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

2011

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 2011, or tax year beginning , 2011, and ending

EVALYN M. BAUER FOUNDATION ONE WORLD TRADE CENTER #1280 LONG BEACH, CA 90831-1280		A Employer identification number 33-0669419						
		B Telephone number (see the instructions) (562) 432-0909						
G Check all that apply: <table style="display: inline-table; vertical-align: top; margin-right: 20px;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial Return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
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, column (c), line 16) ▶ \$ 31,895,338.	J Accounting method: <input checked="" type="checkbox"/> Cash <input 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"/>						

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
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 instructions).)					
R E V E N U E	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	107,687.	107,687.	107,687.	
	4 Dividends and interest from securities	586,274.	586,274.	586,274.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	351,553.			
	b Gross sales price for all assets on line 6a	4,140,097.			
	7 Capital gain net income (from Part IV, line 2)		351,553.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)	9,175.	9,175.			
SEE STATEMENT 1					
12 Total. Add lines 1 through 11	1,054,689.	1,054,689.	693,961.		
A D M I N I S T R A T I V E A N D E X P E N S E S	13 Compensation of officers, directors, trustees, etc	150,000.		150,000.	
	14 Other employee salaries and wages	54,288.	49,288.	5,000.	
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 2	55,000.	30,000.		25,000.
	b Accounting fees (attach sch) SEE ST 3	10,545.	8,545.		2,000.
	c Other prof fees (attach sch) SEE ST 4	8,856.	8,856.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE. STM 5	56,832.	56,832.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	27,103.	27,103.		
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) SEE STATEMENT 6	13,878.	13,878.			
24 Total operating and administrative expenses. Add lines 13 through 23	376,502.	194,502.		182,000.	
25 Contributions, gifts, grants paid PART XV	1,385,000.			1,385,000.	
26 Total expenses and disbursements. Add lines 24 and 25	1,761,502.	194,502.	0.	1,567,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-706,813.				
b Net investment income (if negative, enter -0-)		860,187.			
c Adjusted net income (if negative, enter -0-)			693,961.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		12,964.	36,908.	36,908.
	2	Savings and temporary cash investments		1,093,327.	1,363,186.	1,363,186.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule)				
		b Investments – corporate stock (attach schedule) STATEMENT 7		20,238,138.	19,997,157.	23,692,257.
		c Investments – corporate bonds (attach schedule) STATEMENT 8		631,892.	182,511.	199,164.
	11	Investments – land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) STATEMENT 9		6,845,089.	6,535,273.	6,602,882.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ SEE STATEMENT 10)		1,379.	941.	941.	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item l)		28,822,789.	28,115,976.	31,895,338.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		28,822,789.	28,115,976.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		28,822,789.	28,115,976.		
31	Total liabilities and net assets/fund balances (see instructions)		28,822,789.	28,115,976.		

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	28,822,789.
2	Enter amount from Part I, line 27a	2	-706,813.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	28,115,976.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	28,115,976.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a UBS ACCT SCHED. ATTACHED	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,140,097.		3,788,544.	351,553.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			351,553.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	351,553.
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 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 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 (column (b) divided by column (c))
2010	1,437,250.	32,091,775.	0.044786
2009	1,765,985.	28,817,868.	0.061281
2008	1,881,693.	34,713,384.	0.054207
2007	1,762,000.	39,650,951.	0.044438
2006	1,673,902.	35,290,418.	0.047432

2 Total of line 1, column (d)	2	0.252144
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	0.050429
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	34,336,163.
5 Multiply line 4 by line 3	5	1,731,538.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,602.
7 Add lines 5 and 6	7	1,740,140.
8 Enter qualifying distributions from Part XII, line 4	8	1,567,000.

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

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

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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	17,204.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	17,204.
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	17,204.
6 Credits/Payments:			
a 2011 estimated tax prmts and 2010 overpayment credited to 2011	6a	24,000.	
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	24,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		6,796.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 6,796. Refunded <input type="checkbox"/>	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) ..	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) ..	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? .. Website address:	13	X	
14	The books are in care of ▶ <u>SOFIA MANGUS</u> Telephone no. ▶ <u>(562) 432-0909</u> Located at ▶ <u>ONE WORLD TRADE CENTER, #1280 LONG BEACH CA</u> ZIP + 4 ▶ <u>90831-1280</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		N/A	<input type="checkbox"/>
		15		N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ..	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	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 instructions)? .. Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	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 2011?	1 c	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 instructions.)	2 b	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__ .		
3 a	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 2011 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 2011.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2011?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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?

N/A Yes No

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

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

Yes No

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

If 'Yes' to 6b, file Form 8870.

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

Yes No

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

N/A

5b	N/A	
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
LORAIN S. ACKERMAN 3291 GILBERT DRIVE HUNTINGTON BEACH, CA 92649	PRES/DIRECTO 20.00	50,000.	0.	0.
NANCY GAINS 5489 ANAHEIM ROAD LONG BEACH, CA 90815	SEC/CFO/DIRE 20.00	50,000.	0.	0.
LEE ACKERMAN 3291 GILBERT DRIVE HUNTINGTON BEACH, CA 92649	VP/DIRECTOR 20.00	50,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SOFIA MANGUS 1028 CRANBROOK TORRANCE, CA 90503	OFFICE MANAGE 32	54,288.	0.	0.

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JOE LING 3455 ELDORADO DRIVE LONG BEACH, CA 90808	LEGAL	55,000.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A -----	
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A -----	
2 -----	
All other program-related investments. See instructions. 3 -----	
Total. Add lines 1 through 3	0.

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities.	1a	33,697,363.
b	Average of monthly cash balances	1b	1,160,526.
c	Fair market value of all other assets (see instructions)	1c	1,160.
d	Total (add lines 1a, b, and c)	1d	34,859,049.
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	34,859,049.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	522,886.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,336,163.
6	Minimum investment return. Enter 5% of line 5	6	1,716,808.

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	1,716,808.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	17,204.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b.	2c	17,204.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,699,604.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,699,604.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,699,604.

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	1,567,000.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,567,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,567,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,699,604.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			1,534,547.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . .				
b From 2007 . . .				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,567,000.				
a Applied to 2010, but not more than line 2a			1,534,547.	
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 2011 distributable amount				32,453.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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	0.			
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 2010 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,667,151.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					

3 Complete 3a, b, or c for the alternative test relied upon:

a 'Assets' alternative test – enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c 'Support' alternative test – enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
<p><i>a Paid during the year</i> SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE LONG BEACH, CA 90802</p>	UNRELATED	GOOD	GENERAL COMMUNITY SUPPORT	1,385,000.
Total				▶ 3a 1,385,000.
<i>b Approved for future payment</i>				
Total				▶ 3b

Bauer Foundation Schedule of Gain & Losses FYE 2011												
	Shs	Date Sold	Sold For	Cost	Gain/(Loss)							
Structured Products												
HSBC USA Inc	10,000	2-May	100,000	100,000	-							
JP Morgan Chase Trigger	100,000	26-Oct	102,681	100,000	2,681							
			202,681	200,000	2,681							
			3,438,361	3,123,310	315,051							
Total UBS Sales												
Stocks-Fidelity												
Ishares Tr Russell	457	24-Jan	40,500	39,782	718							
Vanguard Bd Index Fd	630	24-Jan	50,759	50,638	121							
Vanguard Total Stk Mkt	609	24-Jan	40,395	23,361	17,034							
Pimco ETF Tr 1-5Yr US Tips Index	1,250	26-May	67,172	66,250	922							
Ishares Barclays	244	12-Aug	28,123	26,949	1,174							
			226,949	206,979	19,970							
Mutual Funds-Fidelity												
Lazard Emerging Mkts Instl	1,554,772	20-Jan	33,505	37,454	(3,949)							
RS Global Natural Resources Fd CI Y	320,300	20-Jan	12,152	8,360	3,792							
RS Global Natural Resources Fd CI Y	348,567	24-May	13,500	9,098	4,402							
Eaton Vance Floating Rate CI I	5,095,558	7-Jul	46,013	44,530	1,483							
Calamos Convertible Fund I	4,736,559	2-Aug	87,342	88,100	(758)							
Vanguard Intermed Trm Invst Gr Admiral	4,099,904	10-Aug	41,900	35,381	6,519							
Lazard Emerging Mkts Instl	1,617,585	28-Sep	28,615	31,557	(2,942)							
Pimco Total Return Instl	2,290,203	28-Sep	24,780	24,665	115							
Pimco Emerging Markets Instl CI	8,655,486	28-Sep	87,940	88,505	(565)							
RS Global Natural Resources Fd CI Y	608,348	28-Sep	20,550	15,878	4,672							
Royce Special Equity Investment CI	1,392,913	28-Sep	26,730	28,987	(2,257)							
Vanguard Intermed Trm Invst Gr Admiral	5,150,166	28-Sep	51,759	45,741	6,018							
			474,787	458,255	16,531							

FORM 990-PF for Year 2011
EVALYN M. BAUER FOUNDATION 33-0669419

Part I, Line 25, and Part XV, Line 3(a): Schedule of Contributions

American Merchant Marine Veterans Memorial Committee, Inc.	500
American Heart Association	10,000
Apostleship of the Sea	10,000
Aquarium of the Pacific	5,000
Avalon Medical Development Corporation	30,000
Bishop Museum	30,000
Boys & Girls Club of San Pedro	5,000
California Community Foundation	249,000
California Families in Focus	2,000
California State University, Long Beach Foundation	55,000
Campfire USA	5,000
Catalina Island Museum Society	28,000
Craig T. Williams Elementary PTA	5,000
Don Bosco Technical Institute	5,000
Friends of Cerritos Performing Arts	7,000
Golden Minutes Ministries, Inc	10,000
Grace First Presbyterian Church	1,000
Hawaii Public Radio	5,000
Helpline Youth Counseling	4,000
Historical Society of Long Beach	2,000
International City Theatre	75,000
Jewish National Fund	1,000
KCET	1,000
KOCE	1,000
KUSC	5,000
LA Rifle & Revolver Club	5,000
Lakeside Hospice Inc	6,000
Leadership Long Beach	10,000
Long Beach Ballet Arts Center	20,000
Long Beach Bar Foundation	10,000
Long Beach Community Players	5,000
Long Beach Day Nursery	5,000
Long Beach Heritage Coalition	2,000
Long Beach K9 Officers' Assn	5,000
Long Beach Legal Secretaries Assn	1,000
Long Beach Museum of Art Foundation	35,000
Long Beach Opera Association	10,000
Long Beach Rescue Mission	1,000
Long Beach Symphony, Inc.	40,000
Los Angeles Challenge Corp	3,000
Memorial Medical Center Fndn	30,000

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL GAINS DISTRIBUTION	\$ 8,411.	8,411.	
MISC. OTHER RECEIPTS	764.	764.	
TOTAL	\$ 9,175.	9,175.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	\$ 55,000.	\$ 30,000.		\$ 25,000.
TOTAL	\$ 55,000.	\$ 30,000.	\$ 0.	\$ 25,000.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/TAX FEE	\$ 10,545.	\$ 8,545.		\$ 2,000.
TOTAL	\$ 10,545.	\$ 8,545.	\$ 0.	\$ 2,000.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES	\$ 8,856.	\$ 8,856.		
TOTAL	\$ 8,856.	\$ 8,856.	\$ 0.	\$ 0.

CLIENT 001

EVALYN M. BAUER FOUNDATION

33-0669419

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**STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990PF EXCISE TAX	\$ 33,354.	\$ 33,354.		
FOREIGN TAXES PAID	15,664.	15,664.		
PAYROLL TAXES	7,814.	7,814.		
TOTAL	\$ 56,832.	\$ 56,832.	\$ 0.	\$ 0.

**STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 1,116.	\$ 1,116.		
INSURANCE	2,600.	2,600.		
MEALS & ENTERTAINMENT	398.	398.		
OFFICE SUPPLIES/EXPENSES	3,627.	3,627.		
PHONE EXPENSES	2,057.	2,057.		
SEMINARS/EDUCATION	674.	674.		
SHARED OFFICE EXPENSES	1,965.	1,965.		
SUBSCRIPTIONS/DUES	1,441.	1,441.		
TOTAL	\$ 13,878.	\$ 13,878.	\$ 0.	\$ 0.

**STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS**

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
AS PER DETAIL ATTACHED/CORP STOCK	MKT VAL	\$ 19,997,157.	\$ 23,692,257.
	TOTAL	<u>\$ 19,997,157.</u>	<u>\$ 23,692,257.</u>

**STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS**

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
AS PER DETAIL ATTACHED/CORP BONDS	MKT VAL	\$ 182,511.	\$ 199,164.
	TOTAL	<u>\$ 182,511.</u>	<u>\$ 199,164.</u>

FORM 990-PF for Year 2011
 EVALYN M. BAUER FOUNDATION 33-0669419

Part II, Line 10 b - Investments: Corporate Stock

	NUMBER OF SHARES	BOOK VALUE COST BASIS	FAIR MARKET VALUE
ABITIBIBOWATER, INC	3,693	86,601	53,733
AETNA INC	5,000	126,765	210,950
AIG SERIES A-5 7.7%	4,000	100,000	93,560
ALCOA, INC.	5,000	167,655	43,250
ALCOA, INC.	2,000	71,874	17,300
ALCOA, INC.	2,000	68,238	17,300
ALCOA, INC.	2,000	70,138	17,300
ALCOA, INC.	5,000	171,096	43,250
ALCOA, INC.	5,000	146,022	43,250
ALCOA, INC.	5,000	74,309	43,250
ALCOA, INC.	5,000	49,969	43,250
ALCOA, INC.	5,000	52,996	43,250
ALCOA, INC.	10,000	79,764	86,500
ALCOA, INC.	4,000	30,063	34,600
ALCOA, INC.	4,000	27,652	34,600
ALCOA, INC.	6,000	65,765	51,900
ALLEGHENY TECHNOLOGY, INC	2,000	120,162	95,600
ALLEGHENY TECHNOLOGY, INC	2,000	119,580	95,600
ALLEGHENY TECHNOLOGY, INC	1,000	59,402	47,800
ALLEGHENY TECHNOLOGY, INC	2,000	111,256	95,600
ALLEGHENY TECHNOLOGY, INC	2,000	97,597	95,600
ALLEGHENY TECHNOLOGY, INC	1,000	43,745	47,800
ALLEGHENY TECHNOLOGY, INC	2,000	88,242	95,600
ALLIANZ SE ADR	10,000	78,481	94,700
ALLIANZ SE 8.375%	4,000	103,085	102,124
AMGEN	611	34,298	39,232
ANADARKO PETRO CORP	5,000	216,705	381,650
ANADARKO PETRO CORP	10,000	593,473	763,300
ANGLOGOLD ASHANTI, LTD	5,000	82,752	212,250
ANGLOGOLD ASHANTI, LTD	5,000	140,140	212,250
ANGLOGOLD ASHANTI, LTD	5,000	142,255	212,250
ANGLOGOLD ASHANTI, LTD	4,000	128,285	169,800
ANGLOGOLD ASHANTI, LTD	1,000	32,040	42,450
ANGLOGOLD ASHANTI, LTD	1,000	31,755	42,450
ANGLOGOLD ASHANTI, LTD	1,000	31,730	42,450
ANGLOGOLD ASHANTI, LTD	2,000	63,360	84,900
ANGLOGOLD ASHANTI, LTD	1,000	31,677	42,450
ANGLOGOLD ASHANTI, LTD	6,160	151,626	261,492

* Reflects stock dividend/split.

** Reflects share exchange (old for new).

*** Spin-off.

FORM 990-PF for Year 2011
 EVALYN M. BAUER FOUNDATION 33-0669419

Part II, Line 10 b - Investments: Corporate Stock

	NUMBER OF SHARES	BOOK VALUE COST BASIS	FAIR MARKET VALUE
ARCH COAL INC	2,000	86,583	29,020
ASHLAND, INC	2,000	105,844	114,320
BAC CAP TR XII 6.875%	8,000	200,000	161,600
BANK OF AMERICA CORP	5,000	225,755	27,800
BANK OF AMERICA CORP	7,500	341,105	41,700
BANK OF AMERICA CORP	12,500	535,341	69,500
BANK OF AMERICA CORP	5,000	66,701	27,800
BANK OF AMERICA CORP	10,000	115,978	55,600
BARCLAYS PLC	5,000	215,847	54,950
BARCLAYS PLC	1,071	24,697	11,770
BARCLAYS BANK PLC 7.1%	4,000	100,000	79,080
BARCLAYS BANK PLC 7.75%	4,000	100,000	84,320
BARCLAYS BANK PLC 8.125%	4,000	100,000	89,120
BARRICK GOLD CORP	450	9,148	20,363
BARRICK GOLD CORP	5,000	90,442	226,250
BARRICK GOLD CORP	2,650	23,913	119,913
BARRICK GOLD CORP	10,000	165,055	452,500
BOEING COMPANY	2,000	94,380	146,700
BOEING COMPANY	3,000	122,630	220,050
BOEING COMPANY	2,500	161,744	183,375
CAMECO CORP CANADA	6,000	52,215	108,300
CAMECO CORP CANADA	2,000	90,483	36,100
CATERPILLAR, INC	3,000	182,694	271,800
CATERPILLAR, INC	5,000	195,985	453,000
CATERPILLAR, INC	2,000	47,110	181,200
CHEVRON CORP	858	50,890	91,291
CHEVRON CORP	6,000	196,593	638,400
CHEVRON CORP	4,142	249,774	440,709
CHEVRON CORP	4,000	226,890	425,600
CLIFFS NATURAL RESOURCES	2,000	107,135	124,700
CLIFFS NATURAL RESOURCES	2,000	99,733	124,700
COMCAST CORP 7%	6,000	150,000	153,540
COMPANIA DE MINAS BUENAVENTURA	15,000	93,731	575,100
COMPANIA DE MINAS BUENAVENTURA	4,000	44,005	153,360
COMPANIA DE MINAS BUENAVENTURA	6,000	66,060	230,040
COMPANIA DE MINAS BUENAVENTURA	10,000	112,255	383,400
CONOCO PHILLIPS	5,000	298,725	364,350
CONOCO PHILLIPS	3,000	192,441	218,610

* Reflects stock dividend/split.

** Reflects share exchange (old for new).

*** Spin-off.

FORM 990-PF for Year 2011
 EVALYN M. BAUER FOUNDATION 33-0669419

Part II, Line 10 b - Investments: Corporate Stock

	NUMBER OF SHARES	BOOK VALUE COST BASIS	FAIR MARKET VALUE
CONOCO PHILLIPS	2,000	87,200	145,740
CONS ENERGY INC	3,000	83,031	110,100
DOW CHEMICAL	5,000	168,188	143,800
EXXON MOBIL CORP	7,920	295,505	671,299
EXXON MOBIL CORP	1,000	59,156	84,760
EXXON MOBIL CORP	1,080	96,092	91,541
FANNIE MAE	3,200	62,918	643
FARMERS & MERCHANTS BANK	147	274,174	599,025
FEDERAL NATIONAL MORTGAGE ASSN 8.25%	20,000	500,000	28,000
FLEET CAPITAL TRUST VIII 7.20%	4,000	93,045	82,960
FLEET CAPITAL TRUST VIII 7.20%	1,934	47,040	40,111
FLEET CAPITAL TRUST VIII 7.20%	7,500	181,671	155,550
FLEET CAPITAL TRUST VIII 7.20%	566	13,759	11,739
FLUOR CORP	5,000	379,414	251,250
FREEPORT-MCMORAN COPPER & GOLD INC	10,000	125,210	367,900
GLAXO SMITHKLINE PLC ADR	4,324	48,355	197,304
GOLD FIELDS LTD	10,000	110,755	152,500
GOLD FIELDS LTD	5,000	51,755	76,250
GOLD FIELDS LTD	7,500	49,356	114,375
HARMONY GOLD MINING CO LTD	5,000	45,755	58,200
HARMONY GOLD MINING CO LTD	5,000	49,705	58,200
HARTFORD FINANCIAL SERVICE GROUP	5,000	70,637	81,250
HARTFORD FINANCIAL SERVICE GROUP	5,000	52,444	81,250
HARTFORD FINANCIAL SERVICE GROUP	5,000	83,605	81,250
HARTFORD FINANCIAL SERVICE GROUP	2,000	33,832	32,500
HECLA MINING	15,000	66,155	78,450
HECLA MINING	10,000	37,231	52,300
HECLA MINING	3,000	23,585	15,690
HECLA MINING	3,000	22,505	15,690
HECLA MINING	4,000	29,992	20,920
HONEYWELL INTL, INC.	10,000	345,505	543,500
ING GROEP 7.375%	4,000	100,000	73,720
JOHNSON & JOHNSON	2,500	156,097	163,950
JP MORGAN CHASE CORP CAP XIV SER N	6,000	150,000	152,280
MACK-CALI REALTY CORP	7,500	195,575	200,175
MACK-CALI REALTY CORP	5,000	135,755	133,450
MANITOWOC CO	10,000	50,678	91,900
METLIFE INC	3,000	96,933	93,540

* Reflects stock dividend/split.

** Reflects share exchange (old for new).

*** Spin-off.

FORM 990-PF for Year 2011
 EVALYN M. BAUER FOUNDATION 33-0669419

Part II, Line 10 b - Investments: Corporate Stock

	NUMBER OF SHARES	BOOK VALUE COST BASIS	FAIR MARKET VALUE
MYLAN LABORATORIES	5,000	93,036	107,300
MYLAN LABORATORIES	5,000	71,116	107,300
MYLAN LABORATORIES	10,000	121,889	214,600
NEWMONT MINING CORP	2,093	50,631	125,601
NEWMONT MINING CORP	10,407	343,454	624,524
NUCOR CORP	5,000	251,305	197,850
PARTNERRE LTD ORD	2,750	55,618	176,578
PARTNERRE LTD 6.5% PFD STK	6,000	150,000	150,024
PETROLEO BRASILEIRO SA	20,000	66,625	469,800
PETROLEO BRASILEIRO SA	5,000	16,720	117,450
PFIZER, INC	15,000	369,311	324,600
PLAINS EXPLORATION & PRODUCTION CO	2,000	54,284	73,440
ROYAL BANK OF SCOTLAND 7.25%	8,000	200,000	102,160
ROYAL DUTCH SHELL PLC	7,000	320,395	511,630
ROYAL DUTCH SHELL PLC	3,000	137,460	219,270
ROYAL DUTCH SHELL PLC	5,000	223,250	365,450
ROYAL DUTCH SHELL PLC	2,500	111,514	182,725
ROYAL DUTCH SHELL PLC	2,500	111,575	182,725
TERADYNE, INC	2,500	25,414	34,075
TERADYNE, INC	5,000	56,857	68,150
3M CO	5,000	347,670	408,650
3M CO	2,000	155,992	163,460
3M CO	3,000	222,615	245,190
TORCHMARK CAP 7.1%	6,000	150,000	152,760
UBS AG NEW 2006	5,000	266,599	59,150
UBS AG NEW 2006	2,000	104,636	23,660
UBS AG NEW 2006	3,000	144,953	35,490
UBS AG NEW 2006	2,000	90,605	23,660
UBS AG NEW 2006	2,000	95,660	23,660
UBS AG NEW 2006	6,000	231,644	70,980
UBS AG NEW 2006	2,000	66,523	23,660
UBS AG NEW 2006	1,100	-	13,013
UBS AG NEW 2006	8,085	162,913	95,646
UNITED STATES STEEL CORP	2,000	64,537	52,920
UNITED STATES STEEL CORP	5,000	86,195	132,300
UNITED STATES STEEL CORP	3,000	135,353	79,380
VALERO ENERGY CORP	5,000	241,555	105,250
VALERO ENERGY CORP	2,500	81,175	52,625

* Reflects stock dividend/split.

** Reflects share exchange (old for new).

*** Spin-off.

FORM 990-PF for Year 2011
 EVALYN M. BAUER FOUNDATION 33-0669419

Part II, Line 10 b - Investments: Corporate Stock

	<u>NUMBER OF SHARES</u>	<u>BOOK VALUE COST BASIS</u>	<u>FAIR MARKET VALUE</u>
VALERO ENERGY CORP	2,500	46,662	52,625
UBS TOTAL		<u>19,230,796</u>	<u>22,866,914</u>
VANGUARD APPRECIATION INDEX FD	2,321	110,791	126,843
VANGUARD BOND INDEX FD INC SHT TERM	5,443	437,778	440,012
VANGUARD FTSE ALL WORLD EX-US FD	2,582	85,060	102,376
VANGUARD TOTAL BOND MKT FD	1,059	87,856	88,469
VANGUARD TOTAL STK MKT FD	1,052	44,876	67,644
FIDELITY TOTAL		<u>766,361</u>	<u>825,344</u>
TOTAL		<u>\$ 19,997,157</u>	<u>\$ 23,692,257</u>

* Reflects stock dividend/split.

** Reflects share exchange (old for new).

*** Spin-off.

FORM 990-PF for Year 2011
EVALYN M. BAUER FOUNDATION 33-0669419

Part II, Line 10 c - Investments: Corporate Bonds

	<u>DUE DATE</u>	<u>FACE</u>	<u>BOOK VALUE COST BASIS</u>	<u>FAIR MARKET VALUE</u>
MORGAN STANLEY MED TERM 5.000%	6/11/2025	100,000	100,000	97,750
PRUDENTIAL FINANCIAL INC 5.8%	6/15/2012	100,000	82,511	101,414
		TOTAL	<u>\$ 182,511</u>	<u>\$ 199,164</u>

CLIENT 001

EVALYN M. BAUER FOUNDATION

33-0669419

5/02/12

11.25AM

**STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER**

	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>OTHER SECURITIES</u>			
UBS INSTITUTIONAL FUNDS	COST	\$ 5,310,839.	\$ 5,310,839.
STRUCTURED PRODUCTS	COST	400,000.	399,301.
SHORT OPTIONS	COST	-19,194.	-1,900.
FIDELITY SEC. MUTUAL FUND	COST	843,628.	894,642.
	TOTAL	<u>\$ 6,535,273.</u>	<u>\$ 6,602,882.</u>

**STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS**

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DIVIDENDS RECEIVABLE	\$ 541.	\$ 541.
PETTY CASH FUND	200.	200.
POSTAGE RESERVE	200.	200.
	TOTAL <u>\$ 941.</u>	<u>\$ 941.</u>

FORM 990-PF for Year 2011
 EVALYN M. BAUER FOUNDATION 33-0669419

Part II, Line 13 - Investments: Other

	NUMBER OF SHARES	BOOK VALUE COST BASIS	FAIR MARKET VALUE
UBS SELECT PRIME INSTITUTIONAL FUND	5,310,939	5,310,839	5,310,839
STRUCTURED PRODUCTS - ROYAL BANK OF CANADA 11.64%	100	100,000	99,250
STRUCTURED PRODUCTS - ROYAL BANK OF CANADA 14.4%	100	100,000	101,057
STRUCTURED PRODUCTS - ROYAL BANK OF CANADA 12.08%	100	100,000	100,694
STRUCTURED PRODUCTS - JP MORGAN CHASE	10,000	100,000	98,300
		400,000	399,301
SHORT OPTIONS - CATERPILLAR INC	100	(19,194)	(1,900)
UBS TOTAL		5,691,645	5,708,240
MUTUAL FUNDS			
ARTIO TOTAL RETURN BOND FUND CL I	12,752.944	170,616	172,802
JENSEN PORTFOLIO CLASS I	4,756.039	107,935	126,130
JOHN HANCOCK US CORE FD CLASS I	11,776.526	99,830	121,063
LAZARD GLOBAL LISTED INFRASTRUCTURE INSTL	4,963.100	53,800	48,539
LEGG MASON CBA APPRECIATION CL I	8,415.958	103,525	115,551
PIMCO TOTAL RETURN INSTL CL	16,370.036	179,578	177,942
PNC ULTRA SHORT BOND FD CL I	4,234.511	42,260	42,218
RS GLOBAL NATURAL RESOURCES FUND CL Y	1,546.775	47,945	54,292
ROYCE SPECIAL EQUITY INVESTMENT CL	1,832.700	38,138	36,104
FIDELITY TOTAL		843,628	894,642
TOTAL		6,535,273	6,602,882