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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

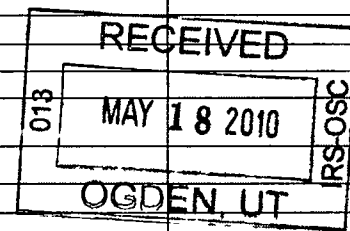
For calendar year 2009, or tax year beginning 2009, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE BAKEWELL FOUNDATION		A Employer identification number 43-1434313
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 7800 FORSYTH BLVD., 8TH FLOOR		B Telephone number (see the instructions) (314) 862-5555
	City or town State ZIP code ST. LOUIS MO 63105		C If exemption application is pending, check here ☐
	H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 5,695,704.		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 the 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 (att sch)	650,000.			
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	21,199.	18,392.	21,199.	
	4 Dividends and interest from securities	80,892.	80,892.	80,892.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-47,674.			
	b Gross sales price for all assets on line 6a	542,326.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
LITIGATION PAYMENT	49.	49.	49.		
12 Total. Add lines 1 through 11	704,466.	99,333.	102,140.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,488.	744.		744.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	3,066.	0.		3,066.
	17 Interest				
	18 Taxes (attach schedule)(see instr) FOREIGN TAX	1,486.	1,486.		0.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	10,251.	5,127.		5,124.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,291.	7,357.		8,934.
	25 Contributions, gifts, grants paid	248,400.			248,400.
26 Total expenses and disbursements. Add lines 24 and 25	264,691.	7,357.		257,334.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	439,775.				
b Net investment income (if negative, enter -0-)		91,976.			
c Adjusted net income (if negative, enter -0-)			102,140.		

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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			
	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 the instructions)			
	7	Other notes and loans receivable (attach sch)			
		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) L-10a Stmt	415,292.	207,877.	207,877.
	b	Investments — corporate stock (attach schedule) L-10b Stmt	1,757,862.	2,549,123.	2,549,123.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt	814,526.	1,134,863.	1,134,863.
	LIABILITIES	11	Investments — land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule) L-13 Stmt	1,709,586.	1,803,841.	1,803,841.
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 instructions. Also, see page 1, item I)	4,697,266.	5,695,704.	5,695,704.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, & other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,697,266.	5,695,704.	
	30	Total net assets or fund balances (see the instructions)	4,697,266.	5,695,704.	
	31	Total liabilities and net assets/fund balances (see the instructions)	4,697,266.	5,695,704.	

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	4,697,266.
2	Enter amount from Part I, line 27a	2	439,775.
3	Other increases not included in line 2 (itemize) ☐ See Other Increases Stmt	3	561,604.
4	Add lines 1, 2, and 3	4	5,698,645.
5	Decreases not included in line 2 (itemize) ☐ See Other Decreases Stmt	5	2,941.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,695,704.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE ATTACHED SCHEDULE-LT		P	Various	Various
b CAPITAL GAIN DISTRIBUTIONS		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 542,326.		592,526.	-50,200.
b 2,526.		0.	2,526.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-50,200.
b 0.	0.	0.	2,526.
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	-47,674.
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 the 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 (column (b) divided by column (c))
2008	238,544.	4,457,345.	0.053517
2007	188,924.	3,404,920.	0.055486
2006	139,462.	2,521,449.	0.055310
2005	69,960.	1,533,056.	0.045634
2004	56,061.	1,040,436.	0.053882

2 Total of line 1, column (d)	2	0.263829
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	0.052766
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,826,708.
5 Multiply line 4 by line 3	5	254,686.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	920.
7 Add lines 5 and 6	7	255,606.
8 Enter qualifying distributions from Part XII, line 4	8	257,334.

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 the instructions)

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	920.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	920.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	920.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,500.	
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	1,500.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	580.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 580. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>MO - Missouri</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>RICHARD W. MEIER</u> Telephone no <u>(314) 862-5555</u> Located at <u>7800 FORSYTH BLVD., 8TH FLOOR, ST. LOUIS MO</u> ZIP + 4 <u>63105</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

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
1 a 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions)	2 b	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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 2009 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 2009)	3 b	X
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2009?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b X

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b X

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
EDWARD L. BAKEWELL III 7800 FORSYTH BLVD., ST. LOUIS MO 63105	PRESIDENT PART-TIME	0.	0.	0.
RICHARD W. MEIER 7800 FORSYTH BLVD., ST. LOUIS MO 63105	SECRETARY PART-TIME	0.	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				
0				
0				
0				
0				

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		
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 SEE STATEMENT 5	
	0.
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	
	0.
2	
All other program-related investments See instructions	
3 NONE	
	0.
Total. Add lines 1 through 3	None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	4,900,211.
b Average of monthly cash balances	1b	0.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	4,900,211.
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	4,900,211.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	73,503.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,826,708.
6 Minimum investment return. Enter 5% of line 5	6	241,335.

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	241,335.
2a Tax on investment income for 2009 from Part VI, line 5	2a	920.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	920.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	240,415.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	240,415.
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	240,415.

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	257,334.
b Program-related investments — total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	257,334.
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	920.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	256,414.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				240,415.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009				
a From 2004	2,469.			
b From 2005	0.			
c From 2006	13,949.			
d From 2007	21,698.			
e From 2008	18,445.			
f Total of lines 3a through e	56,561.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 257,334.				
a Applied to 2008, 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 2009 distributable amount				237,946.
e Remaining amount distributed out of corpus	19,388.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	2,469.			2,469.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	73,480.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	73,480.			
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	13,949.			
c Excess from 2007	21,698.			
d Excess from 2008	18,445.			
e Excess from 2009	19,388.			

N/A

- 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.)**

NONE - EACH APPLICANT AND THE AMOUNT OF THE GRANT OR CONTRIBUTION WILL BE EVALUATED ON MERIT.

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
<i>a Paid during the year</i> SEE STATEMENT 5	NONE	VAR	VAR	248,400.
Total			▶ 3a	248,400.
<i>b Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	21,199.	
4 Dividends and interest from securities			14	80,892.	
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			14	49.	
8 Gain or (loss) from sales of assets other than inventory			18	-47,674.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				54,466.	
13 Total. Add line 12, columns (b), (d), and (e)				13	54,466.

(See worksheet in the instructions for line 13 to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2009

Name of the organization

THE BAKEWELL FOUNDATION

Employer identification number

43-1434313

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

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

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

General Rule –

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

Special Rules –

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE BAKEWELL FOUNDATION

43-1434313

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EDWARD L. BAKEWELL III #13 CHATFIELD PLACE ROAD SAINT LOUIS MO 63141	\$ 650,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
MANAGEMENT FEE	10,219.	5,110.		5,109.
MO ANNUAL REG REPORT	15.	8.		7.
MISCELLANEOUS	17.	9.		8.
Total	10,251.	5,127.		5,124.

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Unrealized Gain/Mkt to Mkt Adjustment	560,870.
2009 INCOME REPORTED IN PRIOR YEAR	734.
Total	561,604.

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

2010 INCOME REPORTED IN CURRENT YEAR	12.
FEDERAL TAX PAID	2,929.
Total	2,941.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Annie Gottlieb	Consulting	1,000.			1,000.
John D. Furber	Consulting	2,066.			2,066.
Total		3,066.			3,066.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
\$200,000 FNMA			207,877.	207,877.
Total			207,877.	207,877.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED	2,549,123.	2,549,123.
Total	<u>2,549,123.</u>	<u>2,549,123.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
21,897.81 MFB Northern H/Y Fixed Income	152,628.	152,628.
95270.12 MFB Northern Fds Bond Index	982,235.	982,235.
Total	<u>1,134,863.</u>	<u>1,134,863.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
SEE SCHEDULE	1,803,841.	1,803,841.
Total	<u>1,803,841.</u>	<u>1,803,841.</u>

Supporting Statement of:

Form 990-PF, p1/Line 1(a)

Description	Amount
Edward L. Bakewell III	650,000.
Total	650,000.

The Bakewell Foundation
EIN: 43-1434313
Year Ending December 31, 2009
Balance Sheet - FMV

	<u>12/31/2009</u>
Bank of America - checking	-
<u>US Gov't & Other Gov't</u>	
200,000 FNMA 4.75% due 12-15-2010	207,877
200,000 Federal Home Ln Mortgage Corp 4 75%	
	207,877
<u>Corporate Bonds</u>	
21,897 81 MFB Northern H/Y Fixed Income	152,628
95,270 12 MFB Northern Fds Bd Index Fund	
	982,235
	1,134,863
<u>Corporate Stocks</u>	
750 Abbott Labs	40,493
800 Adobe Sys Inc	29,424
250 Air Products and Chemicals	20,265
800 American Express Co.	32,416
100 Amazon Com	13,452
350 Apple Computer	73,801
500 Baxter Intl Inc	29,340
500 Chevron Corp	38,495
1,800 Cisco Sys Inc	43,092
500 Costco Wholesale Corp	29,585
850 Danaher Corp	63,920
600 Dominion Res Inc	23,352
900 Emerson Electric	38,340
600 Exxon Mobil Corp	40,914
300 F P L Group Inc	15,846
550 Franklin Res Inc	57,943
1,200 General Electric Co	18,156
340 Goldman Sachs Group Inc	57,406
550 Hewlett Packard	28,331
1,000 Intel Corp	20,400
600 Johnson & Johnson	38,646
500 Johnson Controls Inc	13,620
1400 JP Morgan Chase & Co	58,338
700 Kellogg Co	37,240
200 Kohls Corporation	10,786
900 Medco Health Solutions	57,519
600 Merck & Company	21,924
1,000 Microsoft Corp	30,490
250 Mosaic Co	14,933
600 Natl Oilwell Varco	26,454
300 Noble Energy	21,366
450 PepsiCo Inc	27,360

The Bakewell Foundation
EIN: 43-1434313
Year Ending December 31, 2009
Balance Sheet - FMV

Corporate Stocks (cont'd)	
450 P G & E Corp	20,093
600 Procter & Gamble Co.	36,378
500 Qualcomm	23,130
600 Schlumberger Ltd	39,054
1,000 Schwab Charles Corp	18,820
1,000 Texas Instrs Inc	26,060
279 Transocean Inc	23,101
700 United Technologies Corp	48,587
600 Veriuzon Communications	19,878
400 Wal-Mart Stores	21,380
1,000 Walt Disney Co	32,250
600 Wells Fargo & Co	16,194
800 ITT Corp	39,792
600 Jacobs Engr Group	22,566
5,995 69 Northern Fds Multi-Manager Mid Cap	56,240
2,895 13 Northern Mid Cap Index Fund	27,648
800 Microchip Technology	23,248
500 Sigma-Adrich, Corp	25,265
3,825 97 Northern Fds Small Cap Index Fund	26,246
5,996 50 Northern Multi Manager Small Cap Fund	49,531
34,357 05 MFB Northern Fds Intl Growth Equity Fd	266,954
23,645 53 Northern Intl Equity Index Fund	235,982
200 BHP Billiton LTD	15,316
550 Novartis AG	29,937
800 Suncor Inc	28,248
	-
18,098.42 Northern Emerging Markets Equity Fd	199,807
6,773 77 MFO Nuveen Preferred	103,774
	2,549,123
<u>Other</u>	
Northern Fds Money Mkt	1,572,524
4,024 80 MFB Northern Fds Global Real Estate	28,697
17,990.98 MFO Pimco Fds Pac Invst Mgmt Commodity	148,965
500 MFC Spdr Gold Tr	53,655
	1,803,841
TOTAL ASSETS	\$ 5,695,704

All assets are reflected on the 12/31/2009 Northern Trust stmt.

THE BAKEWELL FOUNDATION
 EIN: 43-1434313
 FORM 990-PF
 December 31, 2009

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO RECIPIENT</u>	<u>STATUS OF RECIPIENT</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
American Cancer Society 4207 Lindell Blvd St Louis, Missouri 63108	None	Nonprofit Organization	General Operating Funds	\$ 100
Canary Foundation Canary Center at Stanford 1501 South California Avenue, #2500 Palo Alto, California 94304	None	Private Operating Foundation	General Operating Funds	150,000
Carmelite Monastery 49 Mount Carmel Road Santa Fe, New Mexico 87501	None	Nonprofit Organization	General Operating Funds	500
Ducks Unlimited, Inc One Waterfowl Way Memphis, Tennessee 38120	None	Nonprofit Organization	General Operating Funds	100
Friends of Old St Ferdinand Shrine P O Box 222 St Louis, Missouri 63031	None	Nonprofit Organization	General Operating Funds	100
Heart Transplant Association of St Louis 2835 Olive Street St Louis, Missouri 63103	None	Nonprofit Organization	General Operating Funds	500
Heartland Museum 119 9th Street S W P O Box 652 Clarion, Iowa 50525	None	Nonprofit Organization	General Operating Funds	2,500
Neighborhood Health Clinic 120 Goodlette Road North Naples, Florida 34102	None	Nonprofit Organization	General Operating Funds	2,500
Rocky Mountain Institute 1739 Snowmass Creek Road Snowmass, Colorado 81654-9199	None	Nonprofit Organization	General Operating Funds	1,500
SLV Museum P O Box 1593 Alamosa, Colorado 81101	None	Nonprofit Organization	General Operating Funds	500
University of Southern California Sponsored Projects Accounting File #52095 Los Angeles, California 90074-2096	None	Private University	Sponsored Projects Accounting, File #52095	90,000
University of Wyoming Foundation, The 1200 East Iverson Avenue Laramie, Wyoming 82070-4159	None	Private Operating Foundation	General Operating Funds (Restricted to American Heritage Center)	100
			TOTAL	<u>\$ 248,400</u>

2009 Tax Information Statement

Page 6 of 19

Account Number: 23-57881
 Recipient's Tax ID number: XX-XXX4313

Recipient's Name and Address
 EDWARD L. BAKEWELL, JR. FAMILY
 FOUNDATIO
 7800 FORSYTH BLVD. FL. 8
 SAINT LOUIS, MO 63105-3311

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST FSB
 P.O. BOX 803878
 CHICAGO, IL 60680

2009 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Long Term 15% Sales								
200000.0000	3137EAAQ2	FHLMC PREASSIGN 00015 4.75 03-05-2009	04/10/2007	03/05/2009	200,000.00	199,319.00	681.00	0.00
350.0000	744320102	PRUDENTIAL FINL INC	VARIOUS	04/03/2009	8,180.15	31,515.00	-23,334.85	0.00
100000.0000	172967DZ1	CITIGROUP INC CITIGROUP 5.25 02/27/2012 5.25% DUE 02-27-2012	08/30/2007	06/08/2009	96,050.00	99,624.00	-3,574.00	0.00
350.0000	03938L104	ADR ARCELOORMITTAL SA LUXEMBOURG N Y REGISTRY SHS	VARIOUS	11/25/2009	13,867.66	22,758.50	-8,890.84	0.00
500.0000	064058100	BANK NEW YORK MELLON CORP COM STK	06/24/2008	11/25/2009	13,304.66	19,815.00	-6,510.34	0.00
400.0000	075887109	BECTON DICKINSON & CO	10/09/2007	11/25/2009	30,063.23	33,304.00	-3,240.77	0.00
300.0000	30161N101	EXELON CORP	VARIOUS	11/25/2009	14,459.63	15,957.00	-1,497.37	0.00
900.0000	580135101	MCDONALDS CORP	VARIOUS	11/25/2009	57,967.51	36,702.00	21,265.51	0.00
1000.0000	654902204	NOKIA CORP SPONSORED ADR	09/14/2007	11/25/2009	13,439.65	33,590.00	-20,150.35	0.00
400.0000	941848103	WATERS CORP	VARIOUS	11/25/2009	23,819.39	25,550.00	-1,730.61	0.00
1000.0000	G1151C101	ACCENTURE PLC SHS CL A NEW	VARIOUS	11/25/2009	40,498.96	33,590.00	6,908.96	0.00
3444.7200	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	VARIOUS	11/27/2009	30,658.01	40,801.58	-10,143.57	0.00
500.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		12/31/2009	17.45		17.45	0.00
Total Long Term 15% Sales						592,526.08	-50,199.78	0.00

This is important tax information and is being furnished to you.



FORM 990PF; PART IV, LINE 14
 THE BAKEWELL FOUNDATION FEIN: 43-1434313