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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

OMB No 1545-0052

2009

Note.

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

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE PILLSBURY FOUNDATION		A Employer identification number 43-1699916	
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 10702 MANCHESTER ROAD 10		B Telephone number (see page 10 of the instructions) (314) 822-6587	
	City or town, state, and ZIP code ST LOUIS, MO 63122		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,606,511		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 page 11 of the 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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	571	571	571	
	4 Dividends and interest from securities.	215,647	215,647	215,647	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) . . .				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	216,218	216,218	216,218	
	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 schedule)	3,265	1,633	1,632	
	c Other professional fees (attach schedule)	1,022	512	510	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	12,764	568	567	
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	845	423	422	
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,923	3,962	3,961	
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	25,819	7,098	7,092	0
	25 Contributions, gifts, grants paid	393,361			393,361
	26 Total expenses and disbursements. Add lines 24 and 25	419,180	7,098	7,092	393,361
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-202,962			
	b Net investment income (if negative, enter -0-)		209,120		
	c Adjusted net income (if negative, enter -0-)			209,126	

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	1Cash—non-interest-bearing	521,797	320,731	320,731
	2Savings and temporary cash investments			
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges	8,040	6,000	6,000
	10aInvestments—U S and state government obligations (attach schedule)			
	bInvestments—corporate stock (attach schedule)	5,219,183	5,219,183	6,204,780
	cInvestments—corporate bonds (attach schedule).			
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)			
	14Land, buildings, and equipment basis ▶ _____ 66,855 Less accumulated depreciation (attach schedule) ▶ _____	66,855	66,855	75,000
Liabilities	15Other assets (describe ▶ _____)			
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,815,875	5,612,769	6,606,511
	17Accounts payable and accrued expenses	201	57	
	18Grants payable			
	19Deferred revenue			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22Other liabilities (describe ▶ _____)			
	23Total liabilities (add lines 17 through 22)	201	57	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted			
	25Temporarily restricted			
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds	5,815,675	5,612,712	
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds	-1		
	30Total net assets or fund balances (see page 17 of the instructions)	5,815,674	5,612,712	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,815,875	5,612,769	

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	5,815,674
2	Enter amount from Part I, line 27a	2	-202,962
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	5,612,712
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,612,712

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 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
(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				
b				
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				
b				
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	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }		3	

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 page 18 of 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))
2008	213,050	6,896,500	0 030892
2007	396,618	7,196,313	0 055114
2006	378,960	6,086,931	0 062258
2005	411,397	7,766,469	0 052971
2004	397,140	7,670,921	0 051772
2	Total of line 1, column (d).		2 0 253007
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 050601
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.		4 5,898,640
5	Multiply line 4 by line 3.		5 298,477
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,091
7	Add lines 5 and 6.		7 300,568
8	Enter qualifying distributions from Part XII, line 4.		8 393,361
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 on page 18			

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,091
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	
3		Add lines 1 and 2.		3	2,091
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,091
6		Credits/Payments			
a		2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	6,000
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	3,909
11		Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 1,060	Refunded <input type="checkbox"/>	11	2,849

Part VII-AStatements Regarding Activities

1a	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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		
	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?.	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
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.	2		No
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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> MO _____			
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 .	8b	Yes	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of LINDA ROOS Telephone no (314) 822-6587 Located at 10702 MANCHESTER RD ST LOUIS MO ZIP+4 63122			
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		

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
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 2009?.	1c		
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. 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 page 20 of the instructions).	2b		
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____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2009?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?

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

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☐ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

6b

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
LINDA J ROOS	PRESIDENT	0	0	0
1199 CLAYTON PLACE DRIVE ST LOUIS, MO 63131	000 00			
CYNTHIA DICKINSON	VICE PRESIDE	0	0	0
402 EAST MADISON ST LOUIS, MO 63122	000 00			
ELIZABETH HOFFMAN	SECRETARY	0	0	0
13431 MASON VALLEY COURT ST LOUIS, MO 63131	000 00			
EVELYN KURTZ	TREASURER	0	0	0
14310 BRANBLEWOOD CHESTERFIELD, MO 63017	000 00			

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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.

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 page 23 of the 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.		

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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.	1a	5,439,114
b	Average of monthly cash balances.	1b	549,353
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,988,467
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	5,988,467
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	89,827
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,898,640
6	Minimum investment return. Enter 5% of line 5.	6	294,932

Part XI

Distributable Amount (see page 25 of the 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	294,932
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	2,091
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,091
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	292,841
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	292,841
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	292,841

Part XII

Qualifying Distributions (see page 25 of the 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.	1a	393,361
b	Program-related investments—total from Part IX-B.	1b	
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).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	393,361
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 page 26 of the instructions).	5	2,091
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	391,270
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				292,841
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			54,324	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005.				
c From 2006.				
d From 2007.				
e From 2008.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2009 from Part XII, line 4 ➤ \$ _____ 393,361				
a Applied to 2008, but not more than line 2a			54,324	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2009 distributable amount.				292,841
e Remaining amount distributed out of corpus	46,196			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	46,196			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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 page 27 of the instructions. . .				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.	46,196			
10 Analysis of line 9				
a Excess from 2005.				
b Excess from 2006.				
c Excess from 2007.				
d Excess from 2008.				
e Excess from 2009.	46,196			

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling.

b

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

☐ 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	393,361
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	571	
4 Dividends and interest from securities.			14	215,647	
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.					
8 Gain or (loss) from sales of assets other than inventory					
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). . .				216,218	
13 Total. Add line 12, columns (b), (d), and (e). 13					216,218

[illegible]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
*****		2010-05-15	*****	
Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's Signature	PETER C SHARAMITARO JR CPA	Date	2010-05-14
	Check if self-employed	<input checked="" type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions)	
	Firm's name (or yours if self-employed), address, and ZIP code	SHARAMITARO & ASSOCIATES PC 4227 WATSON ROAD SUITE 2 ST LOUIS, MO 631091211	EIN	(314) 647-6655


Additional Data

Software ID: 09000034
Software Version: 09510951
EIN: 43-1699916
Name: THE PILLSBURY FOUNDATION


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN BAPTIST CHURCHESP O BOX 3786 SPRINGFIELD,IL 62708			RELIGIOUS	3,000
AMERICAN YOUTH FOUADATION 8706 MANCHESTER RD ST LOUIS,MO 63144			CHARITABLE	2,500
AMREICAN BIBLE SOCIETY1865 BROADWAY NEW YORK,NY 10023			RELIGIOUS	400
APLHA FAMILY DEVELOPMENT620 N GRAND BLVD ST LOUIS,MO 63103			RELIGIOUS	500
BAPTIST CENTER FOR ETHICS1100 ALUMNI HALL VANDERBILT UNIVERSITY NASHVILLE,TN 37240			EDUCATIONAL	500
BAPTIST JOINT COMMITTEE200 MARYLAND AV NE WASHINGTON,DC 20002			RELIGIOUS	1,000
BAYLOR UNIVERSITYONE BEAR PLACE 97026 WACO,TX 76798			EDUCATIONAL	3,000
BECONE COLLEGE2299 OLD BACONE ROAD MUSKOGEE,OK 74403			EDUCATIONAL	20,000
CAPITAL INTERFAITH HOSPIT4200 BUTTERWORTH PLACE N WASHINGTON,DC 20016			RELIGIOUS	1,500
CENTRAL BAPTIST THEOLOGIC 6601 MONTICELLO RD SHAWNEE,KS 66226			RELIGIOUS	30,000
CHRISTIAN ACTIVITIES CENT540 NORTH 6TH STREET EAST ST LOUIS,IL 62201			RELIGIOUS	2,000
CORNERSTONE CHORALE AND BP O BOX 249 FLORISSANT,MO 63032			CHARITABLE	1,000
CROHN'S & COLITIS FOUNDAT386 PARK AVENUE SOUTH 17TH FLOOR NEW YORK,NY 10016			CHARITABLE	3,000
DARDEN SCHOOL FOUNDATIONPO BOX 400807 CHARLOTTESVILLE,VA 22907			EDUCATIONAL	400
FOCUS ON THE FAMILYCOLORADO SPRINGS COLORADO,CO 80995			CHARITABLE	1,000
Total ▶ 3a				393,361

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
FOREST PARK FOREVER INC5595 GRAND DRIVE ST LOUIS,MO 63112			CHARTIABLE	2,750
FREEWAY FOUNDATION3426 BRIDGELAND DR BRIDGETON,MO 63044			CHARITABLE	17,000
GATEWAY HOMELESS1000 N 19TH ST ST LOUIS,MO 63106			CHARITABLE	3,000
GRACE HILL SETTLEMENT HOU 7925 MINNESOTA AVENUE ST LOUIS,MO 63111			CHARITABLE	4,000
GREEN LAKE CONFERENCE CEN STATE HIGHWAY 23 GREEN LAKE,WI 54941			CHARITABLE	37,375
HATEBUSTERSPO BOX 442 LIBERTY,MO 64601			CHARITABLE	1,000
HUMANE SOCIETY OF MISSOUR 1201 MACKLIND ST LOUIS,MO 63110			CHARITABLE	500
INTERNATIONAL MINISTRIESPO BOX 851 VALLEY FORGE,PA 19482			RELIGIOUS	1,000
KIRKWOOD SCHOOL DISTRICT 11289 MANCHESTER RD KIRKWOOD,MO 63122			EDUCATIONAL	2,000
LIVING LANDS & WATERS17624 ROUTE 84 NORTH EAST MOLINE,IL 61244			CHARITABLE	2,000
MEMPHIS SYMPHONY ORCHESTR 585 S MENDENHALL RD MEMPHIS,TN 38117			CHARITABLE	333
METROPOLITIAN SCHOOL7781 SARAH MAPLEWOOD,MO 63143			EDUCATIONAL	46,086
MICDS101 N WARSON ST LOUIS,MO 63124			EDUCATIONAL	200
MISSOURI BAPTIST HEALTHCA 3015 N BALLAS RD ST LOUIS,MO 63131			CHARITABLE	5,000
MISSOURI BOTANICAL GARDEN 4344 SHAW BLVD ST LOUIS,MO 63110			CHARITABLE	1,000
Total  3a				393,361

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
NORTH SIDE TEAM MINISTRY1908 E GRAND BLVD ST LOUIS,MO 63107			CHARITABLE	4,000
NORTHERN BAPTIST SEMINARY660 BUTTERFIELD RD LAMBARD,IL 60148			RELIGIOUS	39,500
OPERATION SMILE6435 TIDEWATER DRIVE NORFOLK,VA 23509			CHARITABLE	667
OXFAM AMERICA26 WEST ST BOSTON,MA 02111			CHARITABLE	2,500
PAYBACK INC501 S BRENTWOOD ST LOUIS,MO 63105			CHARITABLE	2,500
PRISON FELLOWSHIP MINISTRP O BOX 1550 MERRIFIELD,VA 22116			CHARITABLE	2,000
PROJECT MEDSENDPO BOX 1098 ORANGE,CT 06447			CHARITABLE	8,500
PROJECT RWANDA209 LA MESA DRIVE SALINAS,CA 93901			CHARITABLE	500
RAINBOW ACRESPO BOX 1326 CAME VERDE,AZ 86322			CHARITALBE	6,000
SALVATION ARMYPOBOX 21787 ST LOUIS,MO 63109			CHARITABLE	6,000
ST LOUIS COMMUNITY COLLE300 S BROADWAY ST LOUIS,MO 63102			EDUCATIONAL	500
ST LOUIS FOOD BANK70 CORPORATE WOODS DR ST LOUIS,MO 63044			CHARITABLE	1,000
ST LOUIS SYMPHONY ORCHES718 N GRAND ST LOUIS,MO 63103			CHARITABLE	4,500
SUSAN G KOMAN FOUNDATIO5005 LBJ FREEWAY SUITE 2 DALLAS,TX 75244			CHARITABLE	2,500
THIRD BAPTIST CHURCH620 N GRAND BLVD ST LOUIS,MO 63103			RELIGIOUS	75,000
Total  3a				393,361

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY BAPTIST CHURCH 34TH CHARLES STREETS BALTIMORE, MD 21218			RELIGIOUS	250
WILLIAM JEWEL COLLEGE500 COLLEGE HILL LIBERTY, MO 64068			EDUCATIONAL	44,400
Total ▶ 3a				393,361

TY 2009 Accounting Fees Schedule

Name: THE PILLSBURY FOUNDATION

EIN: 43-1699916

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,265	1,633	1,632	

TY 2009 Investments Corporate
Stock Schedule

Name: THE PILLSBURY FOUNDATION
EIN: 43-1699916

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES - LQD	249,005	249,960
ISHARES - AGG	244,926	257,975
BANK OF AMERICA	142,180	45,180
PUTNAM MSTR INC PIM	326,086	301,500
PUTNAM PREMIER INCOME PPT		313,709
AFLAC	98,610	87,875
AT&T	140,000	168,769
AUTOM DATA PROCESSING	77,502	179,202
BERKSHIRE HATHAWAY INC	267,025	297,600
BOEING	102,477	54,130
BRISTOL MYERS SQUIBB	71,810	50,500
CISCO SYSTEMS	143,274	207,799
COLGATE PALMOLIVE	79,896	331,065
COCA COLA	99,750	108,300
DUKE REALTY	145,308	166,047
ENRON CORP	273,957	
EXXON MOBIL	51,428	163,656
GENERAL ELECTRIC	230,288	118,771
HEALTH CARE PROPERTY	53,912	97,728
HEWLETT PACKARD	100,125	115,898
INTEL CORP	54,381	59,160
IBM	97,422	117,810
JOHNSON & JOHNSON	105,812	257,640
LOWES COMPANIES	130,514	173,086
MEDTRONICS	82,590	145,134
MFS INTEMDT INC	291,583	243,750
MICROSOFT	114,115	85,344
ORACLE CORP	127,488	82,176
PUTNAM MASTER INTERMDT INC	121,986	98,120
PFIZER	104,349	45,475

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QUALCOM	121,310	236,389
ROYAL DUTCH SHELL	81,772	137,051
STANDARDS AND POOR	86,949	125,153
STRYKER CORP	47,097	80,592
TEXAS INSTRUMENTS	151,475	109,452
TJX COS	127,193	285,090
UNITED HEALTH CARE GROUP	33,085	55,778
US BANK CORP	103,508	117,660
WALGREENS	59,035	154,224
WALMART	179,640	203,110
WELLS FARGO	100,320	76,922
ZIMMER HOLDINGS INC		

TY 2009 Land, Etc. Schedule

Name: THE PILLSBURY FOUNDATION

EIN: 43-1699916

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	66,855		66,855	75,000

TY 2009 Other Expenses Schedule**Name:** THE PILLSBURY FOUNDATION**EIN:** 43-1699916

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charitable Purposes
EXPENSES				
TELEPHONE	1,716	858	858	
DUES	2,100	1,050	1,050	
INSURANCE	2,416	1,208	1,208	
BANK FEES	2	1	1	
OFFICE SUPPLIES	148	74	74	
PUBLICATIONS	15	8	7	
MISCELLANEOUS	1,526	763	763	

TY 2009 Other Professional Fees Schedule**Name:** THE PILLSBURY FOUNDATION**EIN:** 43-1699916

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONTRACTED SERVICE	325	163	162	
LEGAL FEES	697	349	348	

TY 2009 Taxes Schedule

Name: THE PILLSBURY FOUNDATION

EIN: 43-1699916

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,135	568	567	
EXCISE TAXES	11,629			