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

Department of the Treasury
Internal Revenue Service

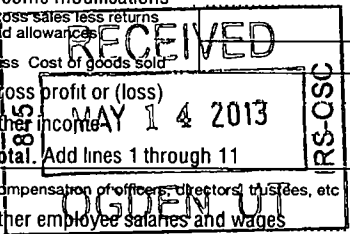
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Open to public inspection

For calendar year **2012** or tax year beginning _____, and ending _____

Name of foundation M. R. BAUER FOUNDATION C/O KENT LAWRENCE		A Employer identification number 36-3980782
Number and street (or P O box number if mail is not delivered to street address) 300 SOUTH WACKER DRIVE	Room/suite 500	B Telephone number 312-372-1947
City or town, state, and ZIP code CHICAGO, IL 60606		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 16,057,724. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))				
Revenue				
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	15.	15.	15.	STATEMENT 1
4 Dividends and interest from securities	533,297.	503,220.	533,297.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	563,366.			
b Gross sales price for all assets on line 6a 4,053,165.				
7 Capital gain net income (from Part IV, line 2)		563,366.		
8 Net short-term capital gain			N/A	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	1,096,678.	1,066,601.	533,312.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	69,727.	0.	0.	45,920.
b Accounting fees STMT 4	4,200.	0.	0.	0.
c Other professional fees				
17 Interest				
18 Taxes STMT 5	26,663.	0.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	1,896.	196.	0.	1,700.
24 Total operating and administrative expenses. Add lines 13 through 23	102,486.	196.	0.	47,620.
25 Contributions, gifts, grants paid	621,200.			621,200.
26 Total expenses and disbursements. Add lines 24 and 25	723,686.	196.	0.	668,820.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	372,992.			
b Net investment income (if negative, enter -0-)		1,066,405.		
c Adjusted net income (if negative, enter -0-)			533,312.	



SCANNED MAY 16 2013

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	694,342.	2,311,482.	2,311,482.
	2 Savings and temporary cash investments	22,612.	33,091.	33,091.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	5,731,384.	4,850,690.	5,479,891.
	b Investments - corporate stock STMT 8	4,724,299.	4,620,097.	5,324,584.
	c Investments - corporate bonds STMT 9	50,000.	149,533.	156,238.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	2,814,843.	2,369,579.	2,550,438.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)	126,000.	202,000.	202,000.	
16 Total assets (to be completed by all filers)	14,163,480.	14,536,472.	16,057,724.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	14,163,480.	14,536,472.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	14,163,480.	14,536,472.		
31 Total liabilities and net assets/fund balances	14,163,480.	14,536,472.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,163,480.
2 Enter amount from Part I, line 27a	2	372,992.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,536,472.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,536,472.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a MERRILL LYNCH - SEE ATTACHED	P	VARIOUS	VARIOUS
b MERRILL LYNCH - SEE ATTACHED	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,197,824.		1,135,748.	62,076.
b 2,855,341.		2,354,051.	501,290.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			62,076.
b			501,290.
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	563,366.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	62,076.

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))
2011	610,261.	14,226,061.	.042897
2010	740,742.	14,212,691.	.052118
2009	666,675.	13,534,010.	.049259
2008	819,069.	14,632,441.	.055976
2007	767,092.	15,544,443.	.049348

2 Total of line 1, column (d)	2	.249598
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	.049920
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,372,826.
5 Multiply line 4 by line 3	5	767,411.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,664.
7 Add lines 5 and 6	7	778,075.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	744,820.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	21,328.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	21,328.
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	21,328.
6	Credits/Payments:		
6a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,000.
6b	Exempt foreign organizations - tax withheld at source	6b	
6c	Tax paid with application for extension of time to file (Form 8868)	6c	
6d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	16,000.
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	5,328.
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
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.		
1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2		X
If "Yes," attach a detailed description of the activities.		
3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
4b		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5		X
If "Yes," attach the statement required by General Instruction T.		
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	X	
If "Yes," complete Part II, col. (c), and Part XV.		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL		
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		X
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X		
14	The books are in care of ► <u>KENT LAWRENCE</u> Telephone no. ► <u>312-372-1947</u> Located at ► <u>300 SOUTH WACKER DRIVE, SUITE 500, CHICAGO, IL</u> ZIP+4 ► <u>60606</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		16	Yes No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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)? Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
LAWRENCE, KAMIN, SAUNDERS & UHLENHOP LLC - 300 SOUTH WACKER DRIVE, SUITE 500, CHICAGO,	LEGAL & DIRECTOR FEE	69,727.

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3	
SEE STATEMENT 13	76,000.
Total. Add lines 1 through 3 ▶	76,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,831,806.
b	Average of monthly cash balances	1b	775,124.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,606,930.
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	15,606,930.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	234,104.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,372,826.
6	Minimum investment return. Enter 5% of line 5	6	768,641.

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	768,641.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	21,328.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,328.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	747,313.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	747,313.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	747,313.

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	668,820.
b	Program-related investments - total from Part IX-B	1b	76,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	744,820.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	744,820.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				747,313.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008	26,287.			
c From 2009	2,180.			
d From 2010	40,735.			
e From 2011	69,202.			
f Total of lines 3a through e	138,404.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 744,820.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				744,820.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	2,493.			2,493.
6 Enter the net total of each column as indicated below:	135,911.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	135,911.			
10 Analysis of line 9:				
a Excess from 2008	23,794.			
b Excess from 2009	2,180.			
c Excess from 2010	40,735.			
d Excess from 2011	69,202.			
e Excess from 2012				

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 2012, 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		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					
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 or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

M. R. BAUER FOUNDATION
C/O KENT LAWRENCE

Form 990-PF (2012)

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Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE	N/A	PUBLIC	CHARITABLE	621,200.
Total			▶ 3a	621,200.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

MR Bauer Foundation
#36-3980782

990-PF Attachment
Summary of Sales of Investments
2012

Description	Acquisition Date	Sales Date	Sales & Redemptions	Cost	Gain/Loss
Short Term					
50,000 CD Goldman Sachs Bk Usa	4/10/12	9/17/2012	54,628	50,511	4,117
50,000 CD Goldman Sachs Bk Usa	4/10/12	9/17/2012	57,935	55,364	2,571
100,000 CD Goldman Sachs Bk Usa	4/10/12	9/17/2012	116,618	109,667	6,951
100,000 Morgan Stanley Ser GMTN	Various	9/17/2012	106,537	100,595	5,942
100,000 Morgan Stanley Ser GMTN	6/14/12	9/27/2012	108,077	100,708	7,369
100,000 HSBC Bank USA, NA	6/27/12	10/2/2012	106,222	105,256	966
75,000 Goldman Sachs Group	5/11/12	10/3/2012	93,099	89,836	3,263
50,000 California St OID AGM	1/12/12	12/17/2012	65,939	64,178	1,761
50,000 Illinois St Taxable	10/14/11	4/19/2012	55,560	53,154	2,406
50,000 California St Taxable	10/31/11	8/1/2012	50,000	52,883	(2,883)
150,000 Illinois St Taxable	11/29/11	12/13/2012	173,757	161,109	12,648
90,000 Illinois St Taxable	12/6/11	12/13/2012	104,254	96,238	8,016
90,000 Illinois St Taxable	12/6/11	12/14/2012	105,198	96,249	8,949
Total Short-Term			1,197,824	1,135,748	62,076
Long-Term					
29,000 CD American Calif Bk	10/16/08	3/23/12	29,000	29,010	(10)
40,000 CD Bk of America, NA	12/7/04	9/18/12	40,000	38,561	1,439
35,000 CD Key Bank NA	6/2/05	7/31/12	35,000	35,119	(119)
68,000 CD One Bank & Trust	4/4/06	2/29/12	68,000	65,303	2,697
35,000 CD Peoples Bk	4/12/06	5/23/12	35,000	34,396	604
98,000 CD Capmark Bank	5/21/08	5/21/02	98,000	98,000	-
88,000 CD Discover Bank	6/25/08	4/25/12	88,000	88,135	(135)
10,000 CD MB Financial	7/10/08	6/22/12	10,000	10,028	(28)
50,000 CD Tristate Capital Bank	8/21/08	6/20/12	50,000	49,646	354
90,000 CD State Bank of India	9/12/08	8/10/12	95,420	90,000	5,420
35,000 CD M&T Bank	9/16/08	8/8/12	35,000	34,935	65
40,000 CD Bank of America Fmr Las	9/19/08	12/2/12	40,000	37,728	2,272
30,000 CD BMW Bank of No Amer	10/3/08	7/18/12	30,000	30,095	(95)
40,000 CD Branch Bnkg & Tr Co	12/18/08	9/12/12	40,000	40,053	(53)
19,000 CD JP Morgan Chase Bank NA	1/5/09	9/28/12	19,000	19,027	(27)
1,100 Ishares Russell 1000 Value Index	8/10/05	3/26/2012	77,300	78,364	(1,064)
1,800 Standard & Poors Dep Rcpt	8/28/02	Various	256,840	170,538	86,302
4,141 Ishares Tr Russell 2000 Index	8/29/02	5/24/2012	314,455	180,364	134,091
4,265 Ishares S&P Midcap 400	8/7/02	Various	341,717	194,167	147,550
7,300 First Tr Ise Revere Nat Gas Index	9/21/09	Various	127,462	126,345	1,117
1,000 Sector SPDR Energy	1/4/10	8/10/2012	71,531	58,951	12,580
125,000 William S Hart CA UN HGH	11/3/10	12/10/12	90,185	74,615	15,570
100,000 William S Hart CA UN HGH	11/4/10	12/10/12	72,148	59,917	12,231
50,000 Illinois ST Pension	3/8/10	12/12/2012	52,860	48,625	4,235
125,000 Illinois ST Pension	3/16/10	12/12/2012	132,150	120,540	11,610
75,000 Illinois ST Pension	2/1/10	12/18/12	83,374	76,606	6,768
5,000 Buena Park CA Cmty RDA	2/19/10	9/4/2012	5,000	5,188	(188)
150,000 Clark Cnty Nev Sch Dist	6/29/10	10/22/2012	173,541	148,125	25,416
100,000 Clark Cnty Nev Sch Dist	7/7/10	10/22/2012	115,694	99,370	16,324
150,000 Illinois St Taxable	7/1/11	12/17/2012	170,745	159,145	11,600
50,000 Illinois St Taxable	10/14/11	12/13/2012	57,919	53,155	4,764
Total Long-Term			2,855,341	2,354,051	501,290
Total All			\$ 4,053,165	\$ 3,489,799	\$ 563,366

**FORM 990-PF for Year 2012, M. R. BAUER FOUNDATION, c/o Kent Lawrence
300 S. Wacker Dr. # 500, Chicago, IL 60606, FEIN 36-3980782
2012 CONTRIBUTIONS [Part I, Ln. 25 col. a & d; Part XV, Ln. 3(a)]**

Donee	Amount
Center for Conflict Resolution (RSI)	\$320,000
Planned Parenthood Association/Illinois	80,000
Brandeis University (Volen Center)	40,000
National Council of Jewish Women / LA	22,600
Natural Land Institute	20,000
University of Illinois Foundation	18,500
The Methodist Hospital Foundation (Voice and Speech Center)	15,000
Northwestern University School of Law (Mediation Program)	13,000
Northwestern University School of Law	500
The Cradle Foundation	10,000
Jewish Home for the Aged of Palm Beach County, Inc. (Morse Geriatric Center)	7,600
Lyric Opera of Chicago	7,500
National Judicial College (Mediation Program)	6,000
The Nature Conservancy (Nachusa)	5,000
Empowerment Through Education and Exposure	4,000
DePaul University	4,000
Torah Montessori School	4,000
The Art Institute of Chicago	3,500
The Orchestral Association	3,500
Near South Planning Board	3,200
The Global Health Initiative at Chicago Lake Shore Medical Associates Inc.	3,000
Anti-Defamation League of B'nai Brith	2,500
The CARA Program	2,500
Union League Boys and Girls Clubs of Chicago	2,000
The Heart of a Marine Foundation	2,000
Volunteers of America Inc. VOA of Illinois	2,000
American Assembly	2,000
Alexian Brothers Medical Center	1,800
Museum of Contemporary Art	1,500
The Ark	1,200
Illinois Medical Emergency Response Team (IMERT)	1,000
Rodeheaver Boys' Ranch	1,000
American Brain Tumor Association	1,000
Bridge Communities, Inc.	1,000
Window to the World Communications, Inc. (WTTW)	1,000
United States Holocaust Memorial Council	1,000
Better Government Association	1,000
Life Matters Media	1,000
Empowerment Works, Inc./Needs Report	1,000
The University of Chicago Medical Center	1,000
Threewalls	1,000
EMBARC, Inc.	500
East-West University Inc.	500
Misericordia/Heart of Mercy Center	500
Society for Contemporary Art	300
Total, Ln. 25	\$621,200

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

SOURCE	AMOUNT
METROBANK CHICAGO COMMUNITY BANK - BANK INTEREST	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH BROKERAGE ACCOUNT	533,297.	0.	533,297.
TOTAL TO FM 990-PF, PART I, LN 4	533,297.	0.	533,297.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEYS' AND ADMINISTRATIVE FEES	23,807.	0.	0.	0.
EXECUTIVE DIRECTOR'S FEE	45,920.	0.	0.	45,920.
TO FM 990-PF, PG 1, LN 16A	69,727.	0.	0.	45,920.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,200.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,200.	0.	0.	0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAXES	10,663.	0.	0.	0.	
FEDERAL ESTIMATED TAXES	16,000.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	26,663.	0.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MERRILL LYNCH CUSTODIAN FEES	150.	150.	0.	0.	
STATE FILING FEES	25.	0.	0.	25.	
MEMBERSHIP FEES	1,000.	0.	0.	1,000.	
O&D INSURANCE	675.	0.	0.	675.	
BANK FEES	46.	46.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	1,896.	196.	0.	1,700.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED		X	4,850,690.	5,479,891.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,850,690.	5,479,891.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,850,690.	5,479,891.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED	4,620,097.	5,324,584.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,620,097.	5,324,584.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED	149,533.	156,238.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	149,533.	156,238.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	2,369,579.	2,550,438.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,369,579.	2,550,438.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENT - WILD ONES NATURAL LANDSCAPERS LTD.	70,000.	60,000.	60,000.
PROGRAM RELATED INVESTMENT - PRAIRE PRESERVATION SOCIETY	56,000.	42,000.	42,000.
PROGRAM RELATED INVESTMENT - TORAH MONTESSORI SCHOOL	0.	100,000.	100,000.
TO FORM 990-PF, PART II, LINE 15	126,000.	202,000.	202,000.

MR Bauer Foundation
#36-3980782

990-PF Attachment
Cost Basis and Market Value for Investments
2012

<u>Description</u>	<u>Acu Date</u>	<u>Cost 2011</u>	<u>Cost 2012</u>	<u>12/31/12 FMV</u>
Investments - Other - Line 13 of 990-PF, Balance Sheet - Part II				
55,000 CD Discover Bank	3/10/09	55,649	55,120	55,467
29,000 CD American Calif Bk	10/16/08	29,010	-	-
35,000 CD Goldman Sachs Bk Usa	8/7/08	34,201	34,201	37,443
25,000 CD Bank of America Fmr Las	9/24/09	23,500	23,500	25,126
90,000 CD Bank of America Fmr Las	9/19/08	86,314	86,314	91,089
20,000 CD Bank of America Fmr Las	4/8/08	20,007	20,004	20,242
40,000 CD Bk of America, NA	12/7/04	38,561	-	-
35,000 CD Key Bank NA	6/2/05	35,119	-	-
68,000 CD One Bank & Trust	4/4/06	65,303	-	-
35,000 CD Peoples Bk	4/12/06	34,396	-	-
20,000 CD Bank of America Fmr Las	9/21/07	17,753	17,753	20,085
22,000 CD Bank of America Fmr Las	10/4/07	19,588	19,588	22,119
10,000 CD Bk of America, NA	10/9/07	9,259	9,259	10,121
15,000 CD Bank of America Fmr Las	12/3/07	13,462	13,462	15,064
50,000 CD Bank of America Fmr Las	2/1/08	47,848	47,848	50,171
49,000 CD Bank of America Fmr Las	3/20/08	47,174	47,174	49,169
63,000 CD Bank of America Fmr Las	4/4/08	60,738	60,738	63,268
65,000 CD Peoples Bk Ozarks Nix	4/16/08	65,440	65,232	67,479
98,000 CD Capmark Bank	5/21/08	98,000	-	-
88,000 CD Discover Bank	6/25/08	88,135	-	-
10,000 CD MB Financial	7/10/08	10,028	-	-
97,000 CD GE Capital Fincl Inc	8/13/08	97,000	97,000	99,258
50,000 CD GE Money Bank	8/20/08	50,000	50,000	51,200
50,000 CD Trnstate Capital Bank	8/21/08	49,646	-	-
90,000 CD State Bank of India	9/12/08	90,000	-	-
35,000 CD M&T Bank	9/16/08	34,935	-	-
90,000 CD Bank of America Fmr Las	9/19/08	86,419	86,419	90,916
40,000 CD Bank of America Fmr Las	9/19/08	37,728	-	-
24,000 CD Bank of America Fmr Las	9/19/08	22,476	22,476	24,028
65,000 CD Goldman Sachs Bk Usa	10/1/08	65,000	65,000	66,796
30,000 CD BMW Bank of No Amer	10/3/08	30,095	-	-
95,000 CD GE Capital Fincl Inc	10/16/08	95,000	95,000	97,846
50,000 CD BMW Bank of No Amer	10/23/08	48,775	48,775	54,795
75,000 CD Goldman Sachs Bk Usa	11/19/08	75,000	75,000	85,499
30,000 CD Stearns Bank	11/19/08	28,921	28,921	31,996
50,000 CD Amer Express Cent Bk	11/26/08	50,000	50,000	51,733
40,000 CD Branch Bnkg & Tr Co	12/18/08	40,053	-	-
75,000 CD Amer Express Cent Bk	12/24/08	75,000	75,000	77,458
95,000 CD GE Money Bank	1/5/09	95,000	95,000	102,605
19,000 CD JP Morgan Chase Bank NA	1/5/09	19,027	-	-
50,000 CD Capmark Bank	1/22/09	50,613	50,209	50,932
29,000 CD M&T Bank	3/16/09	29,401	29,154	29,668
50,000 CD Bank of America Fmr Las	3/19/09	47,917	47,917	50,605
50,000 HSBC Bank USA, NA	5/4/10	50,000	50,000	51,548
12,000 CD Bank of America Fmr Las	11/30/07	10,844	10,844	12,067
10,000 Comdty Vccd Issuer Bana	2/24/11	100,000	100,000	101,700
5,000 EAFE Stepup Issuer Bac	8/11/11	44,150	44,150	55,200
829 Spdr Gold Trust	3/24/10	88,716	88,371	134,315
1,400 Ishares Silver TR	5/10/11	50,422	50,246	41,118
30,000 EAFE Stepup Issuer Bac	9/24/10	300,000	300,000	331,200
5,000 Gold Mitts Issuer BAC	6/24/10	53,220	55,496	63,550
5,000 Gold Mitts Issuer BAC	7/9/12	-	60,240	63,550
3,400 Gold Mitts Issuer BAC	4/20/12	-	38,822	40,562
5,000 Gold Mitts Issuer BAC	7/23/12	-	57,251	59,650
10,000 Gold Mitts Issuer BAC	6/6/12	-	98,095	103,800
Total Line 13		2,814,843	2,369,579	2,550,438

MR Bauer Foundation
#36-3980782

990-PF Attachment
Cost Basis and Market Value for Investments
2012

Description	Acu Date	Cost 2011	Cost 2012	12/31/12 FMV	
Investments - State/Municipal Obligations - Line 10a of 990-PF, Balance Sheet - Part II					
150,000	Met Wash DC Arpts	2/23/09	152,773	152,342	172,789
200,000	Met Wash DC Arpts	3/2/09	202,103	201,776	230,386
250,000	Oakland CA Pension	4/22/09	122,432	131,359	162,820
250,000	Oakland CA Pension	5/5/09	120,955	129,881	162,820
100,000	Phila PA Indl Dev	6/16/09	67,115	71,879	89,027
100,000	Phila PA Indl Dev	6/16/09	72,947	78,020	92,312
150,000	Phila PA Indl Dev	6/24/09	101,320	108,466	133,540
100,000	Phila PA Indl Dev	7/7/09	74,018	72,808	89,027
100,000	Phila PA Indl Dev	7/7/09	68,044	79,091	92,312
200,000	NJ EDA St Pension	7/21/09	102,610	109,291	136,596
100,000	California St Var Pup	7/23/09	100,319	100,181	105,535
200,000	NJ EDA St Pension	8/3/09	101,214	107,992	136,596
150,000	Connecticut ST	11/9/09	144,000	144,000	167,149
125,000	William S Hart CA UN HGH	11/3/10	74,615	-	-
100,000	William S Hart CA UN HGH	11/4/10	59,917	-	-
300,000	Mount Diablo Calif Uni	10/6/10	173,136	182,228	213,354
200,000	Murneta VY Calif UNI	11/2/10	103,312	108,830	126,864
50,000	NJ EDA ST Pension	11/18/10	28,448	29,926	34,149
50,000	Illinois ST Pension	3/8/10	48,625	-	-
125,000	Illinois ST Pension	3/16/10	120,540	-	-
150,000	California St Var Pup	1/15/10	153,987	152,258	158,303
150,000	NJ EDA St Pension	5/24/10	104,547	109,568	125,193
75,000	Illinois ST Pension	6/22/10	75,884	75,601	79,514
100,000	Illinois ST Pension	7/14/10	100,867	100,590	106,019
75,000	Illinois ST Pension	2/1/10	76,606	-	-
95,000	Buena Park CA Cmty RDA	2/19/10	103,752	98,107	101,830
150,000	Clark Cnty Nev Sch Dist	6/29/10	148,125	-	-
100,000	Clark Cnty Nev Sch Dist	7/7/10	99,370	-	-
100,000	Illinois ST AGM	2/2/11	97,875	97,875	112,611
200,000	NJ EDA St Pension	4/28/11	123,972	131,040	156,402
200,000	Phila PA Indl Dev	5/6/11	98,075	104,375	125,044
100,000	Phila PA Indl Dev	5/18/11	49,622	52,736	62,522
250,000	NJ EDA St Pension	5/2/11	155,619	164,393	195,502
250,000	NJ EDA St Pension	6/1/11	161,020	169,292	195,502
150,000	Illinois St Taxable	7/1/11	159,145	-	-
250,000	Multnomah Cnty Ore	6/27/11	153,712	160,987	197,003
150,000	Oakland CA Pension	7/6/11	111,201	116,687	126,182
150,000	Oakland CA Pension	8/2/11	101,782	111,239	119,651
175,000	Oakland CA Pension	7/6/11	106,123	107,934	121,926
150,000	Oakland CA Pension	7/20/11	65,172	68,593	75,372
75,000	Illinois ST Pension	10/7/11	76,083	75,932	79,834
100,000	Illinois St Taxable	10/14/11	106,309	-	-
250,000	Oakland CA Pension	9/28/11	193,623	201,596	210,303
100,000	California St Taxable	10/31/11	158,648	103,578	104,327
200,000	Illinois St Taxable	11/22/11	212,691	209,798	218,810
200,000	Oakland CA Pension	11/9/11	155,733	161,993	168,242
150,000	Illinois St Taxable	11/29/11	161,109	-	-
90,000	Illinois St Taxable	12/6/11	96,238	-	-
90,000	Illinois St Taxable	12/6/11	96,249	-	-
120,000	Oakland CA Pension	12/1/11	92,602	96,477	100,945
125,000	Phila PA Indl Dev	12/6/11	97,200	101,752	111,284
75,000	Illinois St Taxable - ser	1/24/12	-	81,435	85,352
100,000	Phila PA Indl Dev	7/31/12	-	77,485	79,640
150,000	NJ EDA St Pension	2/22/12	-	111,299	117,302
Total Line 10a			<u>5,731,384</u>	<u>4,850,690</u>	<u>5,479,891</u>

MR Bauer Foundation
#36-3980782

990-PF Attachment
Cost Basis and Market Value for Investments
2012

Description	Acu Date	Cost 2011	Cost 2012	12/31/12 FMV
Investments - Corporate Bonds - Line 10c of 990-PF, Balance Sheet - Part II				
50,000	Bank of America Corp	3/15/10	50,000	50,000
100,000	Abbey Natl Treasury Serv Bank	6/27/12	-	99,533
	Total Line 10c		<u>50,000</u>	<u>149,533</u>
				<u>156,238</u>
Investments - Corporate Stock - Line 10b of 990-PF, Balance Sheet - Part II				
1,000	Sector SPDR Energy	1/4/10	58,951	-
23,106	Ishares Russell 1000 Value Index	8/10/05	1,686,113	1,648,120
5,699	Standard & Poors Dep Rcpt	8/28/02	710,577	543,875
1	Ishares Russell 1000 Value Index	4/5/06	28	30
18,675	Ishares MSCI EAFE Index Fund	12/10/03	879,105	911,116
11,638	Ishares S&P 500 Growth Index	11/16/04	701,796	701,796
4,141	Ishares Tr Russell 2000 Index	8/29/02	180,364	-
4,265	Ishares S&P Midcap 400	8/7/02	194,167	-
7,300	First Tr Ise Revere Nat Gas Index	9/21/09	126,345	-
1,500	Ishares MSCI Australia	11/4/10	39,400	39,400
3,800	Ishares MSCI Emerging Mkts Index	8/27/10	147,453	147,453
9,500	Ishares Dow Jones US Mkt Index	9/3/12	-	628,307
	Total Line 10b		<u>4,724,299</u>	<u>4,620,097</u>
				<u>5,324,584</u>
	TOTAL COST BASIS		<u>13,320,526</u>	<u>11,989,899</u>
				<u>13,511,151</u>

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KENT LAWRENCE 300 SOUTH WACKER DRIVE #500 CHICAGO, IL 60606	PRES & EXEC DIR 6.00	0.	0.	0.
KATHLEEN A. LAWRENCE 300 SOUTH WACKER DRIVE #500 CHICAGO, IL 60606	TREASURER & SECRETARY 1.00	0.	0.	0.
ROY G. SVENSON 300 SOUTH WACKER DRIVE #500 CHICAGO, IL 60606	VICE PRESIDENT 1.00	0.	0.	0.
MITCHELL B. GOLDBERG 300 SOUTH WACKER DRIVE #500 CHICAGO, IL 60606	DIRECTOR 1.00	0.	0.	0.
DR. STEVE L. MEEKS 300 SOUTH WACKER DRIVE #500 CHICAGO, IL 60606	DIRECTOR 1.00	0.	0.	0.
NOTE: EXECUTIVE DIRECTOR'S LAW FIRM RECD \$45,920 COMPENSATION	0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF OTHER PROGRAM-RELATED INVESTMENTS STATEMENT 13

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
REPAYMENT OF PRI: PRAIRIE PRESERVATION SOCIETY OF OGLE COUNTY	-14,000.

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRI MADE: TORAH MONTESSORI SCHOOL	100,000.

TOTAL TO FORM 990-PF, PART IX-B, LINE 3	76,000.
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