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

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2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, 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		D 1 Foreign organizations, check here. . . . ☐
☐ Initial return	☐ Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation. . . . ☐
☐ Final return	☐ Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here. . . . ☐
☐ Address change	☐ Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. . . . ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation		
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 7,624,602.		
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

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 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	50.	0.	50.	
4 Dividends and interest from securities	193,727.	193,727.	193,727.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	153,370.	L-6a Stmt		
b Gross sales price for all assets on line 6a	1,429,250.			
7 Capital gain net income (from Part IV, line 2)		153,370.		
8 Net short-term capital gain			24,723.	
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	1,209.	1,209.	1,209.	
12 Total Add lines 1 through 11.	348,356.	348,306.	219,709.	
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).	595.	595.	0.	
b Accounting fees (attach sch).				
c Other professional fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) (see instrs) FOREIGN TAX.	3,138.	3,138.		
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	33,183.	16,606.		16,577.
24 Total operating and administrative expenses. Add lines 13 through 23	36,916.	20,339.	0.	16,577.
25 Contributions, gifts, grants paid	310,600.			310,600.
26 Total expenses and disbursements Add lines 24 and 25	347,516.	20,339.	0.	327,177.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	840.			
b Net investment income (if negative, enter -0-)		327,967.		
c Adjusted net income (if negative, enter -0-)			219,709.	

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 — US and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	4,016,235.	3,964,026.	3,964,026.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	3,001,930.	3,052,494.	3,052,494.
	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		388,626.	607,982.	607,982.
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)		7,406,891.	7,624,602.	7,624,602.
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. ☒			
	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	7,406,891.	7,624,602.	
	30 Total net assets or fund balances (see instructions)	7,406,891.	7,624,602.	
	31 Total liabilities and net assets/fund balances (see instructions)	7,406,891.	7,624,602.	

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	7,406,891.
2 Enter amount from Part I, line 27a	2	840.
3 Other increases not included in line 2 (itemize) See Other Increases Stmt	3	224,385.
4 Add lines 1, 2, and 3	4	7,632,116.
5 Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	7,514.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,624,602.

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.)
1a Various Stocks-Long Term-See Schedule 6	P	Various	Various
b Capital Gain Distributions	P	Various	Various
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,404,527.		1,275,880.	128,647.
b 24,723.		0.	24,723.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 0.	0.	0.	128,647.
b 0.	0.	0.	24,723.
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	153,370.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	[]	3	24,723.

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))
2015	378,272.	7,816,595.	0.048393
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

2 Total of line 1, column (d)	2	0.242880
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	0.048576
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.	4	7,411,023.
5 Multiply line 4 by line 3	5	359,998.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,280.
7 Add lines 5 and 6.	7	363,278.
8 Enter qualifying distributions from Part XII, line 4	8	327,177.

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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	6,559.
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	6,559.
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	6,559.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	7,765.	
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	7,765.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,206.	
11 Enter the amount of line 10 to be credited to 2017 estimated tax. 1,206. 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 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) 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 2016 or the taxable year beginning in 2016 (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)

	Yes	No
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 2016, 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 FinCEN Form 114. 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016)	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 2016?	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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

5 b

X

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

If 'Yes' to 6b, file Form 8870

6 b

X

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 ☒ No

7 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 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.

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

1	NONE	
2		0.
All other program-related investments See instructions		
3	NONE	
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	7,523,881.
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	7,523,881.
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	7,523,881.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	112,858.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	7,411,023.
6 Minimum investment return. Enter 5% of line 5.	6	370,551.

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	370,551.
2 a Tax on investment income for 2016 from Part VI, line 5	2 a	6,559.
b Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	6,559.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	363,992.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	363,992.
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	363,992.

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	327,177.
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	327,177.
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	327,177.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				363,992.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2016				
a From 2011	27,224.			
b From 2012	0.			
c From 2013	29,957.			
d From 2014	537.			
e From 2015	0.			
f Total of lines 3a through e	57,718.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 327,177.				
a Applied to 2015, 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 2016 distributable amount				327,177.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	36,815.			36,815.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,903.			
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 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	20,903.			
10 Analysis of line 9				
a Excess from 2012	0.			
b Excess from 2013	20,366.			
c Excess from 2014	537.			
d Excess from 2015	0.			
e Excess from 2016	0.			

BAA

Form 990-PF (2016)

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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)

2a 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			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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
<i>a Paid during the year</i> SEE STATEMENT 5	NONE	VAR	VAR	310,600.
Total			3 a	310,600.
<i>b Approved for future payment</i>				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments . .			14	50.	
4	Dividends and interest from securities			14	193,727.	
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	1,209.	
8	Gain or (loss) from sales of assets other than inventory . .			18	153,370.	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)				348,356.	0.
13	Total. Add line 12, columns (b), (d), and (e)				348,356.	0.

(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

2016

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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2016

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

Asset Information:

Description of Property	Various Stocks - See Attached Statement 6	
Date Acquired	Various	How Acquired Purchased
Date Sold	Various	Name of Buyer
Sales Price	1,404,527.	Cost or other basis (do not reduce by depreciation) . . . 1,275,880.
Sales Expense		Valuation Method Cost
Total Gain (Loss)	128,647.	Accumulation Depreciation
Description of Property	Capital Gain Distributions	
Date Acquired	Various	How Acquired Purchased
Date Sold	Various	Name of Buyer
Sales Price	24,723.	Cost or other basis (do not reduce by depreciation) . . . 0.
Sales Expense		Valuation Method
Total Gain (Loss)	24,723.	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

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	1,133.	1,133.	1,133.
MISCELLANEOUS	76.	76.	76.
Total	1,209.	1,209.	1,209.

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	33,153.	16,576.		16,577.
MISCELLANEOUS	30.	30.		
Total	33,183.	16,606.		16,577.

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

Other Increases Stmt

Unrealized Gain/Mkt to Mkt Adjustment	221,434.
2015 INCOME REPORTED IN PRIOR YEAR	2,951.
Total	224,385.

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

Other Decreases Stmt

2016 INCOME REPORTED IN CURRENT YEAR	2,514.
FEDERAL TAX PAID	5,000.
Unrealized Loss/Mkt to Mkt Adjustment	0.
Total	7,514.

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED	3,964,026.	3,964,026.
Total	3,964,026.	3,964,026.

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
49,383.15 MFB Northern Funds Fixed Income FD	498,770.	498,770.
62,845.30 MFB Northern Fds Bond Index	657,362.	657,362.
40,381.75 MFB Northern High Yield Fixed Income Fd	274,192.	274,192.
31,124.30 MFO Franklin Invs Secs Tr FLTG Rate Daily Access Fd	276,695.	276,695.
6,592.83 MFB Northern Fds Short Bd Fd	124,077.	124,077.
54,511.51 MFO Doubleline Core Fixed Income Fund 1	588,179.	588,179.
31,800.39 Northern Funds Ultra Short Fixed Inc Fd 1	323,728.	323,728.
12,530.00 MFC Flexshares Tr Iboxx 3 Yr Target Duration Tips Ind Fd	309,491.	309,491.
Total	<u>3,052,494.</u>	<u>3,052,494.</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	607,982.	607,982.
Total	<u>607,982.</u>	<u>607,982.</u>

Supporting Statement of:

Form 990-PF, p2/Part III, Line 5-1

Description	Amount
AMERICAN TOWER	159.
MFO FRANKLIN INVSSECS TR FLTG RATE DAILY ACCESS FD	957.
MFB NORTHERN FUNDS US GOVT MONEY MKT FD	26.
MFO DOUBLELINE CORE FIXED INCOME FUND	1,372.
Total	<u>2,514.</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, 2016
Balance Sheet - FMV

	<u>12/31/2016</u>
Northern Trust - checking	100 00
<u>Corporate Bonds</u>	
40,381 75 MFB Northern H/Y Fixed Income	274,192
49,383 15 MFB Northern Fds Fixed Income Fd	498,770
62,845 30 MFB Northern Fds Bd Index Fund	657,362
6,592 83 MFB Northern Fds Short Bd Fd	124,077
31,800 39 MFB Northern Funds Ultra Short Fixed Inc Fnd	323,728
54,511 51 MFO Doubleline Core Fixed Income Fund 1	588,179
31,124 30 MFO Franklin Invs Secs Tr Fltg Rate Daily Access Fund	276,695
12,530 00 MFC Flexsghares Tr Iboxx 3 Yr Target Duration Tips Index Fund	309,491
	3,052,494
<u>Corporate Stocks</u>	
600 Abbott Labs	23,046
600 Abbvie Inc	37,572
125 Air Products and Chemicals	17,978
100 Alphabet Inc	77,182
800 American Express Co	59,264
100 Amazon Com	74,987
275 American Tower Corp	29,062
1,400 Apple Computer	162,148
600 Bristol Myers Squibb	35,064
400 Chevron Corp	47,080
400 Costco Wholesale Corp	64,044
250 Cummins Inc	34,168
700 Danaher Corp	54,488
300 DuPont E I DeNemours & Co	22,020
729 Express Scripts	50,148
500 Exxon Mobil Corp	45,130
350 Fortive Corp	18,771
1,600 General Electric Co	50,560
500 Home Depot	67,040
1,000 Intel Corp	36,270
400 Johnson & Johnson	46,084
1,100 JP Morgan Chase & Co	94,919
300 McDonalds Corp	36,516
600 Merck & Company	35,322
13,372 63 MFB Northern Multi Manager Global Listed Infrastructure Fund	157,931
500 National Oilwell Varco	18,720
700 Nike Inc Cl B	35,581
250 Norfolk Southern Corp	27,018
1,000 Oracle Corporation	38,450
450 PepsiCo Inc	47,084

Corporate Stocks (cont'd)

2,000 Pfizer Inc	64,960
500 Procter & Gamble Co	42,040
750 Salesforce Com Inc	51,345
500 Schlumberger Ltd	41,975
500 TJX Cos Inc	37,565
400 Travelers Cos Inc	48,968
200 United Technologies Corp	21,924
275 Unitedhealth Group Inc	44,011
1,200 US Bancorp	61,644
500 V F Corp	26,675
400 Wal-Mart Stores	27,648
500 Walt Disney Co	52,110
1,200 Wells Fargo & Co	66,132
300 American Water Works Co	21,708
15,678 08 Northern Mid Cap Index Fund	280,481
650 Microchip Technology	41,698
21,143 40 Northern Fds Small Cap Index Fund	267,675
43,687 23 MFB Northern Fds Intl Equity Fd	369,157
49,238 19 Northern Intl Equity Index Fund	519,955
5,539 29 MFO DFA Intl Small Co Portfolio Fund	95,664
375 NXP Semiconductor NV	36,754
10,617 75 Northern Emerging Markets Equity Fd	101,187
3,100 94 MFO Oppenheimer Developing Mkts Fds CI Y	99,106
	3,964,026
<u>Other</u>	
Northern Fds Money Mkt	243,016
15,221 78 MFB Northern Fds Global Real Estate	147,042
5,133 47 MFO DFA Invt Dimensions Group Inc Intl RE	24,127
1,517 22 MFO DFA Invt Dimensions Group Inc Intl RE	52,359
4,935 MFC Flexshares Tr Morningstar Global Upstream Nat Res Index Fd	141,437
	607,982
TOTAL ASSETS	<u>\$ 7,624,602</u>

All assets are reflected on the 12/31/2016 Northern Trust stmt

THE BAKEWELL FOUNDATION

EIN: 43-1434313

FORM 990-PF

December 31, 2016

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 Clanion, Iowa 50525	None	Nonprofit Organization	General Operating Funds	2,500
Neighborhood Health Clinic 121 Goodlette Road North Naples, Florida 34102	None	Nonprofit Organization	General Operating Funds	4,500
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	150,000
BioGenerator 20 S. Sarah St. Louis, MO 63108	None	Nonprofit Organization	Assist BioGenerator in supporting agricultural start up companies in St. Louis, MO	100,000
Canary Foundation 805 Veterans Blvd Suite 301 Redwood City, CA 94063	None	Private Operating Foundation	Prostate Cancer Program and Pancreatic Cancer Program	50,000
Cutaneous Lymphoma Foundation PO Box 374 Birmingham, MI 48012-0374	None	Nonprofit Organization	General Operating Funds	2,500
TOTAL				<u>\$ 310,600</u>

STATEMENT 5

2016 Tax Information Statement

Page 7 of 26

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

FEIN: # 43-1434313
STATEMENT 6

Account Number:

23-57881
XX-XXX4313

Recipient's Tax ID Number:

Corrected ☐ FATCA ☐ 2nd TIN notice ☐

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

2016 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Long Term Sales									
75.0	AIR PRODUCTS & CHEMICALS INC COM								
009158106	01/06/2016	09/14/2007	9,293.82	6,615.75			2,678.07	0.00	0.00
25.0	AMAZON COM INC								
023135106	01/06/2016	08/04/2011	15,717.96	5,096.00			10,621.96	0.00	0.00
150.0	AMERICAN WTR WKS CO INC NEW COM								
030420103	01/06/2016	09/06/2013	8,980.33	5,922.00			3,058.33	0.00	0.00
300.0	DANAHER CORP								
235851102	01/06/2016	Various	27,167.49	8,241.88			18,925.61	0.00	0.00
200.0	EIDU PONT DE NEMOURS & CO								
263534109	01/06/2016	07/09/2010	12,657.76	6,955.37			5,702.39	0.00	0.00
100.0	EXXON MOBIL CORP COM								
30231G102	01/06/2016	09/14/2007	7,742.85	8,859.50			-1,116.65	0.00	0.00
800.0	FRANKLIN RESOURCES INC								
354613101	01/06/2016	Various	28,175.48	25,308.33			2,867.15	0.00	0.00
800.0	GENERAL ELEC CO COM								
369604103	01/06/2016	Various	24,305.07	30,094.25			-5,789.18	0.00	0.00
100.0	MCDONALDS CORP								
580135101	01/06/2016	09/06/2013	11,855.78	9,642.00			2,213.78	0.00	0.00

This is important tax information and is being furnished to you

PAGE 1 OF 5

2016 Tax Information Statement

Page 8 of 26

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

23-57881

XX-XXX4313

Account Number:

Recipient's Tax ID Number:

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

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

FEIN: # 43-1434313
STATEMENT 6

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
100 0	NATIONAL-OILWELL INC								
637071101	01/06/2016	09/14/2007	3,137.94	6,008.18			-2,870.24	0.00	0.00
300 0	NIKE INC CLASS B								
654106103	01/06/2016	11/10/2010	18,510.16	6,265.80			12,244.36	0.00	0.00
200.0	NORFOLK SOUTHN CORP COM								
655844108	01/06/2016	09/06/2013	15,965.96	14,972.42			993.54	0.00	0.00
850178	MFB NORTN FUNDS EMERGING MKTS EQTY INDEX FD								
665162582	01/06/2016	Various	71,500.00	96,684.48			-25,184.48	0.00	0.00
2836.69	MFO OPPENHEIMER DEVELOPING MKTS FDS CLI								
683974604	01/06/2016	Various	81,725.00	98,931.02			-17,206.02	0.00	0.00
850.0	QUALCOMM INC								
747525103	01/06/2016	Various	41,077.70	52,714.75			-11,637.05	0.00	0.00
100 0	UNITED TECHNOLOGIES CORP								
913017109	01/06/2016	Various	9,366.81	5,261.50			4,105.32	0.00	0.00
400.0	V F CORP								
918204108	01/06/2016	08/04/2011	24,187.55	11,033.48			13,154.07	0.00	0.00
7586.64	MFB NORTHERN FUNDS BD INDEX FD								
665162533	02/24/2016	Various	80,949.41	79,780.77			1,168.64	0.00	0.00

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

PAGE 2 OF 5

2016 Tax Information Statement

Recipient's Name and Address:
 EDWARD L BAKEWELL JR FAMILY FOUNDATION
 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 ☐ FATCA ☐ 2nd TIN notice

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

FEIN: #43-1434313
 STATEMENT 6

Sales are listed at Gross Proceeds less commissions and option premiums.
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld
1129 39	MFB NORTHERN FUNDS BD INDEX FD									
665162533	02/24/2016	Various	12,050.58	12,340.04			-289.46		0.00	0.00
1200 0	EMC CORP MASS									
268648102	08/31/2016	08/04/2011	34,655.24	28,811.76			5,843.48		0.00	0.00
5618 44	MFO FRKLN INVS SECS TR FLTG RATE DAILY ACCESS FD ADVISOR									
353612781	08/31/2016	09/06/2013	49,049.00	51,577.28			-2,528.28		0.00	0.00
22833.25	MFB NORTHERN FUNDS BD INDEX FD									
665162533	08/31/2016	Various	249,110.71	237,468.33			11,642.38		0.00	0.00
81 42	MFB NORTHERN FUNDS BD INDEX FD									
665162533	08/31/2016	12/19/2013	888.29	850.01			38.28		0.00	0.00
6555 06	MFB NORTN HI YIELD FXD INC FD									
665162699	08/31/2016	03/07/2011	44,050.00	49,097.38			-5,047.38		0.00	0.00
22231 47	MFB NORTHERN FDS FIXED INCOME FD									
665162806	08/31/2016	Various	232,985.77	231,672.34			1,313.43		0.00	0.00
1623 4	MFB NORTHERN FDS FIXED INCOME FD									
665162806	08/31/2016	Various	17,013.23	17,224.16			-210.93		0.00	0.00
450.0	VERIZON COMMUNICATIONS									
-92343V104	08/31/2016	09/06/2013	23,475.98	20,947.50			2,528.48		0.00	0.00

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

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2016 Tax Information Statement

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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

23-57881

Account Number:
Recipient's Tax ID Number:

XX-XXX4313

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

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

FEIN # 43-1434313
STATEMENT 6

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld
0 5										
92532W103	10/03/2016	09/14/2007	11 30	7 57			3.73		0 00	0 00
87 0										
92532W103	10/27/2016	09/14/2007	2,048 91	1,316 90			732.01		0.00	0 00
50 0										
009158106	12/20/2016	09/14/2007	7,441 33	4,032 08			3,409 25		0 00	0 00
75 0										
03027X100	12/20/2016	09/06/2013	8,006.82	5,391 18			2,615 64		0 00	0 00
50 0										
030420103	12/20/2016	09/06/2013	3,702 41	1,974 00			1,728 41		0 00	0 00
200 0										
037833100	12/20/2016	02/09/2006	23,477 48	1,919 14			21,558 34		0 00	0 00
100 0										
166764100	12/20/2016	Various	11,840 74	9,141 50			2,699 24		0.00	0 00
100 0										
22160K105	12/20/2016	02/05/2008	16,366 64	6,590 00			9,776 64		0 00	0 00
100 0										
254687106	12/20/2016	04/10/2007	10,575.76	3,441.04			7,134.72		0 00	0.00

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

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2016 Tax Information Statement

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Recipient's Name and Address:

23-57881

Account Number:

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

Ref: RS

Recipient's Tax ID Number:

EDWARD L BAKEWELL JR FAMILY FOUNDATIO
ATTN: EDWARD L BAKEWELL III
8820 LADUE RD. STE. 200
SAINT LOUIS, MO 63124-2080

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

FEIN: # 43-1434313

STATEMENT 6

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld
300 0	J P MORGAN CHASE & CO									
46625H100	12/20/2016	11/25/2009	25,836 18	12,603.00			13,233 18		0.00	0.00
150 0	MICROCHIP TECHNOLOGY INC									
595017104	12/20/2016	10/09/2007	9,823 28	3,413 04			6,410 24		0.00	0.00
5593 22	MFB NORTHERN FDS FIXED INCOME FD									
665162806	12/20/2016	07/09/2010	56,100 00	58,281 36			-2,181 36		0.00	0.00
400 0	ORACLE CORPORATION									
68389X105	12/20/2016	08/04/2011	15,604 65	11,760 00			3,844 65		0.00	0.00
200 0	US BANCORP DEL NEW									
902973304	12/20/2016	08/04/2011	10,461.77	4,905 86			5,555 91		0.00	0.00
100 0	UNITED TECHNOLOGIES CORP									
913017109	12/20/2016	10/26/2005	11,078.75	5,138 00			5,940.75		0.00	0.00
125 0	UNITEDHEALTH GROUP INC									
91324P102	12/20/2016	09/06/2013	20,364.55	9,314 29			11,050 26		0.00	0.00
300 0	V F CORP									
918204108	12/20/2016	08/04/2011	16,190 64	8,275 11			7,915.53		0.00	0.00
Total Long Term Sales			1,404,527.08	1,275,880.35	0.00	0.00	128,646.74		0.00	0.00

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