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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: The Bauer Foundation

A Employer identification number: 58-1861919

Number and street (or P O box number if mail is not delivered to street address): 206 Dudley Rd | Room/suite:

B Telephone number: 203-210-7433

City or town, state, and ZIP code: Wilton, CT 06897

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 18627121.

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

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

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2010841.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	540.	540.		Statement 1
	4 Dividends and interest from securities	478769.	478769.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1762246.			
	b Gross sales price for all assets on line 6a 5087160.				
	7 Capital gain net income (from Part IV, line 2)		1762246.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	4252396.	2241555.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	1475.	738.		737.
	c Other professional fees				
	17 Interest	9432.	9432.		0.
	18 Taxes Stmt 4	7000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	-75.	0.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	17832.	10170.		737.
	25 Contributions, gifts, grants paid	4235000.			4235000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4252832.	10170.		4235737.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-436.			
	b **Net investment income** (if negative, enter -0-)		2231385.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	-858486.	129176.	129176.
	2 Savings and temporary cash investments	2832.	313459.	313459.
	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 ▶ 1272489.			
	Less: allowance for doubtful accounts ▶ 0.	1260367.	1272489.	1250000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	16856885.	15200504.	16155446.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 7	0.	345534.	779040.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	17261598.	17261162.	18627121.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	17261598.	17261162.	
	30 **Total net assets or fund balances**	17261598.	17261162.	
	31 **Total liabilities and net assets/fund balances**	17261598.	17261162.	

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	17261598.
2	Enter amount from Part I, line 27a	2	-436.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	17261162.
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	17261162.

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				
b	See Attached Statements			
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				
b				
c				
d				
e	5087160.		3324914.	1762246.

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				
b				
c				
d				
e				1762246.

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** 1762246.

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** N/A

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	2458379.	18419674.	.133465
2010	1025050.	19610787.	.052270
2009	926617.	15921133.	.058200
2008	726416.	18594794.	.039066
2007	1026484.	22076753.	.046496

2	**Total** of line 1, column (d)	2	.329497
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	.065899
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17213990.
5	Multiply line 4 by line 3	5	1134385.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22314.
7	Add lines 5 and 6	7	1156699.
8	Enter qualifying distributions from Part XII, line 4	8	4235737.

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 ▶ [X] and enter 1% of Part I, line 27b		1	22314.
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	22314.
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	22314.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 7200.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 8000.		
d	Backup withholding erroneously withheld	6d 7000.		
7	Total credits and payments. Add lines 6a through 6d		7	22200.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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**	See Statement 8 ▶	9	114.
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** ▶	**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 instructions for definition)? *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*	1b		X
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. ▶ $ 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	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? N/A	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) ▶ CT,GA			
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 2012 or the taxable year beginning in 2012 (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)*

		Line	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 ▶ George P Bauer Telephone no. ▶ 203-210-7933
Located at ▶ 206 Dudley Rd, Wilton, CT ZIP+4 ▶ 06897

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

		Line	Yes	No
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?	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.

			Line	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)?	N/A	1b		
	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 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?	☐ 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.)	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?	☐ Yes ☒ 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.)*	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)*

		Yes	No
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)?	5b	X	
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? See Statement 11 ☒ 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		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? N/A	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.

(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 10		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
NONE		
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

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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	17681964.
b	Average of monthly cash balances		1b	-460672.
c	Fair market value of all other assets		1c	254840.
d	**Total** (add lines 1a, b, and c)		1d	17476132.
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	17476132.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	262142.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	17213990.
6	**Minimum investment return.** Enter 5% of line 5		6	860700.

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	860700.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 22314.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	22314.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	838386.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	838386.
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	838386.

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	4235737.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4235737.
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	22314.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	4213423.

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				838386.
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				
c From 2009 83146.				
d From 2010 52101.				
e From 2011 1551733.				
f **Total** of lines 3a through e	1686980.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 4235737.				
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				838386.
e Remaining amount distributed out of corpus	3397351.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5084331.			
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	5084331.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 83146.				
c Excess from 2010 52101.				
d Excess from 2011 1551733.				
e Excess from 2012 3397351.				

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

George P Bauer

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 ▶ [X] 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:

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				
A Better Chance of Wilton, Inc PO Box 7658 Wilton, CT 06897-7658	None	501 (c) 3	Scholarships	5000.
Americares Free Clinics, Inc 88 Hamilton Avenue Stamford, CT 06902	None	501 (c) 3	Support Free Clinics	10000.
Boy Scouts America - Yankee Council 60 Wellington Rd, PO Box 32 Milford, CT 06460	None	501 (c) 3	Greater Stamford Good Scout Tribute Dinner	15000.
Family & Children's Agency 9 Mott Avenue Norwalk, CT 06850	None	501 (c) 3	Operational Support	5000.
Habitat for Humanity of Coastal Fairfield County 1542 Barnum Avenue Bridgeport, CT 06610	None	501 (c) 3	Operational Support	5000.
Total See continuation sheet(s)			▶ 3a	4235000.
b Approved for future payment None				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611 12-05-12

** See Purpose of Grant continuations

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	540.	
4 Dividends and interest from securities			14	478769.	
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	1762246.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2241555.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2241555.

(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).

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
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

George P. Bauer 10-29-13 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
David L Godfrey		10/28/13		P00232920
Firm's name ▶ Allison & Godfrey			Firm's EIN ▶ 06-1175330	
Firm's address ▶ 134 East Avenue Norwalk, CT 06851			Phone no. 203-227-7470	

Form **990-PF** (2012)

223622
12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization

The Bauer Foundation

Employer identification number

58-1861919

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
The Bauer Foundation	58-1861919

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	George P Bauer 206 Dudley Rd Wilton, CT 06897	$ 1000000.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	Wilton Land Company LLC 206 Dudley Rd Wilton, CT 06897	$ 1010841.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
The Bauer Foundation	58-1861919

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	100,000 Shares of Taylor Capital Group, Inc (TAYC)	$ 1921000.	10/26/12
2	189.92 Collier County Transfer Development Rights (TDRs)	$ 2279040.	11/08/12
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
The Bauer Foundation	58-1861919

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	125 TDR Credits	D		12/17/12
b	10,000 JPM	D		10/17/12
c	10,000 JPM	D		10/17/12
d	158 TAYC	D		10/23/12
e	5063 TAYC	D		10/23/12
f	5,000 TAYC	D		12/06/12
g	5,000 TAYC	D		12/06/12
h	5,000 JPM	D		12/20/12
i	5,000 JPM	D		12/20/12
j	5,000 JPM	D		12/20/12
k	5,000 JPM	D		12/20/12
l	5,000 JPM	D		12/20/12
m	5,000 TAYC	D		12/20/12
n	5,000 TAYC	D		12/20/12
o	5,000 TAYC	D		12/20/12

	(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	1500000.		668533.	831467.
b	433980.		364000.	69980.
c	432180.		364000.	68180.
d	2899.		1478.	1421.
e	93157.		47373.	45784.
f	89938.		50000.	39938.
g	89938.		50000.	39938.
h	216235.		182000.	34235.
i	216485.		182000.	34485.
j	216735.		182000.	34735.
k	216735.		182000.	34735.
l	216985.		182000.	34985.
m	90488.		50000.	40488.
n	90738.		50000.	40738.
o	90738.		50000.	40738.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				831467.
b				69980.
c				68180.
d				1421.
e				45784.
f				39938.
g				39938.
h				34235.
i				34485.
j				34735.
k				34735.
l				34985.
m				40488.
n				40738.
o				40738.

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	
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	

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05-01-12

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	5,000 TAYC	D		12/20/12
b	5,000 JPM	D		12/21/12
c	5,000 JPM	D		12/21/12
d	5,000 TAYC	D		12/21/12
e	27 TAYC	D		12/21/12
f	4,973TAYC	D		12/21/12
g	5,000 TAYC	D		12/24/12
h	5,000 TAYC	D		12/27/12
i	2,053 TAYC	D		12/27/12
j	5,000 TAYC	D		12/27/12
k	2,600 TAYC	D		12/28/12
l	900 TAYC	D		12/31/12
m				
n				
o				

	(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	90738.		50000.	40738.
b	219135.		182000.	37135.
c	219385.		182000.	37385.
d	91838.		50000.	41838.
e	495.		270.	225.
f	91143.		49730.	41413.
g	91726.		50000.	41726.
h	92688.		50000.	42688.
i	38606.		20530.	18076.
j	90738.		50000.	40738.
k	47049.		26000.	21049.
l	16388.		9000.	7388.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				40738.
b				37135.
c				37385.
d				41838.
e				225.
f				41413.
g				41726.
h				42688.
i				18076.
j				40738.
k				21049.
l				7388.
m				
n				
o				

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	1762246.
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	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Horizons National One Park Street Norwalk, CT 06851	None	501 (c) 3	Operational Support	5000.
Maritime Aquarium 10 North Water Street Norwalk, CT 06854	None	501 (c) 3	Operational Support	10000.
Norwalk Community College Foundation, Inc 188 Richards Ave Room E311 Norwalk, CT 06854-1655	None	501 (c) 3	Operational Support	5000.
Norwalk Hospital Foundation 34 Maple Street Norwalk, CT 06856	None	501 (c) 3	Legacy of Caring Capital Campaign Ambulatory Pavilion $500,000 2012 Gala Support of	510000.
Norwalk Housing Authority Foundation PO Box 508, 24 1/2 Monroe St Norwalk, CT 06856-0508	None	501 (c) 3	2012 Norwalk Housing Foundation Scholarships Awards	20000.
Pivot Ministries 485 Jane Street Bridgeport, CT 06608	None	501 (c) 3	Program Support	5000.
Seeing Things Whole 423 West Oxbow Road Shelburne Falls, MA 01370	None	501 (c) 3	Support Programs	25000.
Stay At Home Wilton PO Box 46 Wilton, CT 06897	None	501 (c) 3	Operational Support	5000.
Steans Family Foundation 50 East Washington Street, Suite 410 Chicago, IL 60602	None	501 (c) 3	Operational Support: North Lawndale community	1000000.
Summer Theatre of New Canaan 237 Elm Street New Canaan, CT 06840	None	501 (c) 3	2012 Summer Season	15000.
Total from continuation sheets				4195000.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Voices for Children 2851 Meadow Lark Drive San Diego, CA 92123	None	501 (c) 3	Operational Support	20000.
Washington University in St Louis Campus Box 1101, One Brookings Drive St Louis, MO 63130-4899	None	501 (c) 3	Spirit of Washington University scholarship	50000.
Washington University in St Louis Campus Box 1101, One Brookings Drive St Louis, MO 63130-4899	None	501 (c) 3	George and Carol Bauer Hall for John M. Olin School of Business	2500000.
Yale University PO Box 2038 New Haven, CT 06521	None	501 (c) 3	George and Carol Bauer Scholarship Fund	25000.
Total from continuation sheets				

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Norwalk Hospital Foundation

Legacy of Caring Capital Campaign Ambulatory Pavilion $500,000

2012 Gala Support of Emergency Dept $10,000

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Interest - E Trade	540.
Total to Form 990-PF, Part I, line 3, Column A	540.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends - E Trade	366647.	0.	366647.
Interest - Taylor Capital	100000.	0.	100000.
Interest - Taylor Capital OID	12122.	0.	12122.
Total to Fm 990-PF, Part I, ln 4	478769.	0.	478769.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Prep	1475.	738.		737.
To Form 990-PF, Pg 1, ln 16b	1475.	738.		737.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Backup WH - Taylor Note	7000.	0.		0.
To Form 990-PF, Pg 1, ln 18	7000.	0.		0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges Refund	-75.	0.		0.
To Form 990-PF, Pg 1, ln 23	-75.	0.		0.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
E Trade - Marketable Securities	13069061.	13899042.
167141 Bank of New Canaan	2131443.	2256404.
Total to Form 990-PF, Part II, line 10b	15200504.	16155446.

Form 990-PF Other Investments Statement 7

Description	Valuation Method	Book Value	Fair Market Value
64.92 TDR Credits, Collier Cty, FL	COST	345534.	779040.
Total to Form 990-PF, Part II, line 13		345534.	779040.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
George P Bauer 206 Dudley Road Wilton, CT 06897	President 4.00	0.	0.	0.
Carol B Bauer 206 Dudley Road Wilton, CT 06897	Secretary 4.00	0.	0.	0.
Jocelyn Bauer 206 Dudley Road Wilton, CT 06897	Board Member 0.00	0.	0.	0.
Jennifer Toll 220 Dudley Road Wilton, CT 06897	Board Member 0.00	0.	0.	0.
Brad Bauer 56553 Spring Valley Rd Locanville, WI 53943	Board Member 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF Expenditure Responsibility Statement Statement 11
Part VII-B, Line 5c

Grantee's Name

Steans Family Foundation

Grantee's Address

50 E Washington Ave, Suite 410
Chicago, IL 60602

Grant Amount	Date of Grant	Amount Expended
1000000.	12/21/12	412198.

Purpose of Grant

North Lawndale Educational Initiatives

Dates of Reports by Grantee

10/15/2013

Any Diversion by Grantee

No

Results of Verification

All funds appropriately spent to date.

December 21, 2012

Mr. Harrison Steans
Steans Family Foundation
50 E. Washington Avenue, Suite 410
Chicago, IL 60602

Dear Mr. Steans:

The trustees of The Bauer Foundation (The Foundation) are pleased to inform you that a grant in support of North Lawndale education initiatives has been approved in the amount of $1,000,000. The grant is being awarded to you, as the Grantee, contingent upon the general grant terms, conditions and understandings for expenditure responsibility as described below.

Expenditure Responsibility:

This grant is an "expenditure responsibility" grant within the meaning of section 4945(h) of the Code. Thus, The Foundation must (i) see that the grant is spent solely for the purposes for which made; (ii) obtain full and complete reports from you on how the funds are spent; and (iii) make full and detailed reports with respect to such expenditures to the Internal Revenue Service. By accepting this grant, you agree to cooperate fully with The Foundation to assure that The Foundation is able to satisfy all of the requirements of an "expenditure responsibility" grant in accordance with section 4945(h) of the Code and the regulations thereunder.

Expenditure of Funds:

You agree not to use any of the funds—

I. To carry on propaganda, or otherwise to attempt, to influence legislation (within the meaning of section 4945(d)(1),

II. To influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive within the meaning of section 4945(d)(2)),

III. To make any grant which does not comply with the requirements of section 4945(d)(3) or (4), or

IV. To undertake any activity for any purpose other than one specified in section 170(c)(2)(B) of the Code.

This grant (together with any income earned upon investment of grant funds) is made for the purpose outlined in the grant award letter and may not be expended for any other purpose without The Foundation's prior written approval.

If the grant is intended to support a specific project or to provide general support for a specific period, any portion of the grant unexpended at the completion of the project or the end of the period shall be returned immediately to The Foundation.

No Assignment or Delegation:

You may not assign, or otherwise transfer, your rights or delegate any of your obligations under this grant without prior written approval from The Foundation.

Records and Reports:

You are required to keep a record of all receipts and expenditures relating to this grant and to provide The Foundation with a written report summarizing the project promptly following the end of the period during which you are to use all grant funds. The Foundation may also require interim reports. Your reports should describe your progress in achieving the purposes of the grant and include a detailed accounting of the uses or expenditure of all grant funds. You also agree to provide any other information reasonably requested by The Foundation. If your organization obtains any audited financial statements covering any part of the period of this grant, please provide a copy to The Foundation as well. You are required to keep the financial records with respect to this grant, along with copies of any reports submitted to The Foundation, for at least four years following the year in which all grant funds are fully expended.

Required Notification:

You are required to provide The Foundation with immediate written notification of: (1) any changes in your organization's tax-exempt status; (2) your inability to expend the grant for the purposes described in the grant award letter; or (3) any expenditure from this grant made for any purpose other than those for which the grant was intended.

Reasonable Access for Evaluation:

You will permit The Foundation and its representatives, at its request, to have reasonable access during regular business hours to your files, records, accounts, personnel and clients or other beneficiaries for the purpose of making such financial audits, verifications or program evaluations as The Foundation deems necessary or appropriate concerning this grant award.

Publicity:

You will allow The Foundation to review and approve the text of any proposed publicity concerning this grant prior to its release. The Foundation may include information regarding this grant, including the amount and purpose of the grant, any photographs you may have provided, your logo or trademark, or other information or materials about your organization and its activities, in The Foundation's periodic public reports, newsletters, and news releases.

Right to Modify or Revoke:

The Foundation reserves the right to discontinue, modify or withhold any payments to be made under this grant award or to require a total or partial refund of any grant funds if, in The Foundation's sole discretion, such action is necessary: (1) because you have not fully complied with the terms and conditions of this grant; (2) to protect the purpose and objectives of the grant or any other charitable activities of The Foundation; or (3) to comply with the requirements of any law or regulation applicable to you, of The Foundation or this grant.

This letter outlines the terms and conditions of accepting our grant. Please read all the terms and conditions carefully, sign, and return no later than December 31, 2012.

The funds must be used specifically for the designated purpose(s) by December 31, 2017. You must submit a written request to us in advance if you wish to change the purpose of the grant or if the funds are not expended within that time frame.

Upon signing this agreement, your agency states that you agree to notify us if there is any change in your public charity status. In addition, we will request a report on the expenditure of our grant annually. When available, please furnish us with a copy of any audited statement of the finances of the project.

Congratulations on this recognition of your important efforts.

Sincerely,

George Bauer

George Bauer
Bauer Foundation

The undersigned certify that they are duly elected and authorized officers of the Grantee and that, as such, are authorized to accept this grant on behalf of the Grantee, to obligate the Grantee to observe all of the terms and conditions placed on this grant, and in connection with this grant to make, execute and deliver on behalf of the Grantee all grant agreements, representations, receipts, reports and other instruments of every kind.

ACCEPTED AND AGREED TO:

Organization Name STEANS FAMILY FOUNDATION

Board Chair (printed) HARRISON I. STEANS

Board Chair (signature)/Date

Executive Director (printed) PATRICIA FORD

Executive Director (signature)/Date Patricia Ford

Annual Report

October 15, 2013

The Steans Family Foundation is grateful for the very generous grant awarded to us last December.

As required per law, please accept this as the Steans Family Foundation midterm report.

Background Information

The Steans Family Foundation aims to change the life trajectory of children and youth who live or go to school in North Lawndale, an impoverished community on Chicago's West Side, through high-quality educational opportunities that support their academic, social and emotional development. From the time an infant is born through his or her graduation from college or a career-related post-secondary institution, the Foundation invests in efforts to maximize the number of children who successfully journey through formal schooling and launch into a fulfilling and productive life, career and citizenship.

Life is tough for most residents of North Lawndale, a community that sits on the edge of the city's limits nearly six miles west of downtown. The most recent U.S. Census found the population had declined 14 percent since 2000 to 35,912. An estimated 7,786 are children and teens aged 5 to 17 years old. Demographically homogenous, North Lawndale is more than 91 percent African American with a poverty rate of about 42 percent. The median household income is $25,797, barely above the federal poverty level.

Chronic unemployment in North Lawndale is among the highest in the country. An analysis by *The Chicago Reporter* found that 52% of young adults between 16 and 30 years old in four West Side communities had not worked in five or more years. (The second highest in the city was four South Side communities that include Englewood where 41 percent of adults are chronically unemployed.)

In 2010, two police districts that cover North Lawndale and two other West Side communities arrested 3,489 youth, 388 of them at area public schools.

Education is an emerging bright spot for North Lawndale. Declining enrollment resulted in the closure of four elementary schools last school year, and low student performance is common. However, several schools are posting better results than citywide averages as measured by student grades, test scores, graduation rates and college-going rates. The supply of early learning childcare and preschool slots is closer to the size of the eligible population, and home visiting services for even younger children are expanding.

If children in challenging communities have access to a system of coordinated supports and quality educational opportunities, they will more likely be equipped to think deeply, solve problems, love learning and move up the economic ladder as adults.

Grantmaking will focus on the following funding areas: early learning; school-based elementary and secondary education; post-secondary education; academic, social and emotional supports; human capital and parent engagement and empowerment.

Community Services West Alternative High School (CSW)
Grant funds will be used to support the salary of a Washburne Culinary Institute trained chef to teach culinary arts classes and stipends for an extended day apprenticeship for 21 students. CSW conducts culinary arts classes where students earn credit toward their high school diploma. In 2013, 81% of eligible students graduated and 40% of this class were parents. School leadership reports 66% of its graduates from the class of 2013 were expected to attend college (85% 2 year and 15% 4 year), 56% are in the workforce and one student joined the Marine Corps. Seventeen percent of graduates are continuing their culinary arts studies at Washburne College this fall.

Daniel Webster Elementary School
Funds will be used to support after school programming for students. Homework help, tutoring and academic enrichment activities will be offered to students in addition to arts programming, sports and technology classes. High quality after school programming is necessary in communities like North Lawndale to promote the overall healthy development of young scholars. Students need positive activities to combat negative influences in the neighborhood.

John M. Gregory School
The grant funds will be used to create a Parent Development Liaison who will serve as a contact between teachers, parents, students, and the community to provide related outreach, support, and guidance services. This position will help develop educational programs, facilitate the development of weekly classroom newsletters, and increase student outcomes such as attendance, grades, behavior, and health by coordinating services to meet those needs.

KIPP Ascend Primary/Middle School
General operating grant funds will be used to assist KIPP schools in North Lawndale in closing the gap between needed programmatic funding and public funds received to deliver high quality opportunities to students. KIPP is one of the nation's most successful charter organizations in preparing students for college and long term success.

LEARN Romano Butler/Excel Campuses
LEARN operates eight schools that serve 3,100 students with a total budget of $30 million. Historically, they have fundraised ~$2,000 per pupil in order to bridge the gap between what is received from public sources and their costs to educate each student. This grant will support the schools' investment in non-academic programming such as mentoring, counseling, sports, etc., aimed at intentionally developing student ambition and maturation.

North Lawndale College Prep—College Fit
In support of the program aiming to grow a network of pipeline college and university partnerships to achieve college fit for NLCP graduates to ensure college graduation.

2013 Summer Youth Employment Program
The goal of the Summer Youth Employment Program is to provide youth, ages 14 to 22, with a high-quality, structured and supervised summer work or internship experience. The summer opportunities offer youth hands-on experience and a chance to gain marketable work skills (general administrative support, program/project assistance, etc.) and self-confidence through career and vocational exposure. In many cases the youth complete resumes, go through mock interviews and at times, intern outside their schools at nonprofit and for profit organizations.

2013 Emergency Fund Program:
The goal of the Emergency Fund Program is to support college retention and ultimately, degree attainment of North Lawndale college students. Schools are eligible for up to $5,000 per class of graduating students not to exceed $20,000. Scholars apply to the fund through the high school and can receive support up to $1,000 per year, though average scholarships are expected to range from $250.00 to $500.00. These scholarships generally cover books, housing and tuition expenses. In return for this support, scholars must agree to "pay it forward" through community service or volunteering at the host school to speak to students about their postsecondary experience, host high school students at their college campus, assist with research on school effectiveness, participate in school outreach to funders, etc.

2013-2014 Princeton 55 Fellowship
The mission of the Princeton Project 55 Fellowship Program is to provide opportunities for recent Princeton graduates to develop a lifelong commitment to civic engagement and to prepare for civic leadership. The fellowship aims to provide graduates with professional experience and exposure to a wide range of fields including: community development, education, employment/welfare, environmental issues, advocacy, health and medicine, housing, women's issues, and youth services through year-long paid fellowships. Through their work, Project 55 fellows contribute directly to the participating organization's mission. Alumni of North Lawndale institutions who are recent college graduates are also eligible for this year-long fellowship.

General operating (both Christiana and Collins campus)
This grant will assist NLCP to move toward sustainability in three principal ways. First, the funding provided by SFF significantly enhances NLCP's ability to raise funds from other donors, particularly new donors. Thus, the SFF funding enables NLCP to expand its donor base and reduce its dependency on a small number of large donors. Second, the funding provided by SFF permits NLCP to continue to provide various student support services to students - services that NLCP might not be able to provide absent such support. Funding has allowed NLCP to assemble the necessary track record, over time, and demonstrate to other funders that NLCP's programs result in improved college success rates. Finally, the SFF funding enables NLCP to continue to operate while efforts are made, at the macro level, to try to address the inequity in charter school per pupil allocations. A broader, deeper donor base and/or adjustments to the funding percentages represent the only solution to the issue of charter school sustainability - and the unrestricted support that SFF provides assists NLCP to accomplish both of these.

Salary Fund (both Christiana and Collins campus)
In an effort to appeal to high quality teachers and retain them each year, NLCP has created a salary fund to be able to pay their staff competitively as compared to other schools in similar geographic areas.

Steans Family Foundation Grants - through October 15, 2013

Year	Organization	Project Title	Grant Amount	ID/Ref	
2013	Community Services West	Community Services West (CSW) Career Academy's Culinary Arts Program	$25,000	1675 13-1675	
2013	Daniel Webster Elementary School	Webster's Academic Enrichment Academy	$30,000	1666 13-1666	
2013	John M Gregory School	Parent Development Liaison	$50,000	1667 13-1667	
2013	KIPP Ascend Charter School - Middle	KIPP Ascend Middle School General Operating Support	$25,000	1668 13-1668	
2013	KIPP Ascend Charter School - Primary	KIPP Ascend Primary School General Operating Support	$30,000	1669 13-1669	
2013	LEARN Charter School Network - Excel Campus	General Operating	$25,000	1681 13-1681	
2013	LEARN Charter School Network - Romano Butler Campus	General Operating	$30,000	1677 13-1677	
2013	North Lawndale College Preparatory Charter High School - Collins Campus	2013 Summer Youth Employment Program	$6,609 00	1653 13-1653	
2013	North Lawndale College Preparatory Charter High School - Collins Campus	2013 Emergency Fund Program	$15,000 00	1648 13-1648	
2013	North Lawndale College Preparatory Charter High School - Collins Campus	General Operating Support - Collins Campus	$37,500	1672 13-1672	
2013	North Lawndale College Preparatory Charter High School	Support of program aiming to grow a network of pipline partnerships to achieve quality college fit for NLCP graduates	$10,000 00	1662 13-1662	
2013	North Lawndale College Preparatory Charter High School	2013 Emergency Fund Program	$20,000 00	1647 13-1647	
2013	North Lawndale College Preparatory Charter High School	2013-2014 Princeton 55 Fellowship	$14,700 00	1634 12-1634	
2013	North Lawndale College Preparatory Charter High School	Support of the NLCP salary fund	$50,000 00	1689 13-1689	*Multi year grant through 2017 ($640,000 total) $50K 2013/2014, $200K 2015; $220K 2016; $120K 2017
2013	North Lawndale College Preparatory High School - Christiana Campus	2013 Summer Youth Employment Program	$6,609 00	1652 13-1652	
2013	North Lawndale College Preparatory High School - Christiana Campus	General Operating Support - Christiana Campus	$37,500	1671 13-1671	
		YTD thru October 15, 2013	**$412,918**		

Steans Family Foundation Grants - through October 15, 2013

2014	North Lawndale College Preparatory Charter High School	Support of the NLCP salary fund	$50,000 00	1689 13-1689	*Multi year grant through 2017 ($640,000 total) $50K 2013/2014, $200K 2015, $220K 2016, $120K 2017
2015	North Lawndale College Preparatory Charter High School	Support of the NLCP salary fund	$200,000 00	1689 13-1689	*Multi year grant through 2017 ($640,000 total) $50K 2013/2014, $200K 2015, $220K 2016, $120K 2017
2016	North Lawndale College Preparatory Charter High School	Support of the NLCP salary fund	$220,000 00	1689 13-1689	*Multi year grant through 2017 ($640,000 total) $50K 2013/2014; $200K 2015; $220K 2016; $120K 2017
2017	North Lawndale College Preparatory Charter High School	Support of the NLCP salary fund	$120,000 00	1689 13-1689	*Multi year grant through 2017 ($640,000 total) $50K 2013/2014; $200K 2015, $220K 2016; $120K 2017
		GRAND TOTAL	**$1,002,918**		

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II | **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions The Bauer Foundation	Employer identification number (EIN) or 58-1861919
	Number, street, and room or suite no. If a P O. box, see instructions 206 Dudley Rd	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Wilton, CT 06897	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ George P Bauer 206 Dudley Rd - Wilton, CT 06897

Telephone No. ▶ 203-210-7933 FAX No. ▶

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

4 I request an additional 3-month extension of time until November 15, 2013

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
Additional time is needed due to unavoidable absence of an individual having sole authority to execute the return

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**8a**	$ 18200.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 18200.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ President Date ▶