Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www irs gov/form990pf

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning 07/01 , 2015, and ending 06/30, 2016

Name of foundation		A Employer identification number
SIDNEY R BAER JR FOUNDATION 321040B		43-6829338
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
PO BOX 0634		314-418-2643
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here ▶ [ ]
MILWAUKEE, WI 53201-0634		

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) ▶ $ 39,737,289.

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 ▶ [ ]

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	887,950.	877,818.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	660,312.			
	b	Gross sales price for all assets on line 6a 5,758,632.				
	7	Capital gain net income (from Part IV, line 2)		660,312.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	165,909.			STMT 2
	12	**Total** Add lines 1 through 11	1,714,171.	1,538,130.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	890,042.	801,038.		89,004.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	23,664.	20,486.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 4	64,143.	6,811.		57,332.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	977,849.	828,335.	NONE	146,336.
	25	Contributions, gifts, grants paid	2,461,381.			2,461,381.
	26	**Total expenses and disbursements** Add lines 24 and 25	3,439,230.	828,335.	NONE	2,607,717.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,725,059.			
	b	**Net investment income** (if negative, enter -0-)		709,795.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	358,779.	1,258,377.	1,258,377.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations (attach schedule) STMT 5			
b	Investments - corporate stock (attach schedule) STMT 6	26,906,627.	21,627,485.	32,280,795.
c	Investments - corporate bonds (attach schedule) STMT 11	1,854,417.	1,011,349.	1,022,190.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 12		3,484,759.	5,175,927.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	29,119,823.	27,381,970.	39,737,289.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	29,119,823.	27,381,970.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	29,119,823.	27,381,970.	
31	Total liabilities and net assets/fund balances (see instructions)	29,119,823.	27,381,970.	

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	29,119,823.
2	Enter amount from Part I, line 27a	2	-1,725,059.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	27,394,764.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	12,794.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,381,970.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,758,632.		5,098,320.	660,312.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				660,312.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	660,312.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	2,776,591.	42,168,908.	0.065845
2013	2,405,369.	42,058,682.	0.057191
2012	2,364,843.	41,541,598.	0.056927
2011	2,409,638.	41,231,389.	0.058442
2010	2,129,698.	43,325,337.	0.049156

2	**Total** of line 1, column (d)	2	0.287561
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.057512
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	38,757,353.
5	Multiply line 4 by line 3	5	2,229,013.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,098.
7	Add lines 5 and 6	7	2,236,111.
8	Enter qualifying distributions from Part XII, line 4	8	2,607,717.

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	7,098.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	7,098.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,098.
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	6,356.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	6,356.
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** ▶			9	742.
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 2016 estimated tax** ▶ NONE **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 the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? *If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2015, 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 FinCEN Form 114 If "Yes," enter the name of the foreign country ▶

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015)*		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 2015?		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 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X (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?		**7b**	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US BANK N.A. PO BOX 387, ST LOUIS, MO 63166	CO-TRUSTEE 0	712,034.	-0-	-0-
GEORGE B HANDRAN PO BOX 8009, BOSTON, MA 02114	CO-TRUSTEE 0	178,008.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	39,143,582.
b	Average of monthly cash balances	1b	203,985.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	39,347,567.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	39,347,567.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	590,214.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,757,353.
6	**Minimum investment return.** Enter 5% of line 5	6	1,937,868.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	1,937,868.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	7,098.		
b	Income tax for 2015. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,098.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,930,770.
4	Recoveries of amounts treated as qualifying distributions			4	61,484.
5	Add lines 3 and 4			5	1,992,254.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,992,254.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,607,717.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,607,717.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	7,098.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,600,619.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,992,254.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			NONE	
b Total for prior years 20 13 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010 ...... NONE				
b From 2011 ...... 382,280.				
c From 2012 ...... 292,019.				
d From 2013 ...... 305,927.				
e From 2014 ...... 680,858.				
f **Total** of lines 3a through e	1,661,084.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 2,607,717.				
a Applied to 2014, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount				1,992,254.
e Remaining amount distributed out of corpus	615,463.			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,276,547.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	2,276,547.			
10 Analysis of line 9				
a Excess from 2011 ... 382,280.				
b Excess from 2012 ... 292,019.				
c Excess from 2013 ... 305,927.				
d Excess from 2014 ... 680,858.				
e Excess from 2015 ... 615,463.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 21				2,461,381.
Total . . . . . . ▶ **3a**				2,461,381.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	887,950.	
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	660,312.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PY FEDERAL TAX REF			1	36,786.	
c RETURN OF PRIOR YE			1	61,484.	
d PARTNERSHIP INCOME			1	67,639.	
e					
12 Subtotal Add columns (b), (d), and (e)				1,714,171.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 1,714,171.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Barbara Stokey | 11/07/2016 | TRUSTEE

Signature of officer or trustee | Date | Title

U.S. BANK, N.A. BY:

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		11/07/2016		P01251603
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET PITTSBURGH, PA 15219			Phone no 412-355-6000	

SIDNEY R BAER JR FOUNDATION 321040B 43-6829338

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME		101,172.	101,172.
RETURN OF CAPITAL TOTAL		10,132.	
DIVIDEND INCOME		776,646.	776,646.
	TOTAL	887,950.	877,818.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
PY FEDERAL TAX REFUND		36,786.
RETURN OF PRIOR YEAR GRANTS		61,484.
IDR CORE EQUITY - INCOME		67,639.
	TOTALS	165,909.

STATEMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		20,486.	20,486.
FEDERAL EXCISE TAXES		3,178.	
	TOTALS	23,664.	20,486.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
REGISTRATION FEE	500.		500.
ADR FEES	139.	139.	
IDR CORE EQUITY - OTHER DEDUCT	3,636.	3,636.	
OTHER CHARITABLE EXPENSES	56,832.		56,832.
INVESTMENT FEES	3,036.	3,036.	
TOTALS	64,143.	6,811.	57,332.

SIDNEY R BAER JR FOUNDATION 321040B   43-6829338

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

DESCRIPTION

FNMA MTN 5% 4/15/15

TOTALS

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DANAHER CORP	324,056.	221,036.	505,000.
UNITED TECHNOLOGIES CORP	54,851.	54,851.	170,233.
SCHLUMBERGER LTD	127,670.	259,861.	382,194.
MCDONALD'S CORP	93,057.	93,057.	300,850.
PEPSICO INC	204,351.	204,351.	388,694.
PROCTER & GAMBLE CO	203,442.	203,442.	286,185.
ABBOTT LABS	70,987.	70,987.	117,930.
WELLS FARGO & CO	124,515.	124,515.	236,650.
AT&T INC	78,875.	78,875.	129,630.
VERIZON COMMUNICATIONS INC	228,963.	228,963.	279,200.
MICROSOFT CORP	177,195.	177,195.	383,775.
QUALCOMM INC	226,303.	138,700.	133,925.
AGRIUM INC	37,923.	37,923.	91,053.
AIR LIQUIDE SA ADR	261,574.	261,574.	306,828.
KEPPEL CORP LTD SPONS ADR	36,803.		
CAMERON INTL CORP	91,926.		
DIAGEO PLC SPONS ADR	209,494.		
LOREAL CO UNSPONSORED ADR	236,322.	236,322.	419,937.
CHEVRON CORPORATION	272,883.	272,883.	284,089.
AMERICAN EXPRESS CO	239,220.	239,220.	243,040.
AIR PRODS CHEMICALS INC	38,010.	38,010.	87,781.
APPLE INC	483,696.	483,696.	1,195,000.
AMERIPRISE FINL INC	85,989.	85,989.	112,313.
BORG WARNER INC	217,086.	135,224.	147,600.
BLACKROCK INC	221,392.	221,392.	439,466.
CERNER CORP	76,245.	76,245.	313,158.
CONOCOPHILLIPS	150,457.		
RED HAT INC	19,149.		
GOOGLE INC CL A	290,430.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
J P MORGAN CHASE & CO	158,614.	133,038.	248,560.
PERRIGO CO	183,592.		
PFIZER INC	148,476.	230,580.	440,125.
MAXIMUS INC	25,895.	22,956.	138,425.
PRICELINE COM INC	117,027.		
NEOGEN CORP	25,034.	25,034.	120,375.
NIKE INC	143,549.	139,182.	552,000.
LAUDER ESTEE COS INC CL A	247,231.	244,424.	455,100.
GENERAL ELECTRIC CO	90,758.	90,758.	188,880.
PIONEER NAT RES	523,097.	393,468.	604,840.
ROLLINS INC	52,938.	52,938.	225,935.
SCHEIN HENRY INC	124,540.	124,540.	420,961.
TRAVELERS COS INC	204,324.	204,324.	384,261.
VARIAN MED SYS INC	122,459.	93,863.	123,345.
ACCENTURE LTD	90,785.	173,304.	339,870.
CATERPILLER INC	123,902.		
DASSAULT SYS SA	77,296.	77,296.	181,369.
CELGENE CORP	67,175.	67,175.	246,575.
FRESENIUS MED CARE	248,447.	248,447.	326,165.
NESTLE S A SPON A D R REPSTG	281,519.	281,519.	486,203.
NOVO NORDISK AS A D R	40,540.	40,540.	173,172.
SAP A G	259,221.	259,221.	347,118.
TAIWAN SEMICONDUCTOR MFG	38,799.	38,799.	109,379.
ISHARES MSCI EMERGING MKTS IND	1,662,155.	1,662,155.	1,374,400.
EXXON MOBIL CORP	179,995.	179,995.	234,350.
NOVARTIS AG ADR REPSTG 1ORD SH	227,051.	227,051.	268,158.
UNITED HEALTH GROUP INC	33,654.	59,139.	211,800.
B A S F AG ADR	43,285.	43,285.	54,994.
UNION PACIFIC CORP	185,397.	154,788.	436,250.

SIDNEY R BAER JR FOUNDATION 321040B 43-6829338

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FANUC LTD	38,615.	38,615.	77,460.
MITSUI & CO LTD SPSD ADR	38,598.		
AMER CENT DIVERSIFI BD INS	1,269,550.	1,308,692.	1,335,760.
ARM HLDGS PLC ADR	215,173.	215,173.	395,391.
CSI LIMITED ADR	41,000.	41,000.	111,821.
ROYAL DUTCH SHELL PLC ADR	220,136.		
SENSATA TECHNOLOGIES HOLDINGS	158,629.	158,629.	174,450.
GAM ABSOLUTE RTN BD FD OFFSHOR	500,000.		
GCA CREDIT OPP OFFSHORE FD LTD	1,000,000.	1,000,000.	1,309,818.
IDR CORE EQUITY RE STR 2010 LP	430,914.	408,350.	706,711.
AFLAC INC	201,884.	201,884.	354,883.
AMERISOURCEBERGEN CORP	151,296.	151,296.	317,280.
DU PONT EI DE NEMOURS & CO	203,343.	193,003.	264,190.
EBAY INC	105,822.		
EATON CORP	293,042.	328,188.	388,245.
EMERSON ELEC CO	259,422.	114,728.	130,400.
EQUIFAX INC	202,884.	202,884.	562,520.
EQUINIX INC	258,286.	268,958.	612,613.
EQUITABLE CORP	153,487.		
FINANCIAL ENGINES INC	415,946.	259,966.	323,375.
HEXCEL CORP NEW	204,397.	171,453.	291,480.
HOME DEPOT INC	203,973.	203,973.	503,099.
ITC HLDGS CORP	202,912.	113,030.	234,100.
MCCORMICK CO INC	115,791.	115,791.	213,340.
MICROCHIP TECHNOLOGY INC	162,109.	162,109.	279,180.
MOTOROLA SOLUTIONS INC	95,975.	95,975.	131,940.
POLARIS INDS INC	201,609.	141,629.	163,520.
TIME WARNER CABLE INC	174,989.		
VF CORP	326,636.	326,636.	461,175.

SIDNEY R BAER JR FOUNDATION 321040B 43-6829338

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
YUM BRANDS INC	165,613.	165,613.	207,300.
AIA GROUP LTD ADR	203,082.	203,082.	363,309.
AVAGO TECHNOLOGIES	260,635.		
CANADIAN NATIONAL RY CO	218,557.	125,801.	177,180.
KAYNE ANDERSON MLP INVEST	269,815.		
TORTOISE ENERGY INFRASTRUCTURE	153,325.		
OPPENHEIMER SR FLOAT RATE Y	560,672.		
ABBVIE	59,858.	59,858.	156,385.
CME GROUP INC	106,100.	106,100.	194,800.
FORWARD INTNL REAL ESTATE	1,050,000.	1,050,000.	904,939.
ISHARES MSCI EAFE INDEX FD ETF	359,171.	359,171.	357,248.
NUVEEN REAL ESTATE SECS I	1,729,416.	1,729,416.	1,951,699.
AMAZON COM INC	393,386.	393,386.	894,525.
GOOGLE INC CL C	148,652.		
THE GAP INC	136,830.		
NUVEEN GLOBAL INFRASTR FD CL 1	375,000.		
GOLDMAN SACHS COMM STRAT	225,693.		
CALL ON EFA 10/30/15 @ 88.520	4,613.		
CALL ON EFA 10/30/15 @ 69.890	-50,466.		
CALL ON EEM 10/30/15 @ 57.270	1,213.		
CALL ON EEM 10/30/15 @ 45.470	-23,267.		
PUT ON EFA 10/30/15 @ 59.900	73,463.		
PUT ON EFA 10/30/15 @ 49.920	-14,256.		
PUT ON EEM 10/30/15 @ 38.750	28,333.		
PUT ON EEM 10/30/15 @ 32.300	-6,227.		
PUT ON EFA 12/14/15 @ 56.080	137,091.		
PUT ON EFA 12/14/15 @ 49.630	-100,190.		
CALL ON SPX 10/30/15 @ 2773.38	873.		
CALL ON SPX 10/30/15 @ 2189.51	-185,747.		

SIDNEY R BAER JR FOUNDATION 321040B 43-6829338

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PUT ON SPX 10/30/15 @ 1876.730		248,253.		
PUT ON SPX 10/30/15 @ 1563.940		-62,367.		
BOSTON PPTYS INC		572,518.	572,518.	659,500.
COLUMBIA INCOME FD CL Z		500,000.	500,000.	491,254.
CVS HEALTH CORPORATION		266,073.	266,073.	239,350.
GILEAD SCIENCES INC		226,375.	226,375.	208,550.
INERNATIONAL BUS MACHINES CORP		68,500.	68,500.	151,780.
JOHN HANCOCK II GL ABS RE I		250,000.	367,500.	333,084.
JPM 13M BRENT LR		100,000.		
	TOTALS	26,906,627.	21,627,485.	32,280,795.

SIDNEY R BAER JR FOUNDATION 321040B 43-6829338

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MORGAN STANLEY 5.750% 10/18/16		505,359.	505,359.	506,695.
ANHEUSER BUSCH 5.60% 3/01/17		505,990.	505,990.	515,495.
HONEYWELL INTL 5.300 3/1/18		331,853.		
GOLDMAN SACHS 5.350% 1/15/16		511,215.		
	TOTALS	1,854,417.	1,011,349.	1,022,190.

SIDNEY R BAER JR FOUNDATION 321040B 43-6829338

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
ALPHABET INC CL A	C	290,430.	527,648.
ALPHABET INC CL C	C	148,652.	346,742.
BROADCOM LTD	C	260,635.	1,165,500.
CALL ON EEM 10/13/16 @ 37.080	C	-23,027.	-12,279.
CALL ON EEM 10/13/16 @ 45.370	C	5,533.	27.
CALL ON EFA 10/13/16 @ 60.550	C	-64,745.	-18,557.
CALL ON EFA 10/13/16 @ 75.690	C	7,164.	
CALL ON SPX 10/13/16 @ 2182.94	C	-176,323.	-126,642.
CALL ON SPX 10/13/16 @ 2701.40	C	1,494.	
CARNIVAL CORP	C	243,317.	221,000.
CHARTER COMMUNICATIONS INC NEW	C	94,271.	114,320.
DISNEY WALT CO	C	410,854.	391,280.
HONEYWELL INTL 5.300% 3	C	331,853.	348,088.
KINDER MORGAN INC	C	163,400.	187,200.
NETFLIX COM INC	C	137,367.	137,220.
OPPENHEIMER SENIOR FLOATING RA	C	861,132.	853,499.
PUT ON EEM 10/13/16 @ 25.830	C	-6,227.	-3,585.
PUT ON EEM 10/13/16 @ 31.060	C	23,773.	14,839.
PUT ON EFA 01/26/18 @ 43.720	C	-20,881.	-15,317.
PUT ON EFA 01/26/18 @ 51.920	C	39,942.	29,674.
PUT ON EFA 10/13/16 @ 42.500	C	-14,766.	-7,548.
PUT ON EFA 10/13/16 @ 51.230	C	72,444.	44,635.
PUT ON SPX 10/13/16 @ 1537.720	C	-65,033.	-25,090.
PUT ON SPX 10/13/16 @ 1849.420	C	239,884.	112,007.
THE PRICELINE GROUP INC	C	117,027.	499,364.
TOYOTA MTR CORP A D R	C	106,589.	99,990.
VANGUARD INTL GRWTH FD CL ADM	C	300,000.	291,912.
TOTALS		3,484,759.	5,175,927.

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

RECIPIENT NAME:
MENTAL HEALTH ASSOCIATION OF
ST LOUIS
ADDRESS:
1905 S GRAND BLVD
ST LOUIS, MO 63104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ALLIANCE ON MENTAL ILLNESS
NAMI ST LOUIS
ADDRESS:
1750 S BRENTWOOD BLVD
ST LOUIS, MO 63144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
UNIVERSITY OF SOUTHERN CALIFORNIA
DEPT OF CONTRACTS AND GRANTS
ADDRESS:
3720 SOUTH FLOWER STREET
LAS ANGELES, CA 90089-1147
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

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

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

RECIPIENT NAME:
TRUSTEES OF COLUMBIA UNIVERSITY
IN THE CITY OF NEW YORK
ADDRESS:
1051 RIVERSIDE DRIVE
NEW YORK, NY 10032
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 73,500.

RECIPIENT NAME:
BRIGHAM AND WOMENS HOSPITAL INC
ADDRESS:
116 HUNTINGTON AVENUE 3RD FLOOR
BOSTON, MA 02116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 125,000.

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

RECIPIENT NAME:
MCLEAN HOSPITAL CORPORATION
ADDRESS:
115 MILL STREET, MAIL STOP 126
BELMONT, MA 02478-9106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 165,000.

RECIPIENT NAME:
BOSTON MEDICAL CENTER CORPORATION
ADDRESS:
801 MASSACHUSETTS AVE. - 1ST FLOOR
BOSTON, MA 02118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
THE BRAIN & BEHAVIOR RESEARCH FDTN
ADDRESS:
60 CUTTER MILL ROAD, SUITE 404
GREAT NECK, NY 11021
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

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

RECIPIENT NAME:
CENTER FOR ALTERNATIVE SENTENCING
& EMPLOYMENT SERVICES INC
ADDRESS:
151 LAWRENCE ST 3RD FLOOR
BROOKLYN, NY 11201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
RHODE ISLAND HOSPITAL
ADDRESS:
593 EDDY STREET - APC-9
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OEPRATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 80,000.

RECIPIENT NAME:
PLACES FOR PEOPLE INC
ADDRESS:
4130 LINDELL BLVD
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 110,000.

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

RECIPIENT NAME:
INDEPENDENCE CENTER
ADDRESS:
4245 FOREST PARK AVENUE
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 55,000.

RECIPIENT NAME:
FOUNTAIN HOUSE INC
ADDRESS:
425 WEST 47TH STREET
NEW YORK, NY 10036-2304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 206,250.

RECIPIENT NAME:
THE CENTER FOR REINTEGRATION, INC.
ADDRESS:
347 W. 37TH STREET
NEW YORK, NY 10018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 207,600.

RECIPIENT NAME:
INSTITUTE FOR MENTAL HEALTH RESEARCH
ADDRESS:
P O BOX 84553
PHOENIX, AZ 85701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
CHILDRENS HOSPITAL CORPORATION
ADDRESS:
300 LONGWOOD AVENUE
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 233,766.

RECIPIENT NAME:
MENTAL HEALTH LAW
ADDRESS:
1101 15TH NW - SUITE 1212
WASHINGTON, DC 20005
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ICAHN SCHOOL OF MEDICINE MOUNT SINAI
ADDRESS:
ONE GUSTAVE L. LEVY PLACE
NEW YORK, NY 10029
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 96,235.

RECIPIENT NAME:
BETH ISRAEL DEACONESS MEDICAL CTN
ADDRESS:
330 BROOKLINE AVENUE (BR)
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 370,030.

RECIPIENT NAME:
ST. PATRICK CENTER
ADDRESS:
800 NORTH TUCKER BOULEVARD
ST. LOUIS, MO 63101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

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

RECIPIENT NAME:
GENESIS CLUB HOUSE, INC
ADDRESS:
274 LINCOLN STREET
WORCESTER, MA 01605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 45,000.

TOTAL GRANTS PAID: 2,461,381.