

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation MR BAUER FOUNDATION		A Employer identification number 36-3980782
Number and street (or P O box number if mail is not delivered to street address) 300 SOUTH WACKER DR STE 500	Room/suite	B Telephone number (see instructions) (312) 924-4241
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60606		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 15,505,446	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	406,314	400,745		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	147,084			
	b Gross sales price for all assets on line 6a	2,420,807			
	7 Capital gain net income (from Part IV, line 2)		147,084		
	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)					
12 Total. Add lines 1 through 11	553,398	547,829			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	30,477			
	b Accounting fees (attach schedule)	2,000			
	c Other professional fees (attach schedule)	55,082			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,515	2,490		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,532			4,532
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,121	196		1,250
	24 Total operating and administrative expenses. Add lines 13 through 23	96,727	2,686		5,782
	25 Contributions, gifts, grants paid	867,038			867,038
26 Total expenses and disbursements. Add lines 24 and 25	963,765	2,686		872,820	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-410,367				
b Net investment income (if negative, enter -0-)		545,143			
c Adjusted net income (if negative, enter -0-)					

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	21,472	23,516	23,516
	2 Savings and temporary cash investments	40,104	543,173	543,173
	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 ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	5,309,669	4,030,552	4,298,814
	b Investments—corporate stock (attach schedule)	5,867,485	5,307,983	6,540,800
	c Investments—corporate bonds (attach schedule)	100,000		
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,983,222	4,014,219	3,966,643
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	155,000	132,500	132,500	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,476,952	14,051,943	15,505,446	
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)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	14,476,952	14,051,943		
30 Total net assets or fund balances (see instructions)	14,476,952	14,051,943		
31 Total liabilities and net assets/fund balances (see instructions) .	14,476,952	14,051,943		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,476,952
2 Enter amount from Part I, line 27a	2	-410,367
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	14,066,585
5 Decreases not included in line 2 (itemize) ▶ _____	5	14,642
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	14,051,943

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 See Additional Data Table				
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	147,084
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	-7

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 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))
2016	927,597	15,385,370	0.060291
2015	804,765	15,919,661	0.050552
2014	883,699	16,551,641	0.053390
2013	848,271	16,198,263	0.052368
2012	744,820	15,372,826	0.048450

2 Total of line 1, column (d)	2	0.265051
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	0.053010
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	15,438,315
5 Multiply line 4 by line 3	5	818,385
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,451
7 Add lines 5 and 6	7	823,836
8 Enter qualifying distributions from Part XII, line 4	8	872,820

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,451
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	5,451
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	5,451
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	7,214
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	7,214
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	1,763
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 1,763 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		No
b		No
c		No
d		
e		
2		No
3		No
4a		No
b		
5		No
6		
7	Yes	
8a		
b	Yes	
9		No
10		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
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 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 Yes
14 The books are in care of KENT LAWRENCE Telephone no (312) 924-4241
Located at 300 SOUTH WACKER DRIVE SUITE 500 CHICAGO IL ZIP+4 60606
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
16 At any time during calendar year 2017, 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? Yes No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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.
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 No
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 2017? 1c No
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions) 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 20, 20, 20, 20
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 2017 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 2017). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
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 2017? 4b No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.			<input type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b
				No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	Title, and average hours per week (b) 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 Additional Data Table				

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	Title, and average hours per week (b) 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. ▶

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
LAWRENCE KAMIN SAUNDERS UHLENHOP 300 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	MGT & EX DIR SV	55,082

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

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	-12,500
Total. Add lines 1 through 3 ▶	-12,500

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	15,260,495
b	Average of monthly cash balances.	1b	264,171
c	Fair market value of all other assets (see instructions).	1c	148,750
d	Total (add lines 1a, b, and c).	1d	15,673,416
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	
3	Subtract line 2 from line 1d.	3	15,673,416
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	235,101
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	15,438,315
6	Minimum investment return. Enter 5% of line 5.	6	771,916

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	771,916
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	5,451
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,451
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	766,465
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	766,465
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	766,465

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	872,820
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	872,820
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	5,451
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	867,369

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				766,465
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.			52,344	
c From 2014.			69,747	
d From 2015.			36,088	
e From 2016.			171,896	
f Total of lines 3a through e.	330,075			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>872,820</u>				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				766,465
e Remaining amount distributed out of corpus	106,355			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	436,430			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
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).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	436,430			
10 Analysis of line 9				
a Excess from 2013.			52,344	
b Excess from 2014.			69,747	
c Excess from 2015.			36,088	
d Excess from 2016.			171,896	
e Excess from 2017.			106,355	

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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 email address 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE AS PER ATTACHED AS PER ATTACHED, IL 60606	N/A	PUBLIC	CHARITABLE	867,038
Total			▶ 3a	867,038
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

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

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

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.

Sign Here

***** 2018-07-05 *****

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 <input type="checkbox"/>	PTIN
	BARBARA L AMES CPA		2018-07-05		P00040575
	Firm's name ▶ BARKANIC & AMES LLC	Firm's address ▶ 15200 OMEGA DRIVE SUITE 250 ROCKVILLE, MD 208503241			Firm's EIN ▶ 52-2279476
					Phone no (301) 330-6664

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
MERRILL LYNCH - LT COVERED	P		
MERRILL LYNCH - LT NONCOVERED	P		
MERRILL LYNCH	P	2010-02-19	2017-09-01
MERRILL LYNCH - ST NONCOVERED	P	2016-10-10	
MERRILL LYNCH - LT NONCOVERED	P		
MERRILL LYNCH - LT COLLECTIBLES	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
743,910		684,000	59,910
1,658,099		1,569,689	88,410
15,000		15,687	-687
513		520	-7
1,586		2,224	-638
1,699		1,603	96

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			59,910
			88,410
			-687
			-7
			-638
			96

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
KENT LAWRENCE 300 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	PRES/EXEC DI 000 00	0	0	0
KATHLEEN A LAWRENCE 300 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	TREAS/SECRET 000 00	0	0	0
ROY G SVENSON 300 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	VICE-PRESIDE 000 00	0	0	0
MITCHELL B GOLDBERG 300 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	DIRECTOR 000 00	0	0	0
DR STEVE L MEEKS 300 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	DIRECTOR 000 00	0	0	0

TY 2017 Accounting Fees Schedule**Name:** MR BAUER FOUNDATION**EIN:** 36-3980782**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	2,000			

TY 2017 Investments Corporate Bonds Schedule

Name: MR BAUER FOUNDATION

EIN: 36-3980782

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BOND HOLDINGS		

TY 2017 Investments Corporate Stock Schedule**Name:** MR BAUER FOUNDATION**EIN:** 36-3980782

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY INVESTMENTS	701,260	745,020
MUTUAL FUNDS	4,606,723	5,795,780

TY 2017 Investments Government Obligations Schedule**Name:** MR BAUER FOUNDATION**EIN:** 36-3980782**US Government Securities - End
of Year Book Value:****US Government Securities - End
of Year Fair Market Value:****State & Local Government
Securities - End of Year Book
Value:**

4,030,552

**State & Local Government
Securities - End of Year Fair
Market Value:**

4,298,814

TY 2017 Investments - Other Schedule**Name:** MR BAUER FOUNDATION**EIN:** 36-3980782**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CDS	AT COST	4,014,219	3,966,643

TY 2017 Legal Fees Schedule**Name:** MR BAUER FOUNDATION**EIN:** 36-3980782

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GENERAL LEGAL FEES	30,477			

TY 2017 Other Assets Schedule**Name:** MR BAUER FOUNDATION**EIN:** 36-3980782**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENT -			
WILD ONES NATURAL LANDSCAPERS LTD	20,000	10,000	10,000
LEAVE NO VETERAN BEHIND	135,000	122,500	122,500

TY 2017 Other Decreases Schedule**Name:** MR BAUER FOUNDATION**EIN:** 36-3980782

Description	Amount
COST BASIS ADJUSTMENTS	4,642
PRI LOAN FORGIVENESS WILD ONES NL	10,000

TY 2017 Other Expenses Schedule**Name:** MR BAUER FOUNDATION**EIN:** 36-3980782**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MERRILL LYNCH CUSTODIAL FEE	180	180		
INSURANCE	675			
NONPROFIT INFORMATION SERVICE	750			750
NONPROFIT MEMBERSHIP ORGANIZA	500			500
BANK SERVICE CHARGE	16	16		

TY 2017 Other Professional Fees Schedule**Name:** MR BAUER FOUNDATION**EIN:** 36-3980782

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT & EXECUTIVE DIRECTOR	55,082			

TY 2017 Taxes Schedule**Name:** MR BAUER FOUNDATION**EIN:** 36-3980782

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL REPORT FILING IL	10			
SEC STATE - ANNUAL FEE	15			
FOREIGN TAXES PAID	2,490		2,490	

**FORM 990-PF for Year 2017, M. R. BAUER FOUNDATION, c/o Kent Lawrence
300 S. Wacker Dr. # 500, Chicago, IL 60606, FEIN 36-3980782
2017 CONTRIBUTIONS [Part I, Ln. 25 col. a & d; Part XV, Ln. 3(a)]**

<u>Donee</u>	<u>Amount</u>
Resolution Systems Institute	\$ 256,000
Resolution Systems Institute (Web Site redo)	15,000
Northwestern Pritzker School of Law (Mediation Program-Visit. Prof. & ADR Fellowship)	173,000
Northwestern Pritzker School of Law	1,200
Brandeis University (Volen Center)	90,000
Planned Parenthood Association/Illinois	80,000
The Methodist Hospital Foundation (DBR Chair endowment)	50,000
National Council of Jewish Women / LA	22,000
University of Illinois Foundation (Law & Music)	18,500
DePaul University (Vets/McCormick Match)	15,000
DePaul University (Charles Suchar Award)	3,000
DePaul University Center for Jewish Law & Judaic Studies	1,500
National Judicial College (ALJ Training)	15,138
National Judicial College (Judicial Mediation Training)	5,000
The Cradle Foundation	10,000
Ravenswood Community Daycare, Inc. (RC4)	10,000
Lyric Opera of Chicago	7,500
Empowerment Through Education and Exposure	7,500
The Nature Conservancy (Nachusa)	5,000
The Art Institute of Chicago	5,000
The Global Health Initiative at Chicago Lake Shore Medical Associates Inc.	3,800
The Orchestral Association	3,500
Hugs for Brady Foundation	3,400
Near South Planning Board	3,000
Volunteers of America Inc. VOA of Illinois	2,900
Anti-Defamation League of B'Nai Brith	2,500
Union League Boys and Girls Clubs of Chicago	2,000
Life Matters Media	2,000
Natural Land Institute	2,000
The Heart of a Marine Foundation	2,000
American Assembly	2,000
The CARA Program	2,000
Museum of Contemporary Art	1,500
Society for Contemporary Art	1,500
Congregation Ezras Isreal	1,500
Community Education Network / Village Leadership Achademy	1,250
Chicago West Community Music Center	1,250
American Brain Tumor Association	1,000
Window to the World Communications, Inc. (WTTW)	1,000
United States Holocaust Memorial Council	1,000
Glen Ellyn Community [a/k/a Children's] Resource Center	1,000
Child Care Association of Evanston	1,000
Shaarei Chinuch Day School	1,000
March of Dimes	1,000
Deborah's Place	500
Hinda Institute	500
Total, Ln. 25	<u>\$ 867,038</u>

**FORM 990-PF for Year 2017, M. R. BAUER FOUNDATION, c/o Kent Lawrence
300 S. Wacker Dr. # 500, Chicago, IL 60606, FEIN 36-3980782
2017 Program Related investments [Part IX-B, Ln. 1 & 3]**

	To Whom	For What	Amount
Ln 1:	PRI Made		<u>\$0</u>
Ln 3:	Repayment of PRI	Wild Ones Natural Landscapers, Ltd.	\$0
		Leave No Veteran Behand	<u>\$12,500</u>
		Total	<u>\$12,500</u>

**FORM 990-PF for Year 2017, M. R. BAUER FOUNDATION, c/o Kent Lawrence
300 S. Wacker Dr. # 500, Chicago, IL 60606, FEIN 36-3980782
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300 S. Wacker Dr. # 500, Chicago, IL 60606, FEIN 36-3980782
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Resolution Systems Institute (Web Site redo)	45,000
Northwestern Pritzker School of Law (Mediation Program-Visit. Prof. & ADR Fellowship)	173,000
Northwestern Pritzker School of Law	1,200
Brandeis University (Volen Center)	90,000
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Life Matters Media	2,000
Natural Land Institute	2,000
The Heart of a Marine Foundation	2,000
American Assembly	2,000
The CARA Program	2,000
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March of Dimes	1,000
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Total, Ln. 25	<u>\$ 867,038</u>