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

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**

2013**For calendar year 2013, or tax year beginning****, 2013, and ending**

Name of foundation

THE BAKEWELL FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

8820 LADUE ROAD

Room/suite

200

City or town, state or province, country, and ZIP or foreign postal code

SAINT LOUIS

MO 63124

G Check all that apply☐ Initial return☐ Final return☒ Address change☐ Initial Return of a former public charity☐ Amended return☐ Name change**H** Check type of organization☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 7,714,770.

J Accounting method☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

43-1434313

B Telephone number (see the instructions)

(314) 862-5555

C If exemption application is pending, check here ▶ ☐**D 1** Foreign organizations, check here ▶ ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐**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 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)

300,000.

2 Ck ▶ ☐ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

33.

0.

33.

4 Dividends and interest from securities

175,332.

175,332.

175,332.

5a Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

24,728.

L-6a Stmt

b Gross sales price for all assets on line 6a

1,669,530

7 Capital gain net income (from Part IV, line 2)

24,728.

8 Net short-term capital gain

29,020.

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

1,132.

1,132.

1,132.

12 Total. Add lines 1 through 11.

501,225.

201,192.

205,517.

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)**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.

2,388.

2,388.

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

36,641.

18,127.

18,514.

24 Total operating and administrative expenses. Add lines 13 through 23

45,029.

20,515.

0.

24,514.

25 Contributions, gifts, grants paid

358,600.

358,600.

26 Total expenses and disbursements. Add lines 24 and 25

403,629.

20,515.

0.

383,114.

27 Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements

97,596.

b Net investment income (if negative, enter -0-)

180,677.

c Adjusted net income (if negative, enter -0-)

205,517.

10

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.	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	3,603,413.	4,214,973.	4,214,973.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt	2,709,186.	2,579,771.	2,579,771.
	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	626,840.	919,926.	919,926.
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).	6,939,539.	7,714,770.	7,714,770.
17		Accounts payable and accrued expenses			
18		Grants payable			
NET ASSETS OR FUND BALANCES	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)			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒ X			
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	6,939,539.	7,714,770.		
30	Total net assets or fund balances (see instructions)	6,939,539.	7,714,770.		
31	Total liabilities and net assets/fund balances (see instructions)	6,939,539.	7,714,770.		

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	6,939,539.
2	Enter amount from Part I, line 27a	2	97,596.
3	Other increases not included in line 2 (itemize) <u>See Other Increases Stmt</u>	3	685,970.
4	Add lines 1, 2, and 3	4	7,723,105.
5	Decreases not included in line 2 (itemize) <u>See Other Decreases Stmt</u>	5	8,335.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,714,770.

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	SEE ATTACHED SCHEDULE-S/T	P	Various	09/06/13
b	SEE ATTACHED SCHEDULE-L/T	P	01/01/12	09/06/13
c	SEE ATTACHED SCHEDULE-L/T 28%	P	11/25/09	09/06/13
d	Capital Gain Distributions	P	Various	Various
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 2,243.		2,454.	-211.
b 1,571,045.		1,584,133.	-13,088.
c 67,011.		58,215.	8,796.
d 29,231.		0.	29,231.
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			-211.
b			-13,088.
c			8,796.
d 0.	0.	0.	29,231.
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	24,728.
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	29,020.

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))
2012	268,665.	6,712,238.	0.040026
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

2 Total of line 1, column (d)	2	0.249886
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	0.049977
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,099,285.
5 Multiply line 4 by line 3	5	354,801.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,807.
7 Add lines 5 and 6	7	356,608.
8 Enter qualifying distributions from Part XII, line 4	8	383,114.

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	1,807.
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	1,807.
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	1,807.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	6,552.	
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	6,552.	
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	4,745.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 4,745. 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)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		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? If 'Yes,' attach the statement required by General Instruction T		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? If 'Yes,' complete Part II, column (c), and Part XIV	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? If 'No,' attach explanation	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		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 ▶ N/A	13	X	
14	The books are in care of ▶ RICHARD W. MEIER Telephone no ▶ (314) 862-5555 Located at ▶ 8820 LADUE ROAD, SUITE 200 SAINT LOUIS MO ZIP + 4 ▶ 63124			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶				

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

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

	Yes	No
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)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	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 ▶ 20 __ , 20 __ , 20 __ , 20 __		
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 2013 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 2013)	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 2013?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?5 b ☒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)

6 a 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? ☐ Yes ☒ No6 b ☒

If 'Yes' to 6b, file Form 8870

7 a 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? ☐ Yes ☒ No7 b ☒**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 8820 LADUE ROAD, SUITE 200 ST. LOUIS MO 63124	PRESIDENT	0.	0.	0.
RICHARD W. MEIER 8820 LADUE ROAD, SUITE 200 ST. LOUIS MO 63124	SECRETARY	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 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	1 a	7,207,396.
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	7,207,396.
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	7,207,396.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	108,111.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,099,285.
6 Minimum investment return. Enter 5% of line 5	6	354,964.

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	354,964.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	1,807.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	1,807.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	353,157.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	353,157.
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	353,157.

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	383,114.
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	383,114.
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	1,807.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	381,307.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				353,157.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	0.			
b From 2009	0.			
c From 2010	11,718.			
d From 2011	27,224.			
e From 2012	0.			
f Total of lines 3a through e	38,942.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 383,114.				
a Applied to 2012, 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 2013 distributable amount				353,157.
e Remaining amount distributed out of corpus	29,957.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5.	68,899.			
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 2012 Subtract line 4a from line 2a Taxable amount — see instructions.			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions).	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	68,899.			
10 Analysis of line 9				
a Excess from 2009	0.			
b Excess from 2010	11,718.			
c Excess from 2011	27,224.			
d Excess from 2012	0.			
e Excess from 2013	29,957.			

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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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					

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

8820 LADUE ROAD, SUITE 200

ST. LOUIS

MO 63124

(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
a Paid during the year SEE STATEMENT 5	NONE	VAR	VAR	358,600.
Total			3 a	358,600.
b Approved for future payment				
Total			3 b	

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	33.	
4 Dividends and interest from securities			14	175,332.	
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	1,132.	
8 Gain or (loss) from sales of assets other than inventory			18	24,728.	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)				201,225.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	201,225.

(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**
► **Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

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 its Form 990-PF, Part I, line 2, 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,

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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 for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

2013 Tax Information Statement

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
 8820 LADUE RD. STE. 200
 SAINT LOUIS, MO 63124-2080

Page 8 of 28
 Ref: RS

☐ Corrected ☐ 2nd TIN notice

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

2013 Proceeds from Broker and Barter Exchange Transactions

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

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
670700400	MFO NUVEEN PREFERRED SECURIT-I	NPSRX						
68.1700	09/06/2013 Various		1,161.62	1,176.64	0.00	-15.02	0.00	0.00
722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND	PCRIX						
188.4700	09/06/2013 Various		1,081.82	1,277.77	0.00	-195.95	0.00	0.00
Total Short Term Sales				2,243.44	0.00	-210.97	0.00	0.00
Long Term Sales								
423074103	H J HEINZ CO	HNZ						
700.0000	06/10/2013 08/04/2011		50,750.00	35,511.00	0.00	15,239.00	0.00	0.00
002824100	ABBOTT LABORATORIES	ABT						
150.0000	09/06/2013 09/14/2007		5,041.41	3,746.38	0.00	1,295.03	0.00	0.00
00287Y109	ABBVIE INC COM USD0.01	ABBV						
150.0000	09/06/2013 09/14/2007		6,566.88	4,062.62	0.00	2,504.26	0.00	0.00
25746U109	DOMINION RES INC VA NEW	D						
600.0000	09/06/2013 Various		34,721.40	23,996.80	0.00	10,724.60	0.00	0.00
291011104	EMERSON ELECTRIC CO	EMR						
200.0000	09/06/2013 10/09/2007		12,393.78	10,874.00	0.00	1,519.78	0.00	0.00
354613101	FRANKLIN RESOURCES INC	BEN						
50.0000	09/06/2013 09/14/2007		2,341.45	2,088.50	0.00	252.95	0.00	0.00

FORM 990-PF; PART N, LINE 1a, 1b, 1c, 1d
 THE BAKEWELL FOUNDATION
 FEIN: 43-1434313
 PAGE 1 OF 4



2013 Tax Information Statement

Page 9 of 28
 Recipient's Name and Address:
 EDWARD L BAKEWELL JR FAMILY FOUNDATIO
 ATTN: EDWARD L BAKEWELL III
 8820 LADUE RD. STE. 200
 SAINT LOUIS, MO 63124-2080

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

☐ Corrected ☐ 2nd TIN notice

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

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
459200101	INTL BUSINESS MACHINES CORP	09/06/2013	08/04/2011	IBM	13,760.76	0.00	808.53	0.00	0.00
75.0000					12,952.23				
478160104	JOHNSON & JOHNSON	09/06/2013	09/14/2007	JNJ	17,425.69	0.00	4,813.69	0.00	0.00
200.0000					12,612.00				
478366107	JOHNSON CONTROLS INC	09/06/2013	11/25/2009	JCI	20,554.64	0.00	6,883.64	0.00	0.00
500.0000					13,671.00				
478366107	JOHNSON CONTROLS INC	09/06/2013	08/04/2011	JCI	8,221.86	0.00	1,255.86	0.00	0.00
200.0000					6,966.00				
48203R104	JUNIPER NETWORKS INC	09/06/2013	08/04/2011	JNPR	22,835.60	0.00	-2,123.29	0.00	0.00
1100.0000					24,958.89				
655044105	NOBLE ENERGY INC COM	09/06/2013	11/25/2009	NBL	15,862.22	0.00	7,542.22	0.00	0.00
250.0000					8,320.00				
665162509	MFB NORTHERN FDS INTL GROWTH EQUITY FD FUND	09/06/2013	Various	NOIGX	230,587.01	0.00	-81,867.17	0.00	0.00
25063.8000					312,454.18				
665162533	MFB NORTHERN FUNDS BD INDEX FD	09/06/2013	Various	NOBOX	419,000.00	0.00	-9,969.14	0.00	0.00
40483.0900					428,969.14				
665162566	MFB NORTN MULTIMGR SMALL CAP FD	09/06/2013	Various	NMMSX	72,317.83	0.00	10,917.83	0.00	0.00
5996.5000					61,400.00				

FORM 990PF, PART IV, LINE 1a, 1b, 1c, 1d
 THE BAKEWELL FOUNDATION
 FEIN: 43-1434313
 PAGE 2 OF 4

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

2013 Tax Information Statement

Page 10 of 28

Recipient's Name and Address:
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 ATTN: EDWARD L BAKEWELL III
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 SAINT LOUIS, MO 63124-2080

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

☐ Corrected ☐ 2nd TIN notice

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

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

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
665162574	MFB NORTHN MULTIMGR MID CAP FD	NMMCX	85,978.14	61,540.00	0.00	24,438.14	0.00	0.00
5995.6900	09/06/2013 Various							
665162582	MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY	NOEMX	114,249.00	133,084.75	0.00	-18,835.75	0.00	0.00
10491.1900	09/06/2013 Various							
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	NVS	41,620.91	30,007.50	0.00	11,613.41	0.00	0.00
550.0000	09/06/2013 Various							
670700400	MFO NUVEEN PREFERRED SECURIT-I	NPSRX	121,735.58	106,476.51	0.00	15,259.07	0.00	0.00
7144.1200	09/06/2013 Various							
722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND	PCRIX	105,722.44	155,006.12	0.00	-49,283.68	0.00	0.00
18418.5500	09/06/2013 Various							
74251V102	PRINCIPAL FINANCIAL GROUP INC	PFG	42,055.27	26,736.60	0.00	15,318.67	0.00	0.00
1000.0000	09/06/2013 08/04/2011							
742718109	PROCTER & GAMBLE CO	PG	7,744.86	6,771.00	0.00	973.86	0.00	0.00
100.0000	09/06/2013 09/14/2007							
79466L302	SALESFORCE COM INC COM STK	CRM	2,438.46	1,141.88	0.00	1,296.58	0.00	0.00
50.0000	09/06/2013 07/09/2010							
79466L302	SALESFORCE COM INC COM STK	CRM	9,753.82	6,874.50	0.00	2,879.32	0.00	0.00
200.0000	09/06/2013 08/04/2011							

FORM 990 PF, PART IV, LINE 1a, 1b, 1c - 1d
 THE BAKEWELL FOUNDATION

FEIN: 43-1434313
 PAGE 3 OF 4

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2013 Tax Information Statement

Page 11 of 28
 Recipient's Name and Address:
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 ATTN: EDWARD L BAKEWELL III
 8820 LADUE RD. STE. 200
 SAINT LOUIS, MO 63124-2080

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

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

☐ Corrected ☐ 2nd TIN notice

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

Cusip	Description	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
847560109	SPECTRA ENERGY CORP COM STK				SE						
850.0000	09/06/2013	08/04/2011	27,888.01	21,666.16			0.00		6,221.85	0.00	0.00
867224107	SUNCOR ENERGY INC NEW COM STK				SU						
800.0000	09/06/2013	10/09/2007	28,111.51	37,912.00			0.00		-9,800.49	0.00	0.00
89417E109	THE TRAVELERS COMPANIES INC.				TRV						
250.0000	09/06/2013	08/04/2011	20,238.54	13,485.00			0.00		6,753.54	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP				UTX						
300.0000	09/06/2013	Various	31,127.45	20,848.00			0.00		10,279.45	0.00	0.00
Total Long Term Sales			1,571,044.52	1,584,132.76			0.00		-13,088.24	0.00	0.00
Long Term 28% Sales											
78463V107	MFC SPDR GOLD TR GOLD SHS				GLD						
500.0000	09/06/2013	11/25/2009	67,010.83	58,215.00			0.00		8,795.83	0.00	0.00
Total Long Term 28% Sales			67,010.83	58,215.00			0.00		8,795.83	0.00	0.00

FORM 990PF, PART IV, LINE 1a, 1b, 1c, 1d
 THE BAKEWELL FOUNDATION
 FEIN' 43-1434313
 PAGE 4 OF 4

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

**Form 990-PF
Part I, Line 6a****Net Gain or Loss From Sale of Assets****2013**

Name THE BAKEWELL FOUNDATION	Employer Identification Number 43-1434313
---------------------------------	--

Asset Information:

Description of Property VARIOUS STOCKS AND MUTUAL FUNDS-S/T

Date Acquired Various How Acquired . . . PurchasedDate Sold . . . 09/06/13

Name of Buyer . . .

Sales Price . . . 2,243.Cost or other basis (do not reduce by depreciation) . . . 2,454.

Sales Expense . . . Valuation Method

Total Gain (Loss) . . . -211. Accumulation Depreciation . . .

Description of Property VARIOUS STOCKS AND MUTUAL FUNDS-L/T

Date Acquired . Various How Acquired . . . PurchasedDate Sold . . . Various

Name of Buyer . . .

Sales Price . . . 1,571,045.Cost or other basis (do not reduce by depreciation) . . . 1,584,133.

Sales Expense . . . Valuation Method

Total Gain (Loss) . . . -13,088. Accumulation Depreciation . . .

Description of Property VARIOUS STOCKS AND MUTUAL FUNDS-L/T 28%

Date Acquired . 11/25/09 How Acquired . . . PurchasedDate Sold . . . 09/06/13

Name of Buyer . . .

Sales Price . . . 67,011.Cost or other basis (do not reduce by depreciation) . . . 58,215.

Sales Expense . . . Valuation Method

Total Gain (Loss) . . . 8,796. Accumulation Depreciation . . .

Description of Property 2013 CAPITAL GAIN DISTRIBUTIONS

Date Acquired . Various

How Acquired . . .

Date Sold . . . Various

Name of Buyer . . .

Sales Price . . . 29,231.Cost or other basis (do not reduce by depreciation) . . . 0.

Sales Expense . . . Valuation Method

Total Gain (Loss) . . . 29,231. 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	36,253.	18,127.		18,126.
MISCELLANEOUS	388.			388.
Total	<u>36,641.</u>	<u>18,127.</u>		<u>18,514.</u>

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

Other Increases Stmt

Unrealized Gain/Mkt to Mkt Adjustment	684,936.
2013 INCOME REPORTED IN PRIOR YEAR	1,034.
Total	<u>685,970.</u>

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

Other Decreases Stmt

2014 INCOME REPORTED IN CURRENT YEAR	3,335.
FEDERAL TAX PAID	5,000.
UNREALIZED LOSS-MKT TO MKT ADJUSTMENT	0.
Total	<u>8,335.</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	6,000.			
Total		<u>6,000.</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	4,214,973.	4,214,973.
Total	<u>4,214,973.</u>	<u>4,214,973.</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
78,298.63 MFB Northern Funds Fixed Income FD	790,033.	790,033.
94,109.05 MFB Northern Fds Bond Index	980,616.	980,616.
46,034.46 MFB Northern High Yield Fixed Income Fd	344,798.	344,798.
36,742.74 MFO Franklin Invs Secs Tr FLTG Rate Daily Access Fd	338,401.	338,401.
6,592.83 MFB Northern Fds Short Bd Fd	125,923.	125,923.
Total	<u>2,579,771.</u>	<u>2,579,771.</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	919,926.	919,926.
Total	<u>919,926.</u>	<u>919,926.</u>

The Bakewell Foundation
EIN: 43-1434313
Year Ending December 31, 2013
Balance Sheet - FMV

	<u>12/31/2013</u>
Northern Trust - checking	100 00
<u>Corporate Bonds</u>	
46,034 46 MFB Northern H/Y Fixed Income	344,798
78,298 63 MFB Northern Fds Fixed Income Fd	790,033
94,109 05 MFB Northern Fds Bd Index Fund	980,616
6,592 83 MFB Northern Fds Short Bd Fd	125,923
36,742.74 MFO Franklin Invs Secs Tr Fltg Rate Daily Access FD	338,401
	2,579,771
<u>Corporate Stocks</u>	
600 Abbott Labs	22,998
600 Abbvie Inc	31,686
250 Air Products and Chemicals	27,945
800 American Express Co	72,584
125 Amazon Com	49,849
350 American Tower Corp	27,937
300 Apple Computer	168,333
600 Bristol Myers Squibb	31,890
500 Chevron Corp	62,455
500 Costco Wholesale Corp	59,505
250 Cummins Inc	35,243
1,000 DanaHER Corp	77,200
500 DuPont E I DeNemours & Co	32,485
1,900 EMC Corp	47,785
700 Emerson Electric	49,126
729 Express Scripts	51,205
600 Exxon Mobil Corp	60,720
1,600 Franklin Res Inc	92,368
2,400 General Electric Co	67,272
500 Home Depot	41,170
1,000 Intel Corp	25,960
200 IBM	37,514
400 Johnson & Johnson	36,636
1,400 JP Morgan Chase & Co	81,872
400 McDonalds Corp	38,812
600 Merck & Company	30,030
600 Natl Oilwell Varco	47,718
500 Nike Inc Cl B	39,320
350 Noble Energy	23,839
450 Norfolk Southern Corp	41,774
500 Omnicom Group Inc	37,185
1,400 Oracle Corporation	53,564
450 PepsiCo Inc	37,323

The Bakewell Foundation
EIN: 43-1434313
Year Ending December 31, 2013
Balance Sheet - FMV

Corporate Stocks (cont'd)

2,000 Pfizer Inc	61,260
500 Procter & Gamble Co	40,705
850 Qualcomm Inc	63,113
750 Salesforce Com Inc	41,393
500 Schlumberger Ltd	45,055
500 St. Jude Medical Inc	30,975
500 TJX Cos Inc	31,865
400 Travelers Cos Inc	36,216
400 United Technologies Corp.	45,520
600 Unitedhealth Group Inc	45,180
1,400 US Bancorp	56,560
1,200 V F Corp	74,808
450 Verizon Communications	22,113
400 Wal-Mart Stores	31,476
600 Walt Disney Co	45,840
1,200 Wells Fargo & Co	54,480
500 American Water Works Co	21,130
13,363 81 Northern Mid Cap Index Fund	225,715
800 Microchip Technology	35,800
18,651 42 Northern Fds Small Cap Index Fund	228,480
43,687 23 MFB Northern Fds Intl Equity Fd	437,746
36,408 6 Northern Intl Equity Index Fund	449,282
200 BHP Billiton LTD	13,640
	-
19,119 53 Northern Emerging Markets Equity Fd	215,668
5,848.05 MFO Oppenheimer Developing Mkts Fds CI Y	219,653

4,214,973

Other

Northern Fds Money Mkt	500,659
11,284 77 MFB Northern Fds Global Real Estate	102,353
9,263 85 MFB Northern Multi Mgr Global Listed Infrastructure Fund	111,815
3,065 MFC Flexshares Tr Morningstar Global Uostream Nat Res Index Fd	105,160
2,794.73 MFO Rs Invt Tr Global Natural Res Fd CI Y	99,940

919,926

TOTAL ASSETS **\$ 7,714,770**

All assets are reflected on the 12/31/2013 Northern Trust stmt

THE BAKEWELL FOUNDATION
2013 CONTRIBUTIONS

BARNES-JEWISH HOSPITAL FOUNDATION \$ 150,000.00

1001 Highlands Plaza Dr. West, Suite 140

St. Louis, Missouri 63110-1337

Designation: Longevity Prostate Cancer Research

Program Fund directed by Drs. John O. Holloszy and

Luigi Fontana (Fund #7298-00)

(Check dtd 3-6-2013)

BARNES-JEWISH HOSPITAL FOUNDATION 200,000.00

1001 Highlands Plaza Dr. West, Suite 140

St. Louis, Missouri 63110-1337

Designation: Cancer/Longevity Project in the Division of

Geriatrics and Nutritional Sciences, directed by Dr. Luigi

Fontana (Fund #7698-00)

(Check dtd 12-20-2013)

CARMELITE MONASTERY 500.00

49 Mount Carmel Road

Santa Fe, New Mexico 87501

(Check dtd 12-20-2013)

HEARTLAND MUSEUM 5,000.00

c/o Mr. George Boyington

914 2nd SW

Clarion, Iowa 50525

(Check dtd 12-20-2013)

NEIGHBORHOOD HEALTH CLINIC 2,500.00

121 Goodlette Road North

Naples, Florida 34102

(Check dtd 12-20-2013)

SLV MUSEUM 500.00

P. O. Box 1593

Alamosa, Colorado 81101

(Check dtd 12-20-2013)

THE UNIVERSITY OF WYOMING FOUNDATION 100.00

1200 East Iverson Avenue

Laramie, Wyoming 82070

Designation: American Heritage Center Associates

in Memory of Anderson Bakewell S.J.

(Check dtd 12-20-2013)

TOTAL 2013 FOUNDATION CONTRIBUTIONS \$ 358,600.00