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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**

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

For calendar year 2012, or tax year beginning , 2012, 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) \$ 6,939,539.	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)
REVENUE				
1 Contributions, gifts, grants, etc., received (att sch)				
2 ☒ If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	38.	0.	38.	
4 Dividends and interest from securities	198,241.	198,241.	198,241.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	44,979.	L-6a Stmt		
b Gross sales price for all assets on line 6a	80,281.			
7 Capital gain net income (from Part IV, line 2)		44,979.		
8 Net short-term capital gain			44,979.	
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)				
NON-DIVIDEND DISTRIBUTIONS	1,121.	1,121.	1,121.	
12 Total. Add lines 1 through 11	244,379.	244,341.	244,379.	
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)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)	4,500.	0.	0.	4,500.
17 Interest				
18 Taxes (attach schedule) (see instrs)	2,524.	2,524.		
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	34,101.	17,036.		17,065.
24 Total operating and administrative expenses. Add lines 13 through 23	41,125.	19,560.	0.	21,565.
25 Contributions, gifts, grants paid	247,100.			247,100.
26 Total expenses and disbursements. Add lines 24 and 25	288,225.	19,560.	0.	268,665.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-43,846.			
b Net investment income (if negative, enter -0-)		224,781.		
c Adjusted net income (if negative, enter -0-)			244,379.	

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

A S S E T S	1	Cash – non-interest-bearing	100.	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	3,157,742.	3,603,413.	3,603,413.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	2,634,638.	2,709,186.	2,709,186.
	L I A B I L I T I E S	11	Investments – land, buildings, and equipment basis		
		Less accumulated depreciation (attach schedule)			
12		Investments – mortgage loans			
13		Investments – other (attach schedule) L-13 Stmt	692,351.	626,840.	626,840.
14		Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
15		Other assets (describe)			
16		Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	6,484,831.	6,939,539.	6,939,539.
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)				
N E T A S S E T S O R F U N D B A L A N C E S		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	6,484,831.	6,939,539.	
	30	Total net assets or fund balances (see instructions)	6,484,831.	6,939,539.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,484,831.	6,939,539.	

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	6,484,831.
2	Enter amount from Part I, line 27a	2	-43,846.
3	Other increases not included in line 2 (itemize) See Other Increases Stmt	3	504,588.
4	Add lines 1, 2, and 3	4	6,945,573.
5	Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	6,034.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,939,539.

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)
1 a	900 Shares—Medco Health Solutions	P	various	04/03/12
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 61,222.		35,302.	25,920.
b 19,059.		0.	19,059.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) 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 0.	0.	0.	25,920.
b 0.	0.	0.	19,059.
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	44,979.
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	44,979.

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))
2011	335,340.	6,520,341.	0.051430
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

2 Total of line 1, column (d)	2	0.265346
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	0.053069
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,712,238.
5 Multiply line 4 by line 3	5	356,212.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,248.
7 Add lines 5 and 6	7	358,460.
8 Enter qualifying distributions from Part XII, line 4	8	268,665.

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	4,496.
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	4,496.
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	4,496.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	6,048.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	6,048.	
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	1,552.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 1,552. 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 2012 or the taxable year beginning in 2012 (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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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>	16		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
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 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>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)	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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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 2012?	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

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				

Total number of other employees paid over \$50,000

▶

None

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	1 a	6,814,455.
b Average of monthly cash balances	1 b	
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	6,814,455.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	6,814,455.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	102,217.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,712,238.
6 Minimum investment return. Enter 5% of line 5	6	335,612.

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	335,612.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	4,496.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	4,496.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	331,116.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	331,116.
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	331,116.

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	1 a	268,665.
b Program-related investments — total from Part IX-B	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	268,665.
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	268,665.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				331,116.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	21,698.			
b From 2008	18,445.			
c From 2009	19,388.			
d From 2010	14,638.			
e From 2011	27,224.			
f Total of lines 3a through e	101,393.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 268,665.				
a Applied to 2011, 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 2012 distributable amount				268,665.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	62,451.			62,451.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	38,942.			
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 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	38,942.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	11,718.			
d Excess from 2011	27,224.			
e Excess from 2012	0.			

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling _____
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or ☐ 4942(j)(3) or

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

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

a 'Assets' alternative test – enter

(1) Value of all assets

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

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

c 'Support' alternative test – enter'

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

EDWARD L. BAKEWELL III

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

NONE

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

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

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

RICHARD W. MEIER

7800 FORSYTH BLVD., 8TH FLOOR

ST. LOUIS

MO 63105

(314) 862-5555

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

ONLY WRITTEN APPLICATIONS EXPLAINING THE MERITS OF THE SPECIFIC REQUEST WILL BE CONSIDERED

c Any submission deadlines

NONE

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

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	247,100.
Total				247,100.
<i>b Approved for future payment</i>				
Total				

Part XVI-A Analysis of Income-Producing Activities

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	38.	
4	Dividends and interest from securities			14	198,241.	
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	1,121.	
8	Gain or (loss) from sales of assets other than inventory			18	44,979.	0.
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)				244,379.	0.
13	Total. Add line 12, columns (b), (d), and (e)				13 244,379.	244,379.

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

[illegible]

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name

Employer Identification Number

THE BAKEWELL FOUNDATION

43-1434313

Asset Information:

Description of Property	900 SHARES-MEDCO HEALTH SOLUTIONS INC		
Date Acquired	Various	How Acquired	Purchased
Date Sold	04/03/12	Name of Buyer	
Sales Price	61,222.	Cost or other basis (do not reduce by depreciation)	35,302.
Sales Expense	0.	Valuation Method	
Total Gain (Loss)	25,920.	Accumulation Depreciation	
Description of Property	2012 CAPITAL GAIN DISTRIBUTIONS		
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	
Sales Price	19,059.	Cost or other basis (do not reduce by depreciation)	0.
Sales Expense		Valuation Method	
Total Gain (Loss)	19,059.	Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	

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	34,071.	17,036.		17,035.
TAXES AND LICENSES	30.			30.
Total	<u>34,101.</u>	<u>17,036.</u>		<u>17,065.</u>

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

Other Increases Stmt

Unrealized Gain/Mkt to Mkt Adjustment	504,189.
2012 INCOME REPORTED IN PRIOR YEAR	399.
Total	<u>504,588.</u>

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

Other Decreases Stmt

2013 INCOME REPORTED IN CURRENT YEAR	1,034.
FEDERAL TAX PAID	5,000.
UNREALIZED LOSS-MKT TO MKT ADJUSTMENT	
Total	<u>6,034.</u>

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	4,500.			4,500.
Total		<u>4,500.</u>			<u>4,500.</u>

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	3,603,413.	3,603,413.
Total	<u>3,603,413.</u>	<u>3,603,413.</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
77,847.27 MFB Northern Funds Fixed Income FD	827,516.	827,516.
134,510.72 MFB Northern Fds Bond Index	1,474,238.	1,474,238.
40,054.12 MFB Northern High Yield Fixed Income Fd	302,409.	302,409.
11.503.09 MFO Franklin Invs Secs Tr FLTG Rate Daily Access Fd	105,023.	105,023.
Total	<u>2,709,186.</u>	<u>2,709,186.</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	626,840.	626,840.
Total	<u>626,840.</u>	<u>626,840.</u>

The Bakewell Foundation
EIN: 43-1434313
Year Ending December 31, 2012
Balance Sheet - FMV

	<u>12/31/2012</u>
Northern Trust - checking	100 00
<u>Corporate Bonds</u>	
40,054 12 MFB Northern H/Y Fixed Income	302,409
77,847 27 MFB Northern Fds Fixed Income Fd	827,516
134,510 72 MFB Northern Fds Bd Index Fund	1,474,237
11,503 09 MFO Franklin Invs Secs Tr Fltg Rate Daily Access FD	105,023
	<u>2,709,186</u>
<u>Corporate Stocks</u>	
750 Abbott Labs	49,125
250 Air Products and Chemicals	21,005
800 American Express Co	45,984
125 Amazon Com	31,393
300 Apple Computer	159,909
600 Bristol Myers Squibb	19,554
500 Chevron Corp	54,070
500 Costco Wholesale Corp	49,385
250 Cummins Inc	27,088
1,000 Danaher Corp	55,900
600 Dominion Res Inc	31,080
500 DuPont E I DeNemours & Co	22,485
1,500 EMC Corp	37,950
900 Emerson Electric	47,664
729 Express Scripts	39,366
600 Exxon Mobil Corp	51,930
550 Franklin Res Inc	69,135
2,400 General Electric Co	50,376
700 H J Heinz	40,376
1,000 Intel Corp	20,630
275 IBM	52,676
600 Johnson & Johnson	42,060
700 Johnson Controls Inc	21,490
1,400 JP Morgan Chase & Co	61,558
1 100 Juniper Networks	21,637
600 Merck & Company	24,564
600 Natl Oilwell Varco	41,010
500 Nike Inc Cl B	25,800
300 Noble Energy	30,522
500 Omnicom Group Inc	24,980
1,400 Oracle Corporation	46,648
450 PepsiCo Inc	30,794

Corporate Stocks (cont'd)

600 Procter & Gamble Co	40,734
325 Qualcomm Inc	20,157
250 Salesforce Com Inc	42,025
500 Schlumberger Ltd	34,645
850 Spectra Energy Corp	23,273
500 TJX Cos Inc	21,225
650 Travelers Cos Inc	46,683
700 United Technologies Corp	57,407
1,400 US Bancorp	44,716
300 V F Corp	45,291
400 Wal-Mart Stores	27,292
600 Walt Disney Co	29,874
1,200 Wells Fargo & Co	41,016
5,995 69 Northern Fds Multi-Manager Mid Cap	71,289
8,513 52 Northern Mid Cap Index Fund	112,378
800 Microchip Technology	26,072
1,000 Principal Finl Group Inc	28,520
13,120 91 Northern Fds Small Cap Index Fund	121,631
5,996 50 Northern Multi Manager Small Cap Fund	58,406
68,629 91 MFB Northern Fds Intl Equity Fd	564,138
23,645 53 Northern Intl Equity Index Fund	244,495
200 BHP Billiton LTD	15,688
550 Novartis AG	34,815
800 Suncor Inc	26,384
	-
29,610 72 Northern Emerging Markets Equity Fd	351,479
7,212 29 MFO Nuveen Preferred	125,638

3,603,413

Other

Northern Fds Money Mkt	369,164
5,755 23 MFB Northern Fds Global Real Estate	53,121
18,607 02 MFO Pimco Fds Pac Invt Mgmt Commodity	123,551
500 MFC Spdr Gold Tr	81,005
	626,840

TOTAL ASSETS \$ 6,939,539

All assets are reflected on the 12/31/2012 Northern Trust stmt

THE BAKEWELL FOUNDATION
 EIN: 43-1434313
 FORM 990-PF
 December 31, 2012

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>
Fastercures, The Center for Accelerating Medical Solutions 1101 New York Avenue, NW Suite 620 Washington, DC 20005	None	Nonprofit Organization	General Operating Funds	1,000
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 Clanon, 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 Iverson Avenue Laramie, Wyoming 82070-4159	None	Private University	General Operating Funds (Restricted to American Heritage Center)	100
Barnes Jewish Hospital Foundation 1001 Highlands Plaza Drive West Suite 140 St. Louis, MO 63110-1337	None	Private Operating Foundation	General Operating Funds Designation Cancer/Longevity Project Program Fund #7698-00	90,000
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 Prostate Cancer Research Fund Program Fund #7298-00	150,000
TOTAL				<u>\$ 247,100</u>

STATEMENT 5