Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 07/01 **, 2011, and ending** 06/30, 20 12

Name of foundation: SIDNEY R BAER JR FOUNDATION

A Employer identification number: 43-6829338

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 387 — Room/suite:

B Telephone number (see instructions): (314) 418-2643

City or town, state, and ZIP code: ST. LOUIS, MO 63166

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 41,663,274.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____ *(Part I, column (d) must be on cash basis.)*

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))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,062,291.	1,061,881.	410.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,228,450.			
b	Gross sales price for all assets on line 6a 19,894,452.				
7	Capital gain net income (from Part IV, line 2)		1,228,450.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	69.	69.		
12	**Total.** Add lines 1 through 11	2,290,810.	2,290,400.	410.	
13	Compensation of officers, directors, trustees, etc	623,778.	561,400.		62,378.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 1		NONE	NONE	2,500.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	26,192.	18,470.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 3	36,667.			36,667.
24	**Total operating and administrative expenses.** Add lines 13 through 23	689,137.	579,870.	NONE	101,545.
25	Contributions, gifts, grants paid	2,308,093.			2,308,093.
26	**Total expenses and disbursements** Add lines 24 and 25	2,997,230.	579,870.	NONE	2,409,638.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-706,420.			
b	**Net investment income** (if negative, enter -0-)		1,710,530.		
c	**Adjusted net income** (if negative, enter -0-)			410.	

Revenue — Operating and Administrative Expenses

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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			
2	Savings and temporary cash investments	601,951.	2,106,111.	2,106,111.
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 schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) STMT 4	3,901,470.	2,889,374.	3,101,858.
b	Investments - corporate stock (attach schedule) STMT 5	28,406,345.	28,487,551.	30,898,511.
c	Investments - corporate bonds (attach schedule) STMT 17	6,657,916.	5,389,336.	5,556,794.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	39,567,682.	38,872,372.	41,663,274.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	39,567,682.	38,872,372.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	39,567,682.	38,872,372.	
31	**Total liabilities and net assets/fund balances** (see instructions)	39,567,682.	38,872,372.	

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	39,567,682.
2	Enter amount from Part I, line 27a	2	-706,420.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 18	3	11,110.
4	Add lines 1, 2, and 3	4	38,872,372.
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	38,872,372.

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	PUBLICLY TRADED SECURITIES			
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	19,882,262.		18,666,002.	1,216,260.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				1,216,260.
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	1,228,450.
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	

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 (col (b) divided by col (c))
2010	2,129,698.	43,325,337.	0.049156
2009	2,689,571.	40,634,700.	0.066189
2008	2,607,348.	39,156,541.	0.066588
2007	2,921,265.	51,460,859.	0.056767
2006	2,765,753.	52,041,851.	0.053145

2	**Total** of line 1, column (d)	2	0.291845
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	0.058369
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	41,231,389.
5	Multiply line 4 by line 3	5	2,406,635.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,105.
7	Add lines 5 and 6	7	2,423,740.
8	Enter qualifying distributions from Part XII, line 4	8	2,409,638.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	34,211.
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	
3	Add lines 1 and 2	3	34,211.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	34,211.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 9,609.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	9,609.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	18.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	24,620.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ US BANK NA Telephone no ▶ (314)418-2643

Located at ▶ PO BOX 387, ST LOUIS, MO ZIP + 4 ▶ 63166

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

			Yes	No
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
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
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? ☐ Yes ☒ 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.)*	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 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
SEE STATEMENT 19		623,778.	-0-	-0-

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

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

Total number of other employees paid over $50,000 . . . . . ▶ NONE

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
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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	41,859,278.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	41,859,278.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	41,859,278.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	627,889.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,231,389.
6	**Minimum investment return.** Enter 5% of line 5	6	2,061,569.

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	2,061,569.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	34,211.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	34,211.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,027,358.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,027,358.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,027,358.

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	2,409,638.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,409,638.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,409,638.

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				2,027,358.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			NONE	
b	Total for prior years 20 09 ,20 ___ , 20 ___		NONE		
3	Excess distributions carryover, if any, to 2011.				
a	From 2006 ...... 213,846.				
b	From 2007 ...... 483,324.				
c	From 2008 ...... 662,965.				
d	From 2009 ...... 668,906.				
e	From 2010 ...... NONE				
f	**Total** of lines 3a through e	2,029,041.			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,409,638.				
a	Applied to 2010, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				2,027,358.
e	Remaining amount distributed out of corpus	382,280.			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	2,411,321.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	213,846.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	2,197,475.			
10	Analysis of line 9:				
a	Excess from 2007 ... 483,324.				
b	Excess from 2008 ... 662,965.				
c	Excess from 2009 ... 668,906.				
d	Excess from 2010 ... NONE				
e	Excess from 2011 ... 382,280.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation 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

SEE STATEMENT 20

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
a *Paid during the year*				
SEE STATEMENT 29				
Total ▶ 3a				2,308,093.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,062,291.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,228,450.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b OTHER REVENUE			14	69.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,290,810.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,290,810.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

		Yes	No
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, 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) is based on all information of which preparer has any knowledge

John F. Loose | 10/18/2012 | TRUSTEE

Signature of officer or trustee | Date | Title

U.S. BANK NA

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	16,847.	11,880.
FEDERAL ESTIMATES - PRINCIPAL	7,723.	5,446.
FOREIGN TAXES ON QUALIFIED FOR	1,453.	1,025.
FOREIGN TAXES ON NONQUALIFIED	169.	119.
TOTALS	26,192.	18,470.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	36,667.	36,667.
TOTALS	36,667.	36,667.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FNMA DEB 4.375% 9/15/12	516,523.	504,280.
FHLB DEB 5.375% 8/19/11		
FHLMC MTN 4.875% 11/15/13	983,663.	1,063,110.
FNMA MTN 5% 4/15/15	989,188.	1,124,140.
FNMA MTN 4.000 3/11/13	400,000.	410,328.
TOTALS	2,889,374.	3,101,858.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DANAHER CORP	353,313.	394,141.
GENERAL DYNAMICS CORP		
UNITED TECHNOLOGIES CORP	54,851.	125,380.
APACHE CORP	58,472.	93,867.
CASS INFORMATION SYSTEMS INC		
SCHLUMBERGER LTD	73,071.	150,072.
MCDONALD'S CORP	110,355.	247,973.
PEPSICO INC	204,351.	259,252.
PROCTER & GAMBLE CO	203,442.	207,025.
ABBOTT LABS	115,057.	162,851.
AMGEN INC		
JOHNSON & JOHNSON		
ALBEMARIE CORP	42,986.	60,057.
AMERICAN ELECTRIC POWER CO INC		
BANK OF AMERICA CORP		
WELLS FARGO & CO	215,206.	276,448.
AT&T INC	94,170.	124,810.
VERIZON COMMUNICATIONS INC		
CISCO SYS INC		
INTEL CORP		
IBM CORP	130,493.	372,580.
MICROSOFT CORP	247,901.	315,016.
QUALCOMM INC	226,303.	227,119.
TEXAS INSTRUMENTS INC		
AMERICAN CENTURY INTL BOND	448,243.	469,106.
AGRIUM INC	37,923.	89,089.
AIR LIQUIDE SA ADR	261,586.	292,868.
ANGLO AMERICAN PLC ADR	33,833.	27,754.
LINCOLN NATL CORP IND		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FREEPORT MCMORAN COPPER GOLD		
KEPPEL CORP LTD SPONS ADR	39,163.	78,872.
MAGNETEK INC		
STERICYCLE INC		
FORWARD AIR CORP		
CAMERON INTL CORP	91,926.	109,380.
PETROLEO BRASILEIRO SPON ADR		
FOSSIL INC		
TOTAL SA ADR		
GAP INC	202,454.	202,409.
ALLERGAN INC		
GENTEX CORP		
HONDA MTR LTD AMERN		
KONA GRILL INC		
EDWARDS LIFESCIENCES CORP		
NAUTILUS INC		
FIFTH THIRD BANKCORP		
BRITISH AMERN TOB PLC ADR		
BUNGE LTD		
DIAGEO PLC SPONS ADR	209,494.	217,478.
FOMENTO ECONOMICO MEXICANO		
LOREAL CO UNSPONSORED ADR	236,322.	255,832.
A R I A D PHARMACEUTICALS INC		
FLOWSERVE CORP		
NOVAVAX INC		
ROCHE HLDG LTD SPONS ADR		
THERMO FISCHER SCIENTIFIC INC		
BANCO SANTANDER CENT HISPANO		
BARCLAYS PLC ADR		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CITIZENS FIRST BANCORP		
DBS GROUP HLDGS LTD		
ERSTE GROUP BANK AG A D R		
HSBC HLDGS PLC SPONS ADR		
ORIX CORP SPONS ADR		
KANSAS CITY SOUTHERN		
T ROWE PRICE GROUP INC		
E ON AG ADR		
XCEL ENERGY INC	490.	568.
CHEVRON CORPORATION	272,883.	285,905.
KONINKLIJKE (ROYAL) KPN NV ADR		
TURKCELL ILETISIM HIZMET ADR	205,999.	216,564.
AMERICAN EXPRESS CO		
DURECT CORP		
KEYCORP NEW		
LANDEC CORP		
MARSHALL ILSLEY CORP NEW		
SYPRIS SOLUTIONS INC		
ACTIVISION BLIZZARD INC		
LTX CREDENCE CORP		
NOKIA CORP SPONS ADR		
SONUS NETWORKS INC		
STRATEGIC DIAGNOSTICS INC		
TARGET CORPORATION		
ABAXIS INC		
AGCO CORP		
AIR PRODS CHEMICALS INC	38,010.	49,891.
ANGIODYNAMICS INC		
AECOM TECHNOLOGY CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APPLE INC	334,732.	876,000.
AMERIPRISE FINL INC	41,646.	54,194.
BORG WARNER INC	244,461.	273,379.
BIO-REFERENCE LABS INC		
AVALONBAY CMNTYS INC		
CABOT MICROELECTRONICS CORP		
BEST BUY COMPANY INC		
BLACKROCK INC	221,392.	217,879.
BEACON ROOFING SUPPLY INC		
BRIGHAM EXPL CO		
CEPHEID INC		
CERNER CORP	76,245.	220,868.
CHEESECAKE FACTORY INC		
CHEMED CORP		
COGINIZANT TECH SOLUTIONS CRP		
CONOCOPHILLIPS	90,026.	86,111.
STAPLES INC		
CORNING INC		
CUMMINS INC		
DOLBY LABORATORIES INC CL A		
CONCUR TECHNOLOGIES INC		
CENTRAL EUROPEAN DIST CORP		
EXPRESS SCRIPTS INC		
SEMPRA ENERGY		
RED HAT INC	42,493.	125,329.
FORRESTER RESH INC		
P G E CORP		
GOOGLE INC CL A	170,789.	199,544.
HALLIBURTON CO		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HESS CORP		
HEWLETT PACKARD CO		
PACCAR INC	41,159.	42,639.
PANERA BREAD COMPANY CL A		
PEABODY ENERGY CORP		
J P MORGAN CHASE & CO	158,614.	170,396.
JACOBS ENGR GROUP INC		
ILLUMINA INC		
INNERWORKINGS INC		
LKQ CORP		
PERRIGO CO	41,197.	80,664.
PFIZER INC	148,476.	231,679.
MAXIMUS INC	25,895.	72,968.
MERCK & CO INC		
METLIFE INC		
PRICELINE COM INC	28,123.	176,098.
NATIONAL INSTRS CORP	56,338.	71,582.
NEOGEN CORP	25,039.	65,927.
HARBOR BIOSCIENCES INC		
NIKE INC	143,549.	225,068.
LAUDER ESTEE COS INC CL A	247,231.	273,360.
GENERAL ELECTRIC CO	101,091.	138,669.
OCCIDENTAL PETROLEUM CORP		
PIONEER NAT RES	126,730.	158,072.
PORTFOLIO RECOVERY ASSOCIATES		
POWER INTEGRATIONS INC		
PRAXAIR INC		
PUBLIC SVC ENTERPRISE GROUP IN	40,517.	40,593.
RESOURCES CONNECTION INC		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ROLLINS INC	52,938.	115,116.
SALESFORCE COM INC		
PRUDENTIAL FINANCIAL INC		
SCHEIN HENRY INC	124,540.	186,885.
SEMTECH CORP		
SIMON PROPERTY GROUP INC	266.	623.
STRATASYS INC		
TECHNE CORP		
GOLDMAN SACHS GROUP INC		
TRAVELERS COS INC	204,324.	206,076.
ULTIMATE SOFTWARE GROUP INC		
UNITED NAT FOODS INC		
FARO TECHNOLOGIES INC		
VARIAN MED SYS INC	122,459.	118,927.
WAL MART STORES INC		
ORICLE CORPORATION		
ABB LTD A D R		
ACCENTURE LTD	90,785.	138,808.
AMERICA MOVIL S A DE C V A D R	64,058.	60,146.
ATLAS COPCO AB A D R CL B		
ATLAS COPCO AB SPONS A D R		
B G GROUP P L C A D R	69,025.	56,690.
B E AEROSPACE INC		
BOSTON PPTYS INC		
BOC HONG KONG HLDGS LTD A D R		
CATERPILLER INC	76,532.	84,910.
DASSAULT SYS SA	77,296.	112,355.
ENCANA CORP		
CELGENE CORP	90,606.	108,174.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FRESENIUS MED CARE	248,447.	264,218.
IMPERIAL OIL LTD	87,107.	64,457.
DOVER CORP		
NESTLE S A SPON A D R REPSTG	281,519.	375,705.
DEALERTRACK HLDGS INC		
NOVO NORDISK AS A D R	40,540.	93,599.
OAO GAZPROM SPON ADR REG S	45,610.	24,795.
QIAGEN N V		
SAP A G	259,221.	274,659.
SASOL LTD SPONSORED A D R		
STATOIL ASA A D R		
TAIWAN SEMICONDUCTOR MFG	38,799.	58,213.
TELEFONICA SA SPON A D R		
TESCO PLC A D R	79,466.	49,582.
WAL MART DE MEXICO SAB DE CV		
WPP GROUP PLC SPONS A D R	52,071.	57,756.
ISHARES MSCI EMERGING MKTS IND	1,662,155.	1,565,400.
ANSYS INC		
ALLSCRIPTS HEALTHCARE SOLUTION		
ANADARKO PETETROLEUM CORP		
DIGI INTL INC		
DIRECTV CL A		
EXXON MOBIL CORP	179,995.	213,925.
GREAT PLAINS ENERGY INC		
LIVEWIRE MOBILE INC		
MEDNAX INC		
P N C FINANCIAL SERVICES GRP	47,961.	40,027.
TJX COS INC		
ALLIANZ AG ADR REPSTG	46,833.	30,270.

SIDNEY R BAER JR FOUNDATION 43-6829338

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ASTRAZENECA PLC SPSD ADR		
NOVARTIS AG ADR REPSTG 1ORD SH	116,703.	121,135.
PANASONIC CORP ADR REPSTG 1		
SANOFI AVENTIS ADR REPSTG .5		
VALE SA SP ADR REPSTG 1 PFD SH	22,753.	44,932.
VISA INC CLASS A SHRS		
VERINT SYSTEMS INC		
UNIVERSAL TECHNICAL INST INC		
UNITED STATES STEEL CORP		
UNITED HEALTH GROUP INC	33,654.	76,577.
UNDER ARMOUR INC CL A		
B A S F AG ADR		
CANON INC SPONS A D R	244,056.	242,995.
AXA A D R		
CARNIVAL CORP		
B H P BILLITON LIMITED A D R	38,774.	50,020.
B N P PARIBAS S A A D R		
UNION PACIFIC CORP	185,397.	347,908.
WASTE MGMT INC		
WESTERN DIGITAL CORP		
WHOLE FOODS MKT INC		
CHINA RES ENTERPRISE LTD ADR		
COMPANHIA DE BEBIDAS P R ADR		
COVIDIEN PLC		
ERICSSON (LM) TEL SP A ADR		
FANUC LTD	38,615.	78,665.
GLAXO SMITHKLINE P L C ADR		
HOYA CORP A D R	38,688.	41,069.
I C I C I BANK LIMITED A D R	41,437.	36,267.

SIDNEY R BAER JR FOUNDATION 43-6829338

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JUPITER TELECOM A D R		
LUKOIL SPON A D R		
LVMH MOET HENNESSY LOU VUITT		
MITSUI & CO LTD SPSD ADR	38,598.	51,507.
MONEX GROUP INC A D R		
MTN GROUP LTD A D R	40,809.	44,625.
NATIONAL BANK OF GREECE A D R		
PETROLEO BRASILEIRO SA A D R		
RITCHIE BROS AUCTIONEERS INC	41,187.	38,654.
SHIRE PLC A D R		
SOCIETE GENERALE FRANCE		
TELEVENT GIT SA		
TEVA PHARMACEUTICAL INDS LTD		
THOMPSON CREEK METALS CO INC		
TOKIO MARINE HOLDINGS INC		
UNILEVER PLC SPSD ADR		
ZURICH FINANCIAL SVCS A D R		
IPATH DOW JONES UBS COMMODITY	2,381,298.	2,047,573.
AMER CENT DIVERSIFI BD INS	1,174,417.	1,209,667.
BROADCOM CORP CL A	246,575.	244,119.
CITIGROUP INC		
CVS CAREMARK CORP		
DECKERS OUTDOOR CORP		
EMC CORPORATION	253,642.	252,763.
ENERNOC INC		
FED EX CORP		
FRONTIER COMM CORP	8.	4.
GARTNER INC		
IPC THE HOSPITALIST CO		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KENNAMETAL INC		
KRAFT FOODS INC CL A	41,126.	51,635.
PETSMART INC		
ROPER INDS INC		
STARWOOD HOTELS & RESORTS		
TENNECO AUTOMOTIVE INC		
VIRGIN MEDIA INC		
ADMIRAL GROUP PLC ADR		
ARM HLDGS PLC ADR	215,173.	206,688.
B H P BILLITON PLC SPSD ADR		
CNOOC LTD ADR	87,943.	105,455.
CSI LIMITED ADR	41,000.	54,195.
FUJIFILM HOLDINGS ADR		
LOGITECH INTL SA		
ROYAL DUTCH SHELL PLC ADR	220,136.	218,473.
SENSATA TECHNOLOGIES HOLDINGS	221,161.	186,683.
SWATCH GROUP AG ADR		
GAM ABSOLUTE RTN BD FD OFFSHOR	500,000.	524,741.
GCA CREDIT OPP OFFSHORE FD LTD	1,000,000.	1,036,590.
IDR CORE EQUITY RE STR 2010 LP	492,939.	535,235.
PIMCO TOTAL RETURN FD INST	500,000.	510,388.
AFLAC INC	201,884.	209,458.
AMERISOURCEBERGEN CORP	202,698.	210,877.
BBT CORP	226,520.	230,665.
BEAM INC	200,114.	202,155.
DU PONT EI DE NEMOURS & CO	203,343.	206,174.
EBAY INC	226,417.	224,711.
EATON CORP	226,636.	235,283.
EMERSON ELEC CO	259,422.	263,317.

SIDNEY R BAER JR FOUNDATION 43-6829338

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUIFAX INC	202,884.	204,155.
EQUINIX INC	250,401.	264,178.
EQUITABLE CORP	204,854.	214,735.
FINANCIAL ENGINES INC	485,055.	500,278.
HEXCEL CORP NEW	204,397.	215,218.
HOME DEPOT INC	203,973.	208,781.
ITC HLDGS CORP	202,912.	206,179.
LORILLARD INC	201,642.	206,898.
MCCORMICK CO INC	202,519.	212,154.
MICROCHIP TECHNOLOGY INC	224,505.	224,944.
MOTOROLA SOLUTIONS INC	204,091.	204,612.
NEW YORK COMM BANCORP INC	205,286.	206,068.
PHILIP MORRIS INTL	216,675.	219,546.
POLARIS INDS INC	201,609.	203,504.
SOUTHERN COPPER CABLE	224,511.	231,504.
TIME WARNER CABLE INC	200,810.	211,982.
VF CORP	205,094.	192,702.
WINDSTREAM CORP	202,582.	201,643.
WYNN RESORTS LTD	116,182.	103,720.
YUM BRANDS INC	291,943.	283,899.
AIA GROUP LTD ADR	203,082.	208,942.
AVAGO TECHNOLOGIES	522,555.	539,828.
BASF AG ADR	43,285.	49,760.
BAIDU COM INC ADR	203,602.	205,354.
CANADIAN NATIONAL RY CO	218,557.	219,894.
JGC CORP UNSPONSORED	273,573.	285,780.
LI FUNG LTD ADR	217,024.	222,013.
SEADRILL LIMITED	203,358.	215,109.
VODAFONE GROUP PLC ADR	203,638.	205,968.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KAYNE ANDERSON MLP INVEST	285,408.	291,577.
TORTOISE ENERGY INFRASTRUCTURE	202,198.	210,473.
PUT ON EFA 10/11/12 @40.560	-248,573.	-36,589.
PUT ON EFA 10/11/12 @48.170	472,382.	115,534.
PUT ON SPY 10/11/12 @ 112.940	1,188,507.	120,336.
PUT ON SPY 10/11/12 @ 95.100	-612,686.	-28,013.
TOTALS	28,487,551.	30,898,511.

SIDNEY R BAER JR FOUNDATION 43-6829338

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EMERSON ELEC 4.625% 10/15/12	521,760.	506,470.
VERIZON 4.750% 10/01/13	505,845.	523,980.
GOLDMAN SACHS 5.150% 1/15/14	519,795.	519,615.
WACHOVIA BANK 5% 8/15/15		
MORGAN STANLEY 5.750% 10/18/16	505,359.	513,275.
ANHEUSER BUSCH 5.60% 3/01/17	505,990.	580,080.
AMER EXP BK FSB 5.550 10/17/12	309,609.	304,203.
GEN ELECTRIC CO 5.000 2/1/13	311,268.	307,671.
PEPSICO INC 4.650 2/15/13	314,406.	307,707.
HSBC FIN CORP 5.250 1/15/14	299,826.	313,458.
HONEYWELL INTL 5.300 3/1/18	331,853.	387,420.
JP MORGAN CHASE CO	250,000.	250,000.
GOLDMAN SACHS 5.350% 1/15/16	511,215.	525,000.
BARCLAYS BANK PLC 3.90% 4/7/15		
BANK MONTREAL SENIOR NTS 12/20		
BARCLAYS BANK PLC 3.9 4/7/2015	502,410.	517,915.
TOTALS	5,389,336.	5,556,794.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
COST BASIS ADJUSTMENT		11,110.
	TOTAL	11,110.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
US BANK NA
ADDRESS:
PO BOX 387
ST LOUIS, MO 63166
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION .... 501,771.

OFFICER NAME:
GEORGE B HANDRAN
ADDRESS:
PO BOX 8009
BOSTON, MA 02114
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION .... 122,007.

TOTAL COMPENSATION: 623,778.

RECIPIENT NAME:
GEORGE B HANDRAN
ADDRESS:
6 BEACON STREET STE 920
BOSTON, MA 02108
RECIPIENT'S PHONE NUMBER: 617-523-1855
FORM, INFORMATION AND MATERIALS:
LETTER OF INQUIRY
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
TO 501(C)(3) ORGANIZATIONS THAT ENGAGE OR
INVOLVE IN MENTAL HEALTH

RECIPIENT NAME:
BOSTON MEDICAL CENTER CORPROATION
ADDRESS:
660 HARRISON AVENUE - 3RD FLOOR
BOSTON, MA 02118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 90,000.

RECIPIENT NAME:
MENTAL HEALTH ASSOCIATION OF
ST LOUIS
ADDRESS:
1905 S GRAND BLVD
ST LOUIS, MO 63104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
ELIOT COMMUNITY HUMAN SERV, INC
ADDRESS:
186 BEDFORD STREET
LEXINGTON, MO 02420
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,200.

RECIPIENT NAME:
CHILD CENTER MARYGROVE
ADDRESS:
2705 MULLANPHY LANE
FLORISSANT, MO 63031-3727
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ALLIANCE ON MENTAL ILLNESS
NAMI ST LOUIS
ADDRESS:
1750 S BRENTWOOD BLVD
ST LOUIS, MO 63144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
UNIVERSITY OS MASSACHUSETTS
UNIV OF MASS MEDICAL SCHOOL
ADDRESS:
55 LAKE AVENUE NORTH
WORCESTER, MA 01655
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,542.

RECIPIENT NAME:
UNIVERSITY OF SOUTHERN CALIFORNIA
DEPT OF CONTRACTS AND GRANTS
ADDRESS:
837 WEST DOWNEY WAY; ROOM 315
LAS ANGELES, CA 90089-1147
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
BOSTON UNIVERSITY TRUSTEES OF
BOSTON UNIVERSITY
ADDRESS:
940 COMMONWEALTH AVENUE WEST
BOSTON, MA 02215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
TRUSTEES OF COLUMBIA UNIVERSITY
COLUMBIA UNIV GRAY MATTERS
ADDRESS:
1051 RIVERSIDE DRIVE - UNIT 122
NEW YORK, NY 10032
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
RIVERSIDE COMMUNITY CARE, INC
ADDRESS:
450 WASHINGTON STREET - SUITE 201
DEDHAM, MA 02478-9106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
THE CENTER FOR REINTEGRATION
ADDRESS:
347 WEST 37TH STREET
NEW YORK, NY 10018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
NARSAD
ADDRESS:
60 CUTTER MILL ROAD - SUITE 404
GREAT NECK, NY 11021
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
EMPLOYMENT OPTIONS, INC
ADDRESS:
82 BRIGHAM STREET
MARLBOROUOGH, MA 01752
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CRIDER HEALTH CENTER, INC
ADDRESS:
1032 CROSSWINDS COURT
WENTZVILLE, MO 63385
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
MARTHA'S VINEYARD COMM SERVS
ADDRESS:
111 EDGARTOWN ROAD
VINEYARD HAVEN, MA 02568
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MCLEAN HOSPITAL CORPORATION
ADDRESS:
115 MILL STREET
BELMONT, MA 02478-9106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
MASSACHUSETTS GENERAL HOSPITAL
SCHIZOPHRENIA CLINIC / RES PROG
ADDRESS:
25 STANIFORD STREET
BOSTON, MA 02114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 359,000.

RECIPIENT NAME:
INDEPENDENCE CENTER
ADDRESS:
4380 WEST PINE BOULEVARD
ST LOUIS, MO 63108-2206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHILDRENS HOSPITAL CORPORATION
ADDRESS:
300 LONGWOOD AVENUE
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 125,000.

RECIPIENT NAME:
TRUSTEES OF TUFTS COLLEGE
ADDRESS:
20 PROFESSORS ROW
MEDFORD, MA 02155
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 59,000.

RECIPIENT NAME:
NATIONAL ALLIANCE FOR RESEARCH ON
SCHIZOPHRENIA & DEPRESSION
ADDRESS:
60 CUTTER MILL ROAD
GREAT NECK, NY 11021-3196
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
BETH ISRAEL DEACONESS MEDICAL CTN
ADDRESS:
330 BROOKLINE AVENUE
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
ST. PATRICK CENTER
ADDRESS:
800 NORTH TUCKER BOULEVARD
ST. LOUIS, MO 63101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
WASHINGTON UNIVERSITY
SCHOOL OF MEDICINE
ADDRESS:
660 SOUTH EUCLID AVENUE
ST LOUIS, MO 63110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 269,851.

RECIPIENT NAME:
GENESIS CLUB HOUSE, INC
ADDRESS:
274 LINCOLN STREET
WORCESTER, MA 01605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 89,000.

RECIPIENT NAME:
FOUNTAIN HOUSE, INC
ADDRESS:
425 WEST 47TH STREET
NEW YORK, NY 10036-2304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
FRANCISCAN CHILDRENS HOSPITAL
AND REHABILITATION CENTER
ADDRESS:
30 WARREN STREET
BOSTON, MA 02135
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

TOTAL GRANTS PAID: 2,308,093.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: SIDNEY R BAER JR FOUNDATION

Employer identification number: 43-6829338

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-39,111.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-39,111.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					11,488.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,255,371.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	702.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	1,267,561.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II **Caution:** *Read the instructions **before** completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-39,111.
14 **Net long-term gain or (loss):**				
a Total for year	14a			1,267,561.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,228,450.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 15, column (3) **or** b $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20 Add lines 18 and 19	20					
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22 Subtract line 21 from line 20. If zero or less, enter -0-			22			
23 Subtract line 22 from line 17. If zero or less, enter -0-			23			
24 Enter the **smaller** of the amount on line 17 or $2,300			24			
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26 Subtract line 25 from line 24			26			
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29 Subtract line 28 from line 27			29			
30 Multiply line 29 by 15% (.15)					30	
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32 Add lines 30 and 31					32	
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: SIDNEY R BAER JR FOUNDATION

Employer identification number: 43-6829338

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 29174.147 AMER CENT DIVERS	08/18/2011	08/23/2011	323,541.00	325,583.00	-2,042.00
500000. JPM 6MO HAL RX CV 9/19/11	03/15/2011	09/19/2011	519,550.00	500,000.00	19,550.00
500000. BMO 6M ORCL RX MTN 12/20/11	06/15/2011	12/20/2011	500,000.00	500,000.00	
35.9 ORACLE CORPORATION	12/20/2011	12/20/2011	1,040.00	1,060.00	-20.00
4715. ORACLE CORPORATION	12/20/2011	12/28/2011	119,828.00	139,222.00	-19,394.00
2500. ORACLE CORPORATION	12/20/2011	01/05/2012	65,349.00	73,819.00	-8,470.00
1970. FRANKLIN BANK CORP H	11/29/2011	06/22/2012	1.00	13,788.00	-13,787.00
8785. ORACLE CORPORATION	12/20/2011	06/22/2012	244,086.00	259,399.00	-15,313.00
414. VISA INC CLASS A SHAR	02/29/2012	06/22/2012	49,778.00	49,413.00	365.00
500000. BMO 6MO DOV RX MTN 6/29/12	12/27/2011	06/29/2012	500,000.00	500,000.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -39,111.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: SIDNEY R BAER JR FOUNDATION

Employer identification number: 43-6829338

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 13670.54 AMERICAN CENTY IN INV	03/25/2010	07/18/2011	199,590.00	188,070.00	11,520.00
.0544 BANK MONTREAL QUE	06/14/2010	07/18/2011	3.00	3.00	
13486.177 AMERICAN CENTY I FUND INV	08/21/2006	07/26/2011	201,753.00	185,435.00	16,318.00
16778.524 AMERICAN CENTY I FUND INV	08/21/2006	07/28/2011	249,497.00	230,705.00	18,792.00
1000000. F H L B DEB 8/19/11	08/21/2006	08/19/2011	1,000,000.00	1,012,096.00	-12,096.00
1375. TELVENT GIT SA	11/03/2009	09/02/2011	55,000.00	42,406.00	12,594.00
. BANK OF AMERICA SECURITY		09/22/2011	145.00		145.00
34916.201 AMERICAN CENTY I FUND INV	08/21/2006	10/10/2011	505,587.00	480,098.00	25,489.00
1366. IPATH DOW JONES UBS	06/17/2008	11/07/2011	61,291.00	95,849.00	-34,558.00
2627. BRIGHAM EXPLORATION	03/25/2010	12/08/2011	95,886.00	42,605.00	53,281.00
. MARVELL TECHNOLOGY GROUP SECURITIES LITIGATION		12/09/2011	88.00		88.00
.2 MAGNETEK INC	06/29/2006	12/14/2011	2.00	4.00	-2.00
.9 CASS INFORMATION SYSTEM	07/07/2009	12/28/2011	32.00	28.00	4.00
930. GOLDMAN SACHS GROUP I	07/07/2009	12/28/2011	83,977.00	135,012.00	-51,035.00
6105. ISHARES MSCI EMERGIN	06/17/2008	12/28/2011	228,811.00	289,932.00	-61,121.00
3512. NOKIA CORP SPSD A D	06/17/2008	12/28/2011	16,366.00	90,816.00	-74,450.00
3513.703 AMERICAN CENTY IN INV	08/21/2006	12/30/2011	50,176.00	48,313.00	1,863.00
3508.772 AMERICAN CENTY IN INV	08/21/2006	01/05/2012	49,509.00	48,246.00	1,263.00
. NOVAGOLD RESOURCES INC S LITIGATION		02/22/2012	396.00		396.00
1. A R I A D PHARMACEUTICA	06/29/2006	02/29/2012	14.00	4.00	10.00
796. ASTRAZENECA P L C SPS	09/25/2008	02/29/2012	35,717.00	36,910.00	-1,193.00
2405. ATLAS COPCO AB SPONS	06/17/2008	02/29/2012	63,298.00	40,657.00	22,641.00
2426. ATLAS COPCO AB A D R	07/19/2007	02/29/2012	56,961.00	41,242.00	15,719.00
1. BLACKROCK INC	09/20/2007	02/29/2012	199.00	166.00	33.00
578. CITIZENS FIRST BANCOR	06/29/2006	02/29/2012	4.00	16,907.00	-16,903.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

SIDNEY R BAER JR FOUNDATION

Employer identification number 43-6829338

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1667. DOLBY LABORATORIES I	07/07/2009	02/29/2012	65,192.00	60,648.00	4,544.00
3431. HEWLETT PACKARD CO	07/07/2009	02/29/2012	89,778.00	127,870.00	-38,092.00
7546. KEYCORP NEW	03/25/2010	02/29/2012	62,053.00	61,024.00	1,029.00
431. LIVEWIRE MOBILE INC	06/29/2006	02/29/2012	172.00	15,344.00	-15,172.00
2855. SOCIETE GENERALE FRA ADR	10/22/2009	02/29/2012	18,757.00	43,310.00	-24,553.00
782. TEVA PHARMACEUTICAL I R	07/07/2009	02/29/2012	35,120.00	38,708.00	-3,588.00
1251. UNITED STATES STEEL	03/25/2010	02/29/2012	34,955.00	80,339.00	-45,384.00
2271. ZURICH FINANCIAL SVC	07/07/2009	02/29/2012	57,682.00	38,380.00	19,302.00
.5 PHILLIPS 66	06/17/2008	05/10/2012	16.00	22.00	-6.00
. GLOBAL CROSSING LTD SECU LITIGATION		06/05/2012	12.00		12.00
500000. WACHOVIA BANK NA M 8/15/15	03/10/2004	06/12/2012	547,715.00	518,580.00	29,135.00
7391. ABB LTD A D R	09/08/2010	06/22/2012	117,245.00	207,635.00	-90,390.00
1649. AGCO CORP	06/17/2008	06/22/2012	66,985.00	99,486.00	-32,501.00
1781. ABAXIS INC	11/03/2009	06/22/2012	63,616.00	40,797.00	22,819.00
826. ACTIVISION BLIZZARD I	06/15/2007	06/22/2012	9,681.00	7,954.00	1,727.00
8693. ADMIRAL GROUP PLC AD	03/15/2011	06/22/2012	155,340.00	226,788.00	-71,448.00
2784. AECOM TECHNOLOGY COR	07/07/2009	06/22/2012	42,012.00	82,329.00	-40,317.00
1774. ALLERGAN INC	09/08/2010	06/22/2012	161,312.00	110,100.00	51,212.00
3596. ALLSCRIPTS HEALTHCAR INC	09/25/2008	06/22/2012	36,499.00	45,849.00	-9,350.00
3828. AMERICAN ELECTRIC PO	07/07/2009	06/22/2012	150,131.00	110,932.00	39,199.00
3133. AMERICAN EXPRESS CO	11/03/2009	06/22/2012	176,889.00	111,212.00	65,677.00
1875. AMGEN INC	07/30/2008	06/22/2012	135,168.00	102,791.00	32,377.00
2357. ANADARKO PETROLEUM C	07/07/2009	06/22/2012	146,274.00	116,373.00	29,901.00
3548. ANGIODYNAMICS INC	06/17/2008	06/22/2012	42,388.00	51,608.00	-9,220.00
1357. ANSYS INC	11/03/2009	06/22/2012	86,100.00	56,049.00	30,051.00

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Employer identification number: 43-6829338

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 745. AVALONBAY CMNTYS INC	01/29/2009	06/22/2012	102,252.00	71,219.00	31,033.00
2450. AXA A D R	06/29/2006	06/22/2012	30,967.00	79,386.00	-48,419.00
3016. B H P BILLITON PLC S	03/15/2011	06/22/2012	167,216.00	219,599.00	-52,383.00
1530. B N P PARIBAS S A A	06/14/2010	06/22/2012	28,121.00	44,753.00	-16,632.00
4753. BANK OF AMERICA CORP	09/25/2008	06/22/2012	37,121.00	180,917.00	-143,796.00
728. BANK MONTREAL QUE	06/14/2010	06/22/2012	39,129.00	45,927.00	-6,798.00
1616. BARCLAYS PLC A D R	06/29/2006	06/22/2012	20,184.00	72,233.00	-52,049.00
1732. B/E AEROSPACE INC	03/25/2010	06/22/2012	72,829.00	53,295.00	19,534.00
2838. BEACON ROOFING SUPPL	11/03/2009	06/22/2012	70,645.00	40,845.00	29,800.00
2299. BEST BUY CO INC	06/17/2008	06/22/2012	44,349.00	101,495.00	-57,146.00
2544. BIO-REFERENCE LABS I	11/03/2009	06/22/2012	64,797.00	40,151.00	24,646.00
1033. BOC HONG KONG HLDGS	06/17/2008	06/22/2012	61,989.00	54,282.00	7,707.00
830. BOSTON PPTYS INC	07/07/2009	06/22/2012	85,895.00	37,696.00	48,199.00
816. BRITISH AMERN TOB PLC	06/29/2006	06/22/2012	81,455.00	40,178.00	41,277.00
1440. CVS CAREMARK CORP	09/08/2010	06/22/2012	66,024.00	41,184.00	24,840.00
1387. CABOT MICROELECTRONI CORPORATION	07/07/2009	06/22/2012	40,278.00	38,235.00	2,043.00
4640. CARNIVAL CORP	10/22/2009	06/22/2012	156,418.00	150,844.00	5,574.00
1241. CASS INFORMATION SYS	07/07/2009	06/22/2012	46,098.00	38,134.00	7,964.00
1212. CENTRAL EUROPEAN DIS CORP	10/22/2009	06/22/2012	3,187.00	41,879.00	-38,692.00
4077. CEPHEID INC	11/03/2009	06/22/2012	174,906.00	53,506.00	121,400.00
2999. CHEESECAKE FACTORY I	06/17/2008	06/22/2012	92,260.00	52,782.00	39,478.00
1399. CHEMED CORP	06/17/2008	06/22/2012	84,244.00	51,356.00	32,888.00
6111. CHINA RES ENTERPRISE	11/03/2009	06/22/2012	34,893.00	42,166.00	-7,273.00
10754. CISCO SYS INC	07/07/2009	06/22/2012	183,238.00	198,159.00	-14,921.00
4931. CITIGROUP INC	03/15/2011	06/22/2012	137,435.00	221,402.00	-83,967.00

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SIDNEY R BAER JR FOUNDATION

Employer identification number

43-6829338

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3126. COGNIZANT TECH SOLUT	06/17/2008	06/22/2012	182,256.00	112,286.00	69,970.00
10365. COMPANHIA DE BEBIDA	07/07/2009	06/22/2012	376,743.00	137,632.00	239,111.00
974. CONCUR TECHNOLOGIES I	03/25/2010	06/22/2012	64,755.00	42,968.00	21,787.00
5062. CORNING INC	09/08/2010	06/22/2012	64,603.00	93,618.00	-29,015.00
683. CUMMINS INC	06/14/2010	06/22/2012	61,421.00	50,255.00	11,166.00
2028. DBS GROUP HLDGS LTD	06/17/2008	06/22/2012	86,330.00	101,390.00	-15,060.00
2409. DEALERTRACK HLDGS IN	07/07/2009	06/22/2012	70,269.00	38,079.00	32,190.00
866. DECKERS OUTDOOR CORP	09/08/2010	06/22/2012	39,281.00	41,875.00	-2,594.00
4707. DIGI INTERNATIONAL I	07/30/2008	06/22/2012	44,693.00	48,976.00	-4,283.00
3502. DIRECTV CL A	07/30/2008	06/22/2012	165,118.00	94,029.00	71,089.00
3082. DOVER CORP	03/25/2010	06/22/2012	165,108.00	143,436.00	21,672.00
1. DURECT CORP	06/29/2006	06/22/2012	1.00	4.00	-3.00
112. E ON A G A D R	03/31/2008	06/22/2012	2,225.00	6,960.00	-4,735.00
1044. EDWARDS LIFESCIENCES	11/03/2009	06/22/2012	105,525.00	40,442.00	65,083.00
1037. ENCANA CORP	06/17/2008	06/22/2012	20,544.00	50,148.00	-29,604.00
1232. ENERNOC INC	09/08/2010	06/22/2012	7,913.00	41,173.00	-33,260.00
5702. ERICSSON LM TEL SP A	07/07/2009	06/22/2012	50,016.00	54,055.00	-4,039.00
10107. ERSTE GROUP BANK AG	03/15/2011	06/22/2012	89,158.00	264,653.00	-175,495.00
3092. EXPRESS SCRIPTS HLDG	06/17/2008	06/22/2012	163,209.00	102,881.00	60,328.00
2697. FARO TECHNOLOGIES IN	11/03/2009	06/22/2012	117,013.00	41,986.00	75,027.00
766. FED EX CORP	09/08/2010	06/22/2012	68,878.00	64,715.00	4,163.00
10956. FIFTH THIRD BANCORP	10/22/2009	06/22/2012	143,532.00	116,681.00	26,851.00
1077. FLOWSERVE CORP	06/17/2008	06/22/2012	115,108.00	148,624.00	-33,516.00
1184. FOMENTO ECONOMICO ME	06/17/2008	06/22/2012	99,083.00	52,038.00	47,045.00
1667. FORRESTER RESH INC	06/17/2008	06/22/2012	54,919.00	51,922.00	2,997.00

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SIDNEY R BAER JR FOUNDATION	43-6829338

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1859. FORWARD AIR CORP	07/07/2009	06/22/2012	59,839.00	39,281.00	20,558.00
1501. FOSSIL INC	11/03/2009	06/22/2012	114,253.00	41,018.00	73,235.00
2134. FREEPORT MCMORAN COP	11/03/2009	06/22/2012	69,930.00	84,674.00	-14,744.00
652. FRONTIER COMMUNICATIO	07/07/2009	06/22/2012	2,550.00	5,284.00	-2,734.00
1222. FUJIFILM HOLDINGS A	07/07/2009	06/22/2012	22,704.00	38,431.00	-15,727.00
1370. GARTNER INC	09/08/2010	06/22/2012	59,116.00	38,536.00	20,580.00
1892. GENERAL DYNAMICS COR	11/03/2009	06/22/2012	119,099.00	90,625.00	28,474.00
2847. GENTEX CORP	11/03/2009	06/22/2012	58,078.00	46,524.00	11,554.00
1105. GLAXO SMITHKLINE P L	07/07/2009	06/22/2012	50,630.00	38,244.00	12,386.00
399. GREAT PLAINS ENERGY I	07/14/2008	06/22/2012	8,351.00	10,262.00	-1,911.00
888. HSBC HOLDINGS PLC SPO	06/29/2006	06/22/2012	38,938.00	77,028.00	-38,090.00
4364. HALLIBURTON CO	11/03/2009	06/22/2012	121,801.00	187,343.00	-65,542.00
1438. HARBOR BIOSCIENCES I	06/29/2006	06/22/2012	183.00	6,899.00	-6,716.00
1640. HESS CORP	07/07/2009	06/22/2012	67,192.00	131,887.00	-64,695.00
1469. HONDA MOTOR CO LTD A	06/29/2006	06/22/2012	48,861.00	45,510.00	3,351.00
1694. IPC THE HOSPITALIST	09/25/2008	06/22/2012	70,779.00	44,728.00	26,051.00
910. ILLUMINA INC	06/14/2010	06/22/2012	36,773.00	40,968.00	-4,195.00
8019. INNERWORKINGS INC	03/25/2010	06/22/2012	106,408.00	43,542.00	62,866.00
6813. INTEL CORP	08/07/2002	06/22/2012	182,556.00	118,478.00	64,078.00
2164. JACOBS ENGR GROUP IN	11/03/2009	06/22/2012	76,216.00	145,970.00	-69,754.00
2228. JOHNSON JOHNSON	08/07/2002	06/22/2012	148,404.00	115,310.00	33,094.00
717. JUPITER TELECOM A D R	07/07/2009	06/22/2012	52,196.00	39,794.00	12,402.00
1933. KANSAS CITY SOUTHERN	11/03/2009	06/22/2012	130,165.00	50,640.00	79,525.00
5905. KENNAMETAL INC	03/15/2011	06/22/2012	185,639.00	223,322.00	-37,683.00
186. KONA GRILL INC	08/07/2007	06/22/2012	1,631.00	3,424.00	-1,793.00

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6a 2623. LKQ CORP	06/17/2008	06/22/2012	92,602.00	52,176.00	40,426.00
352. LTX CREDENCE CORP	06/29/2006	06/22/2012	2,337.00	7,234.00	-4,897.00
2529. LVMH MOET HENNESSY L R	07/07/2009	06/22/2012	73,946.00	38,441.00	35,505.00
6436. LANDEC CORP	11/03/2009	06/22/2012	47,111.00	41,415.00	5,696.00
3288. LINCOLN NATL CORP IN	09/08/2010	06/22/2012	68,129.00	84,094.00	-15,965.00
86. MAGNETEK INC	06/29/2006	06/22/2012	1,330.00	1,918.00	-588.00
2305. MCDONALDS CORP	07/07/2009	06/22/2012	203,622.00	132,467.00	71,155.00
958. MEDNAX INC	06/17/2008	06/22/2012	60,583.00	52,334.00	8,249.00
2806. MERCK AND CO INC NEW	07/07/2009	06/22/2012	112,799.00	84,755.00	28,044.00
1894. METLIFE INC	06/17/2008	06/22/2012	56,648.00	109,643.00	-52,995.00
7454. MONEX GROUP INC A D	06/17/2008	06/22/2012	12,373.00	52,700.00	-40,327.00
1056. NATIONAL BANK OF GRE	10/22/2009	06/22/2012	1,827.00	42,134.00	-40,307.00
858. NAUTILUS INC	06/29/2006	06/22/2012	2,740.00	13,316.00	-10,576.00
1. NOVAVAX INC	08/07/2007	06/22/2012	1.00	3.00	-2.00
2533. OCCIDENTAL PETROLEUM	07/07/2009	06/22/2012	203,026.00	187,735.00	15,291.00
635. LUKOIL SPON A D R	10/22/2009	06/22/2012	32,861.00	41,466.00	-8,605.00
3715. ORACLE CORPORATION	06/14/2010	06/22/2012	103,219.00	80,315.00	22,904.00
1240. ORIX CORP SPONS A D	10/22/2009	06/22/2012	54,096.00	41,683.00	12,413.00
1963. P G E CORP	11/03/2009	06/22/2012	85,946.00	81,649.00	4,297.00
2317. PANASONIC CORP A D R	06/17/2008	06/22/2012	17,887.00	53,152.00	-35,265.00
674. PANERA BREAD COMPANY	11/03/2009	06/22/2012	98,511.00	40,652.00	57,859.00
2611. PEABODY ENERGY CORP	09/08/2010	06/22/2012	59,349.00	111,888.00	-52,539.00
2640. PETROLEO BRASILEIRO	06/29/2006	06/22/2012	50,109.00	50,173.00	-64.00
1372. PETROLEO BRASILEIRO	07/07/2009	06/22/2012	26,906.00	50,544.00	-23,638.00
5432. PETSMART INC	03/15/2011	06/22/2012	359,614.00	221,524.00	138,090.00

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6a 770. PHILLIPS 66	09/08/2010	06/22/2012	25,664.00	26,732.00	-1,068.00
1286. PORTFOLIO RECOVERY A	06/17/2008	06/22/2012	106,466.00	52,118.00	54,348.00
1542. POWER INTEGRATIONS I	06/17/2008	06/22/2012	59,705.00	53,264.00	6,441.00
1753. PRAXAIR INC	07/07/2009	06/22/2012	184,114.00	151,958.00	32,156.00
4205. T ROWE PRICE GROUP I	07/07/2009	06/22/2012	255,112.00	198,092.00	57,020.00
2411. PRUDENTIAL FINANCIAL	07/07/2009	06/22/2012	113,174.00	84,546.00	28,628.00
2500. RESOURCES CONNECTION	06/17/2008	06/22/2012	29,650.00	52,325.00	-22,675.00
2442. ROCHE HLDG LTD A D R	06/17/2008	06/22/2012	103,221.00	102,747.00	474.00
2678. ROPER INDS INC	03/15/2011	06/22/2012	263,779.00	220,665.00	43,114.00
2085. KONINKLIJKE (ROYAL) ADR	01/19/2007	06/22/2012	18,660.00	31,921.00	-13,261.00
479. SALESFORCE COM INC	01/23/2008	06/22/2012	65,212.00	25,664.00	39,548.00
1059. SANOFI A D R	09/25/2008	06/22/2012	38,410.00	36,165.00	2,245.00
1293. SASOL LTD SPONSORED	06/17/2008	06/22/2012	54,289.00	77,750.00	-23,461.00
3233. SEMTECH CORP	06/17/2008	06/22/2012	75,579.00	49,182.00	26,397.00
1594. SEMPRA ENERGY	06/14/2010	06/22/2012	107,058.00	77,437.00	29,621.00
660. SHIRE PLC A D R	06/14/2010	06/22/2012	60,596.00	41,527.00	19,069.00
1. SONUS NETWORKS INC	06/29/2006	06/22/2012	2.00	5.00	-3.00
3882. STAPLES INC	06/17/2008	06/22/2012	49,145.00	97,823.00	-48,678.00
817. STARWOOD HOTELS & RES	09/08/2010	06/22/2012	42,532.00	41,319.00	1,213.00
1940. STATOIL ASA A D R	10/10/2007	06/22/2012	44,231.00	61,983.00	-17,752.00
612. STERICYCLE INC	09/08/2010	06/22/2012	53,796.00	41,249.00	12,547.00
2356. STRATASYS INC	06/17/2008	06/22/2012	108,248.00	52,851.00	55,397.00
1650. STRATEGIC DIAGNOSTIC	06/29/2006	06/22/2012	1,749.00	4,967.00	-3,218.00
10985. SWATCH GROUP AG A D	03/15/2011	06/22/2012	211,740.00	223,247.00	-11,507.00
1007. SYPRIS SOLUTIONS INC	06/29/2006	06/22/2012	6,327.00	9,078.00	-2,751.00

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6a 3034. TJX COMPANIES INC	10/27/2008	06/22/2012	129,731.00	36,609.00	93,122.00
1458. TARGET CORPORATION	10/22/2009	06/22/2012	83,877.00	72,024.00	11,853.00
672. TECHNE CORP	06/17/2008	06/22/2012	47,704.00	52,941.00	-5,237.00
1119. TELEFONICA SA SPON A	12/18/2007	06/22/2012	14,156.00	36,036.00	-21,880.00
1516. TENNECO AUTOMOTIVE I	09/08/2010	06/22/2012	40,508.00	39,450.00	1,058.00
3941. TEXAS INSTRUMENTS IN	05/03/2005	06/22/2012	109,518.00	99,569.00	9,949.00
2585. THERMO FISHER SCIENT	07/07/2009	06/22/2012	131,626.00	132,904.00	-1,278.00
4476. THOMPSON CREEK METAL	06/14/2010	06/22/2012	14,234.00	43,462.00	-29,228.00
1418. TOKIO MARINE HOLDING	07/07/2009	06/22/2012	34,116.00	37,861.00	-3,745.00
1114. TOTAL S A A D R	06/29/2006	06/22/2012	48,336.00	69,814.00	-21,478.00
1717. TURKCELL ILETISIM HI	09/18/2007	06/22/2012	20,210.00	33,035.00	-12,825.00
1342. ULTIMATE SOFTWARE GR	06/17/2008	06/22/2012	115,305.00	52,534.00	62,771.00
1192. UNDER ARMOUR INC CL	06/14/2010	06/22/2012	118,234.00	41,815.00	76,419.00
2315. UNILEVER PLC SPSD AD	06/17/2008	06/22/2012	75,445.00	69,379.00	6,066.00
2463. UNITED NAT FOODS INC	06/17/2008	06/22/2012	128,726.00	53,004.00	75,722.00
2246. UNIVERSAL TECHNICAL	11/03/2009	06/22/2012	27,391.00	40,940.00	-13,549.00
2721. VERIZON COMMUNICATIO	07/07/2009	06/22/2012	118,606.00	80,771.00	37,835.00
1637. VERINT SYSTEMS INC	06/14/2010	06/22/2012	46,818.00	41,371.00	5,447.00
1902. VIRGIN MEDIA INC	09/08/2010	06/22/2012	44,151.00	40,381.00	3,770.00
1086. VISA INC CLASS A SHA	07/07/2009	06/22/2012	130,578.00	65,472.00	65,106.00
3283. WAL MART STORES INC	07/07/2009	06/22/2012	220,711.00	170,415.00	50,296.00
3424. WAL MART DE MEXICO S D R	06/17/2008	06/22/2012	86,325.00	68,822.00	17,503.00
2971. WASTE MGMT INC	07/07/2009	06/22/2012	95,843.00	80,569.00	15,274.00
1161. WESTERN DIGITAL CORP	10/22/2009	06/22/2012	34,379.00	42,189.00	-7,810.00
1221. WHOLE FOODS MKT INC	03/25/2010	06/22/2012	117,360.00	43,342.00	74,018.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: SIDNEY R BAER JR FOUNDATION

Employer identification number: 43-6829338

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1013. BUNGE LIMITED	06/29/2006	06/22/2012	59,969.00	49,172.00	10,797.00
1947. COVIDIEN PLC	09/08/2010	06/22/2012	102,494.00	71,219.00	31,275.00
2566. LOGITECH INTL SA	09/08/2010	06/22/2012	26,788.00	41,402.00	-14,614.00
3533. QIAGEN NV	06/17/2008	06/22/2012	58,217.00	69,387.00	-11,170.00
1. IDR CORE EQUITY RE STRA		06/30/2012	385.00		385.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 1,255,371.00