabilitation	1,000
Vince Lombardi Charitable Funds, Inc.	1,000
Window to the World Communications, Inc. (WTTW)	1,000
Tzibur Cellac - Jewish Cellac Association	1,000
United States Holocaust Memorial Council	1,000
Karla Kids Program, Inc.	1,000
East-West University Inc.	500
Greater South Loop Association	500
The Children's Memorial Hospital	500
Society for Contemporary Art	300
Total, Ln. 25	\$640,500

MR Bauer Foundation
 #38-3980782
 990-PF Attachment
 Summary of Sales of Investments
 2010

Description	Acq. Date	Sale Date	Sales &		Gain/Loss
			Redemptions	Cost	
Short-Term					
15,000 CD Bank of America Fmr Las	9/25/09	4/20/2010	15,000	14,949	51
58,000 CD Bank of America Fmr Las	10/14/09	5/25/2010	58,000	58,000	-
64,000 CD Bank of America Fmr Las	10/21/09	6/8/2010	64,000	64,000	-
10,000 Bac Bear ARN SPX	3/30/10	8/27/2010	98,498	88,900	9,598
50,000 US Treasury Inflation note	4/29/10	6/22/2010	33,850	33,007	843
50,000 US Treasury Inflation note	4/29/10	6/22/2010	32,018	31,260	758
100,000 US Treasury Inflation note	3/26/10	8/11/2010	106,951	99,889	7,062
Total Short-Term			408,317	390,005	18,312
Long-Term					
20,000 CD Home FSB	9/20/04	9/3/2010	20,000	19,947	53
18,000 CD E-Trade Bank	12/7/04	12/27/2010	18,000	17,666	334
98,000 CD First Natl Bk	6/13/05	7/20/2010	98,000	98,000	-
98,000 CD Choice Financial	8/22/05	2/16/2010	98,000	95,828	2,172
80,000 CD Stearns Bank	1/11/06	6/16/2010	80,000	58,219	1,781
40,000 CD R-G Premier Bank	1/11/06	5/7/2010	40,000	39,322	678
25,000 CD State Bank of Chilton	2/14/06	12/28/2010	25,000	24,729	271
27,000 CD Independent Bank	3/30/06	6/28/2010	27,000	25,039	1,961
38,000 CD Independent Bank	4/12/06	6/28/2010	38,000	33,278	2,722
20,000 DN North Amem Banking	4/12/06	3/31/2010	20,000	19,215	785
20,000 Cd Town Bank	6/21/06	4/28/2010	20,000	19,151	849
20,000 DN M&I Bank FSB	12/19/06	3/29/2010	20,000	19,469	531
20,000 CD Lehman Brothers	12/19/06	12/31/2010	19,095	19,095	-
20,000 CD Grundy NB Grundy Cntr	3/2/07	4/7/2010	20,000	18,885	1,115
36,000 CD Scotiabank PR	3/14/07	4/12/2010	36,000	35,895	105
43,000 CD Bank of America Fmr Las	9/10/07	11/10/2010	43,000	40,110	2,890
75,000 CD Bank of America Fmr Las	12/5/07	12/31/2010	10,844	10,844	-
80,000 M&I Marshall & Islesley BA	3/7/08	9/7/2010	80,000	80,000	-
99,000 CD Southwest	3/7/08	3/8/2010	99,000	99,000	-
16,000 CD Amicore Bank NA	3/31/08	4/28/2010	16,000	16,297	(297)
80,000 DN M&I Bank FSB	5/13/08	5/13/2010	80,000	80,000	-
85,000 CD Cit Bank	6/19/08	1/25/2010	85,000	84,992	8
99,000 DN Branch Bkg & Tr	6/30/08	6/3/2010	99,000	99,000	-
20,000 CD United Bank	7/2/08	5/18/2010	20,000	20,000	-
39,000 CD Broadway Bank	7/3/08	4/27/2010	39,000	39,199	(199)
21,000 CD Eastern Savings Bk	7/3/08	6/29/2010	20,000	19,998	2
20,000 CD Fst Bk Highland Park	7/7/08	4/5/2010	20,000	20,000	-
45,000 CD Paducah Bank & Trust	7/7/08	8/11/2010	45,000	44,952	48
50,000 CD JP Morgan Chase Bank NA	7/7/08	6/30/2010	50,000	49,858	142
27,000 CD Farmers Bank & Trust	7/15/08	9/10/2010	27,000	26,694	306
19,000 CD Minnwest Bank MV	7/18/08	3/17/2010	19,000	19,000	-
27,000 CD Eurobank	7/18/08	5/7/2010	27,000	26,974	26
60,000 CD Branch Bk & Trust Co	7/17/08	5/3/2010	60,000	59,429	571
40,000 CD Pyramax Bank FSB	7/21/08	6/8/2010	40,000	39,981	39
80,000 CD German Amer Bancorp	8/4/08	6/21/2010	80,000	80,000	-
50,000 CD M&T Bank	8/18/08	12/28/2010	50,000	50,000	-
21,000 CD Eastern Savings Bk	9/8/08	10/19/2010	21,000	21,000	-
90,000 CD LaSalle Bank NA	9/19/08	12/31/2010	86,419	86,419	-
48,000 CD Fifth Third Bk	10/6/08	10/1/2010	48,000	47,864	136
25,000 CD Capital One	10/14/08	9/24/2010	25,000	24,908	94
95,000 CD M&T Bank	12/23/08	12/29/2010	95,000	95,000	-
50,000 CD Goldman Sachs Bk Usa	1/5/09	5/17/2010	51,055	50,000	1,055
75,000 CD GE Money Bank	1/12/09	8/12/2010	78,089	75,000	3,089
50,000 CD Broadway Bank	2/13/09	4/27/2010	50,000	50,000	-
40,000 CD Bank of America Fmr Las	10/21/09	11/10/2010	40,000	40,000	-
50,000 CD Bank of America Fmr Las	11/5/09	12/28/2010	50,000	50,000	-
55,000 CD Bank of America Fmr Las	12/8/09	12/28/2010	55,000	55,000	-
50,000 Israel Trust	9/23/02	10/1/2010	50,000	50,000	-
100,000 Federal Natl MTg Assoc	2/24/05	6/28/2010	100,000	100,000	-
150,000 US Treasury Inflation note	6/1/09	6/25/2010	157,116	146,025	11,091
50,000 US Treasury Inflation note	6/4/09	8/11/2010	53,475	48,071	5,404
150,000 US Treasury Inflation note	7/15/09	8/11/2010	160,428	145,380	15,048
10,000 Bank of America N.A.	3/24/09	9/14/2010	110,900	105,517	5,383
15,000 Expt Str Acc Redemp	3/25/09	8/27/2010	117,483	150,000	(32,507)
Total Long-Term			2,915,912	2,890,228	25,684
TOTAL ALL			\$ 3,324,229 00	\$ 3,280,233 00	\$ 43,996 00

MR Bauer Foundation
 #36-3980782
 990-PF Attachment
 Cost Basis and Market Value for Investments
 2010

Description	Acu. Date	Cost 2009	Cost 2010	12/31/10 FMV	
Investments - Other - Line 13 of 990-PF, Balance Sheet - Part II					
55,000	CD Discover Bank	3/10/09	56,648	56,157	57,937
29,000	CD American Calif Bk	10/16/08	29,089	29,048	29,391
35,000	CD Goldman Sachs Bk Usa	8/7/08	34,201	34,201	36,592
12,000	CD Discover Bank	6/27/08	12,100	12,020	12,094
25,000	CD Bank of America Fmr Las	9/24/09	23,501	23,501	24,988
90,000	CD Bank of America Fmr Las	9/19/08	86,413	88,314	91,400
20,000	CD Bank of America Fmr Las	4/8/08	20,015	20,009	20,311
25,000	CD Bank of America Fmr Las	1/14/08	24,178	24,178	25,083
20,000	CD Home FSB	9/20/04	19,947	-	-
18,000	CD E-Trade Bank	12/7/04	17,668	-	-
40,000	CD Bk of America, NA	12/7/04	34,896	36,668	37,768
40,000	CD Allstate Bank	12/16/04	39,479	39,479	41,770
100,000	CD Capital One	1/25/05	99,720	99,939	100,485
35,000	CD Key Bank NA	6/2/05	35,503	35,278	36,953
98,000	CD First Natl Bk	6/13/05	98,000	-	-
98,000	CD Choice Financial	8/22/05	95,828	-	-
60,000	CD Stearns Bank	1/11/06	58,219	-	-
40,000	CD R-G Premier Bank	1/11/06	39,322	-	-
25,000	CD State Bank of Chilton	2/14/06	24,729	-	-
25,000	CD Ally Bank UT	2/14/06	24,190	24,191	25,569
100,000	CD Capital One	3/2/06	97,320	97,320	100,074
27,000	CD Independent Bank	3/30/06	25,039	-	-
68,000	CD One Bank & Trust	4/4/06	65,303	65,303	70,294
36,000	CD Independent Bank	4/12/06	33,278	-	-
20,000	DN North Amern Banking	4/12/06	19,215	-	-
35,000	CD Peoples Bk	4/12/06	34,395	34,396	34,767
20,000	Cd Town Bank	6/21/06	19,151	-	-
100,000	CD Capital One	7/26/06	97,978	97,978	101,501
20,000	DN M&I Bank FSB	12/19/06	19,469	-	-
20,000	CD Lehman Brothers	12/19/06	19,095	-	-
22,000	CD Aurora Bank	12/21/06	20,958	20,959	21,736
20,000	CD Grundy NB Grundy Cntr	3/2/07	18,885	-	-
100,000	Capital One Bank	3/12/07	99,702	99,702	101,870
36,000	CD Scotiabank PR	3/14/07	35,895	-	-
43,000	CD Bank of America Fmr Las	9/10/07	40,110	-	-
20,000	CD Bank of America Fmr Las	9/21/07	17,753	17,753	19,757
22,000	CD Bank of America Fmr Las	10/4/07	19,588	19,588	21,946
10,000	CD Bk of America, NA	10/9/07	9,259	9,259	10,156
15,000	CD Bank of America Fmr Las	12/3/07	13,462	13,462	14,818
75,000	CD Bank of America Fmr Las	12/5/07	10,844	-	-
100,000	CD Capital One	1/31/08	99,939	99,720	102,202
50,000	CD Bank of America Fmr Las	2/1/08	47,848	47,848	49,563
80,000	M&I Marshall & Isisley BA	3/7/08	80,000	-	-
99,000	CD Southwest	3/7/08	99,000	-	-
49,000	CD Bank of America Fmr Las	3/20/08	47,174	47,174	48,706
16,000	CD Amcore Bank NA	3/31/08	16,336	-	-
63,000	CD Bank of America Fmr Las	4/4/08	60,738	60,738	62,234
65,000	CD Peoples Bk Ozarks Nlx	4/16/08	65,828	65,601	64,091
100,000	CD Capital One Bk	4/21/08	100,352	100,033	100,309
40,000	CD Scotiabank De P R	4/28/08	40,356	40,049	40,226
80,000	DN M&I Bank FSB	5/13/08	80,000	-	-
98,000	CD Capmark Bank	5/21/08	98,000	98,000	101,461
100,000	CD Capital One Bk	5/21/08	100,640	100,222	102,005

MR Bauer Foundation
 #38-3980782
 990-PF Attachment
 Cost Basis and Market Value for Investments
 2010

100,000	CD Capital One Bk	5/23/08	100,640	100,222	102,005
10,000	CD State Bank of India	5/30/08	10,094	10,041	10,279
85,000	CD Cit Bank	6/19/08	84,992	-	-
88,000	CD Discover Bank	6/25/08	88,947	88,520	91,910
48,000	CD Carolian First Bk	6/27/08	48,294	48,133	47,754
95,000	CD Fireside Bank	6/30/08	95,798	95,298	97,277
99,000	DN Branch Bkg & Tr	6/30/08	99,000	-	-
35,000	CD JP Morgan Chase Bank NA	6/30/08	35,220	35,087	35,773
52,000	CD Carolina First Bk	7/1/08	52,232	52,005	51,992
20,000	CD United Bank	7/2/08	20,009	-	-
15,000	CD First Bk Highland Prk	7/2/08	15,046	15,003	15,027
39,000	CD Broadway Bank	7/3/08	39,239	-	-
21,000	CD Eastern Savings Bk	7/3/08	21,038	-	-
20,000	CD Fst Bk Highland Park	7/7/08	20,038	-	-
45,000	CD Paducah Bank & Trust	7/7/08	44,952	-	-
50,000	CD JP Morgan Chase Bank NA	7/7/08	49,858	-	-
10,000	CD MB Financial	7/10/08	10,138	10,079	10,549
27,000	CD Farmers Bank & Trust	7/15/08	26,694	-	-
19,000	CD Minnwest Bank MV	7/16/08	19,027	-	-
27,000	CD Eurobank	7/16/08	26,974	-	-
60,000	CD Branch Bk & Trust Co	7/17/08	59,429	-	-
20,000	Cd Barrington B&T	7/21/08	20,218	20,064	20,344
40,000	CD Pyramax Bank FSB	7/21/08	39,961	-	-
37,000	CD Midwest Community Bk	7/30/08	37,358	37,105	37,629
100,000	CD Capital One Bank FSB	7/31/08	100,730	100,193	101,501
80,000	CD German Amer Bancorp	8/4/08	80,344	-	-
24,000	CD Scotiabank De P R	8/6/08	24,133	24,019	24,135
97,000	CD GE Capital Fincl Inc	8/13/08	97,000	97,000	101,714
50,000	CD M&T Bank	8/18/08	50,115	-	-
50,000	CD GE Money Bank	8/20/08	50,000	50,000	52,708
50,000	CD Tristate Capital Bank	8/21/08	49,647	49,647	52,160
21,000	CD American Chartered Bk	8/25/08	21,086	21,037	21,502
21,000	CD Eastern Savings Bk	9/8/08	19,998	-	-
90,000	CD State Bank of India	9/12/08	90,000	86,413	90,122
35,000	CD M&T Bank	9/16/08	34,935	34,935	36,703
90,000	CD LaSalle Bank NA	9/19/08	86,419	-	-
90,000	CD Bank of America Fmr Las	9/19/08	86,314	86,419	90,840
40,000	CD Bank of America Fmr Las	9/19/08	37,728	37,728	39,716
24,000	CD Bank of America Fmr Las	9/19/08	22,476	22,476	23,658
65,000	CD Goldman Sachs Bk Usa	10/1/08	65,000	65,000	68,138
25,000	CD Discover Bank	10/2/08	24,440	24,440	25,051
30,000	CD BMW Bank of No Amer	10/3/08	30,423	30,250	31,236
48,000	CD Fifth Third Bk	10/8/08	47,864	-	-
25,000	CD Capital One	10/14/08	24,906	-	-
95,000	CD GE Capital Fincl Inc	10/16/08	95,000	95,000	99,653
50,000	CD BMW Bank of No Amer	10/23/08	48,775	48,775	52,288
75,000	CD Goldman Sachs Bk Usa	11/19/08	75,000	75,000	78,416
30,000	CD Stearns Bank	11/19/08	28,921	28,921	31,161
50,000	CD Amer Express Cent Bk	11/26/08	50,000	50,000	52,609
40,000	CD Branch Bnkg & Tr Co	12/18/08	40,197	40,122	41,959
95,000	CD M&T Bank	12/23/08	95,410	-	-
75,000	CD Amer Express Cent Bk	12/24/08	75,000	75,000	78,387
95,000	CD GE Money Bank	1/5/09	95,000	95,000	95,385
50,000	CD Goldman Sachs Bk Usa	1/5/09	50,000	-	-
19,000	CD JP Morgan Chase Bank NA	1/5/09	19,096	19,060	19,873
75,000	CD GE Money Bank	1/12/09	75,000	-	-
50,000	CD Capmark Bank	1/22/09	51,374	50,959	52,575
50,000	CD Broadway Bank	2/13/09	49,996	-	-
29,000	CD M&T Bank	3/16/09	29,868	29,612	30,438
50,000	CD Bank of America Fmr Las	3/19/09	47,917	47,917	50,778
70,000	M&I Marshall & Isisley BA	6/8/09	70,000	70,000	69,492
80,000	DN Southwest Bank An M&I	6/10/09	80,000	80,000	79,419
45,000	CD Bank of America Fmr Las	9/15/09	44,640	44,640	45,044
15,000	CD Bank of America Fmr Las	9/25/09	14,949	-	-
58,000	CD Bank of America Fmr Las	10/14/09	58,116	-	-

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40,000	CD Bank of America Fmr Las	10/21/09	40,072	-	-
64,000	CD Bank of America Fmr Las	10/21/09	64,153	-	-
50,000	CD Bank of America Fmr Las	11/5/09	50,116	-	-
50,000	CD Bank of America Fmr Las	11/12/09	49,547	49,547	50,037
55,000	CD Bank of America Fmr Las	12/8/09	55,018	-	-
98,000	Harris Natl Assn	4/8/10	-	96,000	95,232
50,000	HSBC Bank USA, NA	5/4/10	-	50,000	49,325
150,000	Met Wash DC Arpts	2/23/09	153,513	153,055	157,727
140,000	NJ EDA St Pension	2/25/09	132,756	139,192	139,341
200,000	Met Wash DC Arpts	3/2/09	202,659	202,314	210,302
250,000	Oakland CA Pension	4/22/09	106,294	114,090	125,453
250,000	Oakland CA Pension	5/5/09	104,816	112,612	125,453
100,000	Phila PA Indl Dev	6/16/09	58,468	62,651	68,636
100,000	Phila PA Indl Dev	6/16/09	63,737	68,193	75,209
150,000	Phila PA Indl Dev	6/24/09	88,349	94,624	99,954
100,000	Phila PA Indl Dev	7/7/09	59,397	63,580	68,636
100,000	Phila PA Indl Dev	7/7/09	64,808	68,264	75,209
200,000	NJ EDA St Pension	7/21/09	90,657	96,410	101,250
100,000	California St Var Pup	7/23/09	100,572	100,446	105,106
200,000	NJ EDA St Pension	8/3/09	89,090	94,925	101,250
100,000	California St Var Pup	11/5/09	102,341	101,377	103,466
150,000	Connecticut ST	11/9/09	144,000	144,000	144,998
50,000	California St Var Pup	11/16/09	51,732	51,595	51,733
100,000	California St Var Pup	12/14/09	101,496	102,155	103,466
10,000	Bank of America NA DJAIG	7/28/09	101,077	104,909	123,200
10,000	Bank of America NA DJAIG	8/7/09	101,456	105,287	123,200
10,000	Bank of America NA DJUBS	8/27/09	101,276	105,278	116,000
20,000	CD Aurora Bank	12/19/06	-	19,095	19,996
90,000	CD State Bank of India	9/3/08	-	90,000	94,382
12,000	CD Bank of America Fmr Las	11/30/07	-	10,844	11,920
125,000	William S Hart CA UN GHG	11/3/10	-	71,161	83,344
100,000	William S Hart CA UN GHG	11/4/10	-	57,154	50,875
300,000	Mount Diablo Calif Uni	10/6/10	-	164,524	137,043
200,000	Murmeta VY Calif UNI	11/2/10	-	98,072	86,856
50,000	NJ EDA ST Pension	11/18/10	-	27,076	25,313
50,000	Illinois ST Pension	3/8/10	-	48,625	43,843
125,000	Illinois ST Pension	3/16/10	-	120,540	109,608
150,000	California St Var Pup	1/15/10	-	155,650	157,659
150,000	NJ EDA St Pension	5/24/10	-	99,888	91,178
75,000	Illinois ST Pension	6/22/10	-	76,156	75,659
100,000	Illinois ST Pension	7/14/10	-	101,134	100,879
75,000	Illinois ST Pension	2/1/10	-	76,792	74,045
100,000	Buena Park CA Cmty RDA	2/19/10	-	104,210	100,984
150,000	Clark Cnty Nev Sch Dist	6/29/10	-	148,030	147,012
100,000	Clark Cnty Nev Sch Dist	7/7/10	-	99,337	98,008
30,000	BAC MKT LNK STP UP MXEA	9/24/10	-	300,000	303,300
15,000	BAC Capp Lrn Rogrer	1/28/10	-	150,000	174,750
20,000	BAC Mitts Gold Spot	6/24/10	-	204,198	207,400
22,500	Bank of America NA	12/21/10	-	225,000	215,775
10,000	Bac Bear ARN SPX	3/30/10	-	-	-
2,000	Ishares Silver TR	11/12/10	-	51,991	60,360
1,500	Spdr Gold Trust	3/24/10	-	160,998	208,080
1,886	Spdr Gold Trust	2/11/09	175,529	174,920	281,828
Total Line 13			<u>8,282,492</u>	<u>8,864,105</u>	<u>9,195,111</u>

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100,000	US Treasury Inflation note	3/26/10	-	-	-
150,000	US Treasury Inflation note	7/15/09	144,002	-	-
Total Line 10a			<u>484,802</u>	<u>-</u>	<u>-</u>

Investments - Corporate Bonds - Line 10c of 990-PF, Balance Sheet - Part II

10,000	Bank of America N A	3/24/09	102,813	-	-
15,000	Expt Str Acc Redemp	3/25/09	150,000	-	-
50,000	Bank of America Corp	3/15/10	-	50,000	46,500
Total Line 10c			<u>252,813</u>	<u>50,000</u>	<u>46,500</u>

Investments - Corporate Stock - Line 10b of 990-PF, Balance Sheet - Part II

21,206	Ishares Russell 1000 Value Inde	8/10/05	1,515,635	1,542,446	1,375,633
7,499	Standard & Poors Dep Rcpt	8/28/02	710,467	710,467	942,999
1	Ishares Russell 1000 Value Inde	4/5/08	-	-	65
15,255	Ishares MSCI EAFE Index Fund	12/10/03	709,740	737,922	888,146
11,838	Ishares S&P 500 Growth Index	11/16/04	701,796	701,796	764,035
4,084	Ishares Tr Russell 2000 Index	8/29/02	172,466	176,080	319,532
4,190	Ishares S&P Midcap 400	8/7/02	181,529	188,453	332,937
7,300	First Tr Ise Revere Nat Gas Inde	9/21/09	74,462	126,345	143,664
1,500	Ishares MSCI Australia	11/4/10	-	39,400	38,160
1	Ishares Russell 1000 Value Inde	12/30/10	-	27	27
1	Ishares MSCI Emerging Mkts Inc	12/31/10	-	40	42
1,800	Ishares MSCI Emerging Mkts Inc	8/27/10	-	72,559	85,756
1	Ishares Tr Russell 2000 Index	12/30/10	-	55	59
1	Ishares S&P Midcap 400	12/31/10	-	14	14
1,000	Sector SPDR Energy	1/4/10	-	58,951	68,250
7,499	Standard & Poors Dep Rcpt	6/18/10	-	111	125
Total Line 10b			<u>4,066,125</u>	<u>4,354,666</u>	<u>4,959,444</u>

TOTAL COST BASIS	13,086,232	13,288,771	14,201,055
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