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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning , 2015, 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) 8820 LADUE ROAD		B Telephone number (see instructions) (314) 862-5555
City or town, state or province, country, and ZIP or foreign postal code SAINT LOUIS MO 63124		C If exemption application is pending, check here. ☐
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		D 1 Foreign organizations, check here ☐
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 7,406,891.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
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 (attach schedule)	0.			
	2 ☐ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	37.	0.	37.	
	4 Dividends and interest from securities	200,755.	200,755.	200,755.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	30,643.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	31,575.			
	7 Capital gain net income (from Part IV, line 2)		30,643.		
	8 Net short-term capital gain			30,342.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
	See Line 11 Stmt	1,266.	1,266.	1,266.	
12 Total. Add lines 1 through 11.	232,701.	232,664.	232,400.		
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	3,500.			
17 Interest					
18 Taxes (attach schedule) (see instrs)	FOREIGN TAX	3,309.	3,309.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
	See Line 23 Stmt	35,343.	17,671.	0.	17,672.
24 Total operating and administrative expenses. Add lines 13 through 23	42,152.	20,980.	0.	17,672.	
25 Contributions, gifts, grants paid	360,600.			360,600.	
26 Total expenses and disbursements. Add lines 24 and 25	402,752.	20,980.	0.	378,272.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-170,051.				
b Net investment income (if negative, enter -0-)		211,684.			
c Adjusted net income (if negative, enter -0-)			232,400.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		100.	100.	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	4,207,273.	4,016,235.	4,016,235.	
	c	Investments — corporate bonds (attach schedule) L-10c. Stmt	3,109,571.	3,001,930.	3,001,930.	
	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	642,329.	388,626.	388,626.	
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)	7,959,273.	7,406,891.	7,406,891.	
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)					
FUND ASSETS	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, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	7,959,273.	7,406,891.		
	30	Total net assets or fund balances (see instructions)	7,959,273.	7,406,891.		
	31	Total liabilities and net assets/fund balances (see instructions)	7,959,273.	7,406,891.		

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	7,959,273.
2	Enter amount from Part I, line 27a	2	-170,051.
3	Other increases not included in line 2 (itemize) See Other Increases Stmt	3	7,402.
4	Add lines 1, 2, and 3	4	7,796,624.
5	Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	389,733.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,406,891.

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
(mo., day, yr.)(d) Date sold
(mo., day, yr.)

1 a	100.00 sh-Chemours Co	P	07/09/10	07/22/15
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	1,233.	932.	301.
b	30,342.	0.	30,342.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			301.
b	0.	0.	30,342.
c			
d			
e			

2	Capital gain net income or (net capital loss)	2	30,643.
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	30,342.

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 (col. (b) divided by col. (c))
2014	384,863.	7,803,459.	0.049320
2013	381,307.	7,099,285.	0.053711
2012	268,665.	6,712,238.	0.040026
2011	335,340.	6,520,341.	0.051430
2010	290,907.	5,617,135.	0.051789
2	Total of line 1, column (d)	2	0.246276
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	0.049255
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	7,816,595.
5	Multiply line 4 by line 3	5	385,006.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,117.
7	Add lines 5 and 6.	7	387,123.
8	Enter qualifying distributions from Part XII, line 4	8	378,272.

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	4,234.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,234.
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	4,234.
6 Credits/Payments:			
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a	7,000.	
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	7,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1.	
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	2,765.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax	11	2,765.	Refunded

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 Instructions for the 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, col (c), and Part XV	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 2015 or the taxable year beginning in 2015 (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 <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>8820 LADUE ROAD, SUITE 200 SAINT LOUIS MO</u> ZIP + 4 <u>63124</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 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country			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)?	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see 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 2015 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 2015.)	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 2015?	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 4945(d)(4)(A)? (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**

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).

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 ☒ No**6 b**

X

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**7 b****b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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 PART-TIME	0.	0.	0.
RICHARD W. MEIER 8820 LADUE ROAD, SUITE 200 ST. LOUIS MO 63124	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 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	
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 7,935,629.
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 7,935,629.
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 7,935,629.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 119,034.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 7,816,595.
6	Minimum investment return. Enter 5% of line 5	6 390,830.

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	1 390,830.
2 a	Tax on investment income for 2015 from Part VI, line 5	2 a 4,234.
b	Income tax for 2015. (This does not include the tax from Part VI)	2 b
c	Add lines 2a and 2b	2 c 4,234.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 386,596.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 386,596.
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	7 386,596.

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 378,272.
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	4 378,272.
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	6 378,272.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				386,596.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2015				
a From 2010	11,718.			
b From 2011	27,224.			
c From 2012	0.			
d From 2013	29,957.			
e From 2014	537.			
f Total of lines 3a through e	69,436.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 378,272.				
a Applied to 2014, 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 2015 distributable amount				378,272.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	8,324.			8,324.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	61,112.			
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 2014 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	3,394.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	57,718.			
10 Analysis of line 9.				
a Excess from 2011	27,224.			
b Excess from 2012	0.			
c Excess from 2013	29,957.			
d Excess from 2014	537.			
e Excess from 2015	0.			

BAA

Form 990-PF (2015)

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 2015, 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)

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

Tax year	Prior 3 years				
(a) 2015	(b) 2014	(c) 2013	(d) 2012		(e) Total
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 address 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	360,600.
Total			▶ 3 a	360,600.
b Approved for future payment				
Total			▶ 3 b	

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

2015

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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, or 990-PF

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2015

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

Asset Information:

Description of Property: <u>100.00 SH-CHEMOURS CO</u>	
Date Acquired . . . <u>07/09/10</u>	How Acquired . . . <u>Purchased</u>
Date Sold . . . <u>07/22/15</u>	Name of Buyer . . . _____
Sales Price: . . . <u>1,233.</u>	Cost or other basis (do not reduce by depreciation) . . . <u>932.</u>
Sales Expense . . . _____	Valuation Method _____
Total Gain (Loss) . . . <u>301.</u>	Accumulation Depreciation . . . _____
Description of Property <u>CAPITAL GAIN DISTRIBUTIONS</u>	
Date Acquired: . . <u>Various</u>	How Acquired . . . <u>Purchased</u>
Date Sold . . . <u>Various</u>	Name of Buyer . . . _____
Sales Price . . . <u>30,342.</u>	Cost or other basis (do not reduce by depreciation) . . . <u>0.</u>
Sales Expense . . . _____	Valuation Method _____
Total Gain (Loss) . . . <u>30,342.</u>	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 . . . _____
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 . . . _____

► Attach to return

Name
THE BAKEWELL FOUNDATION

[illegible]

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
NON-DIVIDEND DISTRIBUTIONS	1,207.	1,207.	1,207.
MISCELLANEOUS	59.	59.	59.
Total	1,266.	1,266.	1,266.

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	35,343.	17,671.	0.	17,672.
MISCELLANEOUS				
Total	35,343.	17,671.	0.	17,672.

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

Other Increases Stmt

Unrealized Gain/Mkt to Mkt Adjustment	0.
2014 INCOME REPORTED IN PRIOR YEAR	7,402.
Total	7,402.

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

Other Decreases Stmt

2015 INCOME REPORTED IN CURRENT YEAR	2,951.
FEDERAL TAX PAID	8,102.
Unrealized Loss/Mkt to Mkt Adjustment	378,680.
Total	389,733.

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	3,500.			
Total		3,500.			

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	4,016,235.	4,016,235.
Total	<u>4,016,235.</u>	<u>4,016,235.</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
78,831.24 MFB Northern Funds Fixed Income FD	791,466.	791,466.
94,399.83 MFB Northern Fds Bond Index	991,198.	991,198.
46,936.81 MFB Northern High Yield Fixed Income Fd	304,151.	304,151.
36,742.74 MFO Franklin Invs Secs Tr FLTG Rate Daily Access Fd	306,434.	306,434.
6,592.83 MFB Northern Fds Short Bd Fd	123,681.	123,681.
45,454.55 MFO Doubleline Core Fixed Income Fund 1	485,000.	485,000.
Total	<u>3,001,930.</u>	<u>3,001,930.</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	388,626.	388,626.
Total	<u>388,626.</u>	<u>388,626.</u>

Additional Information For Tax Return

THE BAKEWELL FOUNDATION

43-1434313

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

PART-TIME

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

PART TIME

The Bakewell Foundation
EIN: 43-1434313
Year Ending December 31, 2015
Balance Sheet - FMV

	<u>12/31/2015</u>
Northern Trust - checking	100 00
<u>Corporate Bonds</u>	
46,936 81 MFB Northern H/Y Fixed Income	304,150
78,831 24 MFB Northern Fds Fixed Income Fd	791,466
94,399 83 MFB Northern Fds Bd Index Fund	991,198
6,592 83 MFB Northern Fds Short Bd Fd	123,681
45,454 55 MFO Doubleline Core Fixed Income Fund 1	485,000
36,742 74 MFO Franklin Invs Secs Tr Fltg Rate Daily Access Fund	306,434
	3,001,930
<u>Corporate Stocks</u>	
600 Abbott Labs	26,946
600 Abbvie Inc	35,544
250 Air Products and Chemicals	32,528
800 American Express Co.	55,640
125 Amazon Com	84,486
350 American Tower Corp	33,933
1,600 Apple Computer	168,416
600 Bristol Myers Squibb	41,274
500 Chevron Corp	44,980
500 Costco Wholesale Corp	80,750
250 Cummins Inc	22,003
1,000 Danaher Corp	92,880
500 DuPont E I DeNemours & Co	33,300
1,200 EMC Corp	30,816
729 Express Scripts	63,722
600 Exxon Mobil Corp	46,770
800 Franklin Res Inc	29,456
2,400 General Electric Co	74,760
500 Home Depot	66,125
1,000 Intel Corp	34,450
400 Johnson & Johnson	41,088
1,400 JP Morgan Chase & Co	92,442
400 McDonalds Corp	47,256
600 Merck & Company	31,692
13,372 63 MFB Northern Multi Manager Global Listed Infrastructure Fund	148,570
600 Natl Oilwell Varco	20,094
1000 Nike Inc Cl B	62,500
450 Norfolk Southern Corp	38,066
1,400 Oracle Corporation	51,142
450 PepsiCo Inc.	44,964

Corporate Stocks (cont'd)

2,000 Pfizer Inc	64,560
500 Procter & Gamble Co	39,705
850 Qualcomm Inc	42,487
750 Salesforce Com Inc	58,800
500 Schlumberger Ltd	34,875
	-
500 TJX Cos Inc	35,455
400 Travelers Cos Inc	45,144
400 United Technologies Corp	38,428
400 Unitedhealth Group Inc	47,056
1,400 US Bancorp	59,738
1,200 V F Corp	74,700
450 Verizon Communications	20,799
400 Wal-Mart Stores	24,520
600 Walt Disney Co	63,048
1,200 Wells Fargo & Co	65,232
500 American Water Works Co	29,875
14,919 55 Northern Mid Cap Index Fund	235,580
800 Microchip Technology	37,232
20,532.60 Northern Fds Small Cap Index Fund	223,189
43,687 23 MFB Northern Fds Intl Equity Fd	360,857
36,408 6 Northern Intl Equity Index Fund	392,485
	-
19,119 53 Northern Emerging Markets Equity Fd	167,869
5,937.63 MFO Oppenheimer Developing Mkts Fds CI Y	178,010
	4,016,235
<u>Other</u>	
Northern Fds Money Mkt	131,780
15,221 78 MFB Northern Fds Global Real Estate	147,042
4,935 MFC Flexshares Tr Morningstar Global Upstream Nat Res Index Fd	109,804
	388,626
 TOTAL ASSETS	 <u><u>\$ 7,406,891</u></u>

All assets are reflected on the 12/31/2015 Northern Trust stmt

THE BAKEWELL FOUNDATION
 EIN: 43-1434313
 FORM 990-PF
 December 31, 2015

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>
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 Claron, 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	4,500
Cutaneous Lymphoma Foundation PO Box 374 Birmingham, Michigan 48012-0374	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 #B1449-40	- 350,000
TOTAL				<u>\$ 360,600</u>

STATEMENT 5