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

2011Department 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 2011, or tax year beginning , 2011, and ending

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) 7800 FORSYTH BLVD., 8TH FLOOR		B Telephone number (see the instructions) (314) 862-5555
City or town ST. LOUIS	State ZIP code MO 63105	C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ 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, column (c), line 16) \$ 6,484,831.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (att sch)	300,000.			
2 Ck ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	126.	0.	126.	
4 Dividends and interest from securities	205,968.	205,968.	205,968.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-24,478.			
6b Gross sales price for all assets on line 6a	605,782.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
10b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
NON-DIVIDEND DISTRIBUTIONS	833.	832.	832.	
12 Total. Add lines 1 through 11	482,449.	206,800.	206,926.	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	4,812.	0.	0.	4,812.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) L-16c Stmt	6,000.	0.	0.	6,000.
17 Interest				
18 Taxes (attach schedule)(see instrs) FOREIGN TAX	2,677.	2,677.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
MANAGEMENT FEE	13,059.	6,529.		6,528.
24 Total operating and administrative expenses. Add lines 13 through 23	26,548.	9,206.	0.	17,340.
25 Contributions, gifts, grants paid	318,000.			318,000.
26 Total expenses and disbursements. Add lines 24 and 25	344,548.	9,206.	0.	335,340.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	137,901.			
b Net investment income (if negative, enter -0-)		197,594.		
c Adjusted net income (if negative, enter -0-)			206,926.	

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ADMINISTRATIVE AND OPERATING EXPENSES

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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		100.	100.
	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 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)			
	b	Investments — corporate stock (attach schedule) L-10b Stmt	2,868,297.	3,157,742.	3,157,742.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt	2,154,554.	2,634,638.	2,634,638.
	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	1,502,189.	692,351.	692,351.
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 1)	6,525,040.	6,484,831.	6,484,831.
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	6,525,040.	6,484,831.	
	30	Total net assets or fund balances (see instructions)	6,525,040.	6,484,831.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,525,040.	6,484,831.	

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	6,525,040.
2	Enter amount from Part I, line 27a	2	137,901.
3	Other increases not included in line 2 (itemize) ☐ See Other Increases Stmt	3	3,619.
4	Add lines 1, 2, and 3	4	6,666,560.
5	Decreases not included in line 2 (itemize) ☐ See Other Decreases Stmt	5	181,729.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,484,831.

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-S/T	P	11/10/10	08/04/11
b SEE ATTACHED SCHEDULE-L/T	P	Various	08/04/11
c CAPITAL GAIN DISTRIBUTIONS	P	Various	Various
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 10,191.		10,905.	-714.
b 578,646.		619,355.	-40,709.
c 16,945.		0.	16,945.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-714.
b			-40,709.
c 0.	0.	0.	16,945.
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	-24,478.
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	-24,478.

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))
2010	290,907.	5,617,135.	0.051789
2009	256,414.	4,826,708.	0.053124
2008	238,544.	4,457,345.	0.053517
2007	188,924.	3,404,920.	0.055486
2006	139,462.	2,521,449.	0.055310

2 Total of line 1, column (d)	2	0.269226
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	0.053845
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,520,341.
5 Multiply line 4 by line 3	5	351,088.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,976.
7 Add lines 5 and 6	7	353,064.
8 Enter qualifying distributions from Part XII, line 4	8	335,340.

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)

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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	3,952.
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	3,952.
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	3,952.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	5,000.	
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	5,000.	
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	1,048.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 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 instructions) ☐ _____ MO – Missouri		
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? <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 2011 or the taxable year beginning in 2011 (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 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? 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>			
16	At any time during calendar year 2011, 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ 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 <u>20__ , 20__ , 20__ , 20__</u>		
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 2011 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 2011)	3b	X
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 2011?	4b	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

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	1a	6,619,636.
a	Average monthly fair market value of securities	1b	
b	Average of monthly cash balances	1c	
c	Fair market value of all other assets (see instructions)	1d	6,619,636.
d	Total (add lines 1a, b, and c)		
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	6,619,636.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	99,295.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,520,341.
6	Minimum investment return. Enter 5% of line 5	6	326,017.

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	326,017.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,952.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,952.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	322,065.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	322,065.
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	322,065.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	335,340.
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1b	0.
b	Program-related investments — total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		
3	Amounts set aside for specific charitable projects that satisfy the:	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	335,340.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4		
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	335,340.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				322,065.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	13,949.			
b From 2007	21,698.			
c From 2008	18,445.			
d From 2009	19,388.			
e From 2010	14,638.			
f Total of lines 3a through e	88,118.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 335,340.				
a Applied to 2010, 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 2011 distributable amount				308,116.
e Remaining amount distributed out of corpus	27,224.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	13,949.			13,949.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	101,393.			
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 2010. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	101,393.			
10 Analysis of line 9:				
a Excess from 2007	21,698.			
b Excess from 2008	18,445.			
c Excess from 2009	19,388.			
d Excess from 2010	14,638.			
e Excess from 2011	27,224.			

N/A

- Form
- 990-PF**
- (2011)

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 5	NONE	VAR	VAR	318,000.
Total			3a	318,000.
b Approved for future payment				
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 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	126.	
4 Dividends and interest from securities			14	205,968.	
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	833.	
8 Gain or (loss) from sales of assets other than inventory			18	-24,478.	
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)				182,449.	
13 Total. Add line 12, columns (b), (d), and (e)				13	182,449.

(See worksheet in line 13 instructions 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, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2011

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

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE BAKEWELL FOUNDATION

43-1434313

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDWARD L. BAKEWELL III NO. 13 CHATFIELD PLACE ROAD SAINT LOUIS MO 63141	\$ 300,000.	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)

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

Other Increases Stmt

Unrealized Gain/Mkt to Mkt Adjustment	
2011 INCOME REPORTED IN PRIOR YEAR	3,619.
Total	3,619.

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

Other Decreases Stmt

2012 INCOME REPORTED IN CURRENT YEAR	399.
FEDERAL TAX PAID	6,729.
UNREALIZED LOSS-MKT TO MKT ADJUSTMENT	174,601.
Total	181,729.

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	6,000.	0.	0.	6,000.
Total		6,000.	0.	0.	6,000.

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	3,157,742.	3,157,742.
Total	3,157,742.	3,157,742.

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
76,223.87 MFB Northern Funds Fixed Income FD	795,015.	795,015.
133,451.45 MFB Northern Fds Bond Index	1,455,955.	1,455,955.
40,054.12 MFB Northern High Yield Fixed Income Fd	281,981.	281,981.
11.503.09 MFO Franklin Invs Secs Tr FLTG Rate Daily Access Fd	101,687.	101,687.
Total	2,634,638.	2,634,638.

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	692,351.	692,351.
Total	<u>692,351.</u>	<u>692,351.</u>

Additional Information For Tax Return

THE BAKEWELL FOUNDATION

43-1434313

Form 990-PF, p6: Line 1b, Hours-1

PART-TIME

Form 990-PF, p6: Line 1b, Hours-2

PART TIME

The Bakewell Foundation
EIN: 43-1434313
Year Ending December 31, 2011
Balance Sheet - FMV

	<u>12/31/2011</u>
Northern Trust - checking	100 00
<u>Corporate Bonds</u>	
40,054 12 MFB Northern H/Y Fixed Income	281,981
76,223.87 MFB Northern Fds Fixed Income Fd	795,015
133,451 45 MFB Northern Fds Bd Index Fund	1,455,955
11,503 09 MFO Franklin Invs Secs Tr Fltg Rate Daily Access FD	101,687
	2,634,639
<u>Corporate Stocks</u>	
750 Abbott Labs	42,173
250 Air Products and Chemicals	21,298
800 American Express Co	37,736
125 Amazon Com	21,638
300 Apple Computer	121,500
600 Bristol Myers Squibb	21,144
500 Chevron Corp	53,200
500 Costco Wholesale Corp	41,660
250 Cummins Inc	22,005
1,000 Danaher Corp	47,040
600 Dominion Res Inc	31,848
500 DuPont E I DeNemours & Co	22,890
1,500 EMC Corp	32,310
900 Emerson Electric	41,931
600 Exxon Mobil Corp	50,856
550 Franklin Res Inc	52,833
2,400 General Electric Co	42,984
700 H J Heinz	37,828
1,000 Intel Corp	24,250
275 IBM	50,567
600 Johnson & Johnson	39,348
700 Johnson Controls Inc	21,882
1,400 JP Morgan Chase & Co	46,550
1,100 Juniper Networks	22,451
900 Medco Health Solutions	50,310
600 Merck & Company	22,620
600 Natl Oilwell Varco	40,794
250 Nike Inc Cl B	24,093
300 Noble Energy	28,317
500 Omnicom Group Inc	22,290
1,400 Oracle Corporation	35,910
450 PepsiCo Inc	29,858

Corporate Stocks (cont'd)

600 Procter & Gamble Co	40,026
325 Qualcomm Inc	17,778
250 Salesforce Com Inc	25,365
500 Schlumberger Ltd	34,155
850 Spectra Energy Corp	26,138
250 TJX Cos Inc	16,138
650 Travelers Cos Inc	38,461
700 United Technologies Corp	51,163
1,400 US Bancorp	37,870
300 V F Corp	38,097
400 Wal-Mart Stores	23,904
600 Walt Disney Co	22,500
1,200 Wells Fargo & Co	33,072
5,995 69 Northern Fds Multi-Manager Mid Cap	65,473
8,324 43 Northern Mid Cap Index Fund	96,647
800 Microchip Technology	29,304
1,000 Principal Finl Group Inc	24,600
13,030 21 Northern Fds Small Cap Index Fund	106,327
5,996 50 Northern Multi Manager Small Cap Fund	52,529
68,629 91 MFB Northern Fds Intl Equity Fd	486,586
23,645 53 Northern Intl Equity Index Fund	211,155
200 BHP Billiton LTD	14,126
550 Novartis AG	31,444
800 Suncor Inc	23,064
	-
29,610 72 Northern Emerging Markets Equity Fd	302,622
7,144 12 MFO Nuveen Preferred	107,090

3,157,742

Other

Northern Fds Money Mkt	453,252
5,755 23 MFB Northern Fds Global Real Estate	42,646
18,418 55 MFO Pimco Fds Pac Invst Mgmt Commodity	120,457
500 MFC Spdr Gold Tr	75,995
	692,351

TOTAL ASSETS \$ 6,484,831

All assets are reflected on the 12/31/2011 Northern Trust stmt

THE BAKEWELL FOUNDATION
 EIN: 43-1434313
 FORM 990-PF
 December 31, 2011

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>
Friends of Old St Ferdinand Shrine #1 Rue St Francois Florissant, MO 63031	None	Nonprofit Organization	General Operating Funds	100
Carmelite Monastery 49 Mount Carmel Road Santa Fe, New Mexico 87501	None	Nonprofit Organization	General Operating Funds	500
Heartland Museum c/o Mr George Boyington 914 2nd SW Clanion, Iowa 50525	None	Nonprofit Organization	General Operating Funds	2,500
Neighborhood Health Clinic 121 Goodlette Road North Naples, Florida 34102	None	Nonprofit Organization	General Operating Funds	2,500
SLV Museum P O Box 1593 Alamosa, Colorado 81101	None	Nonprofit Organization	General Operating Funds	500
University of Wyoming Foundation, The 1200 East Ivins Avenue Laramie, Wyoming 82070-4159	None	Private University	General Operating Funds (Restricted to American Heritage Center)	100
Missouri Botanical Garden PO Box 299 St Louis, MO 63166-0299	None	Nonprofit Organization	General Operating Funds (Designation The Bakewell Ottoman Garden)	1,800
Washington University School of Medicine Campus Box 1247 7425 Forsyth Blvd, Suite 2100 St Louis, MO 63105	None	Private University	General Operating Funds Designation The Dr Walter F Ballinger Surgical Academic Education Program at Washington University	10,000
Canary Foundation Canary Center at Stanford 1501 South California Avenue, #2500 Palo Alto, CA 94304	None	Private Operating Foundation	General Operating Funds	150,000
Barnes Jewish Hospital Foundation 1001 Highlands Plaza Drive West Suite 140 St Louis, MO 63110-1337	None	Private Operating Foundation	General Operating Funds Designation Longevity Research Program Fund #6945-00	150,000
TOTAL				<u>\$ 318,000</u>

STATEMENT 5

2011 Tax Information Statement

Page: 7 of 23

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

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

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

2011 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
Short Term Sales								
500 0000	548661107	LOWES COMPANIES INC	11/10/2010	08/04/2011	10,191.30	10,905.00	-713.70	0.00
Total Short Term Sales						10,905.00	-713.70	0.00
Long Term 15% Sales								
800 0000	00724F101	ADOBE SYS INC	10/09/2007	08/04/2011	21,221.59	36,136.00	-14,914.41	0.00
50 0000	037833100	APPLE COMPUTER INC	09/14/2007	08/04/2011	19,125.13	6,905.50	12,219.63	0.00
500 0000	071813109	BAXTER INTL INC	09/14/2007	08/04/2011	26,984.48	27,275.00	-290.52	0.00
1800.0000	17275R102	CISCO SYS INC	Various	08/04/2011	27,017.48	35,990.00	-8,972.52	0.00
700 0000	235851102	DANAHER CORP	Various	08/04/2011	31,440.38	25,519.00	5,921.38	0.00
400 0000	254687106	WALT DISNEY CO	Various	08/04/2011	14,299.72	13,850.12	449.60	0.00
340 0000	38141G104	GOLDMAN SACHS GROUP INC	Various	08/04/2011	43,379.75	49,289.00	-5,909.25	0.00
550 0000	428236103	HEWLETT PACKARD CO COM	Various	08/04/2011	18,061.65	20,435.50	-2,373.85	0.00
800.0000	450911102	ITT INDS INC	Various	08/04/2011	38,928.29	45,292.25	-6,363.96	0.00
700.0000	487836108	KELLOGG CO	Various	08/04/2011	37,050.28	37,122.00	-71.72	0.00
200 0000	500255104	KOHL'S CORP	11/25/2009	08/04/2011	9,638.31	11,042.00	-1,403.69	0.00
1000.0000	594918104	MICROSOFT CORP COM	Various	08/04/2011	26,209.51	27,801.72	-1,592.23	0.00
300 0000	65339F101	NEXTERA ENERGY INC COM	11/25/2009	08/04/2011	15,827.69	15,756.00	71.69	0.00

FORM 990PF; PART IV, LINE 1a + 1b
 THE BAKEWELL FOUNDATION
 FEIN' 43-1434313
 PAGE 1 OF 2

This is important tax information and is being furnished to you

2011 Tax Information Statement

Page 8 of 23

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

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

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P O BOX 803878
 CHICAGO, IL 60680

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
10365 0700	665162533	MFB NORTHERN FUNDS BD INDEX FD	07/09/2010	08/04/2011	112,772.00	110,388.01	2,383.99	0.00
450 0000	69331C108	PG&E CORP	Various	08/04/2011	18,260.64	20,331.00	-2,070.36	0.00
100.0000	806857108	SCHLUMBERGER LTD ISIN #AN8068571086	01/06/2006	08/04/2011	8,235.84	5,298.00	2,937.84	0.00
1000 0000	808513105	SCHWAB CHARLES CORP COMMON STOCK NEW	06/24/2008	08/04/2011	14,419.72	20,790.00	-6,370.28	0.00
500.0000	826552101	SIGMA ALDRICH CORP	02/05/2008	08/04/2011	31,016.65	24,700.00	6,316.65	0.00
1000 0000	882508104	TEXAS INSTRUMENTS INC	09/14/2007	08/04/2011	28,299.45	34,696.00	-6,396.55	0.00
600.0000	92343V104	VERIZON COMMUNICATIONS	02/05/2008	08/04/2011	21,125.59	21,261.07	-135.48	0.00
279 0000	H8817H100	TRANSOCEAN LTD	09/14/2007	08/04/2011	15,331.75	29,476.35	-14,144.60	0.00
Total Long Term 15% Sales					578,645.90	619,354.52	-40,708.64	0.00

FORM 990PF, PART IV, LINE 1a + 1b
 THE BAKEWELL FOUNDATION
 FEIN: 43-1434313
 PAGE 2 OF 2

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