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Form **990**

Department of the Treasury
Internal Revenue Service Th

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ e organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

Please use IRS label or print or type See Specific Instructions.

C Name of organization PANERA BREAD FOUNDATION, INC. (MO)

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite: 3630 SOUTH GEYER RD. SUITE 100

City or town, state or country, and ZIP + 4: ST. LOUIS, MO 63127

D Employer identification number: 43-1950869

E Telephone number: 314-633-7100

G Gross receipts $ 1,711,698.99

F Name and address of principal officer: Ronald M. Shaich, Same as C Above

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website. ▶ N/A

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 2002 **M** State of legal domicile MO

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: Panera Bread Foundation, Inc. raises funds which are to be remitted to numerous other exempt organizations.

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	3
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	0
5 Total number of employees (Part V, line 2a)	5	0
6 Total number of volunteers (estimate if necessary)	6	Less than 50
7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	
b Net unrelated business taxable income from Form 990-T, line 34	7b	

Revenue

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	1,198,040	1,711,449
9 Program service revenue (Part VIII, line 2g)		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	358	250
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,198,398	1,711,699

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,203,833	1,409,884
14 Benefits paid to or for members (Part IX, column (A), line 4)		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
16a Professional fundraising fees (Part IX, column (A), line 11e)		
b Total fundraising expenses, Part IX, column (D), line 25) ▶		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	100	152
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,203,933	1,410,036
19 Revenue less expenses Subtract line 18 from line 12	-5,535	301,663

Net Assets or Fund Balances

	Beginning of Year	End of Year
20 Total assets (Part X, line 16)	974,807	1,276,471
21 Total liabilities (Part X, line 26)		
22 Net assets or fund balances Subtract line 21 from line 20	974,807	1,276,471

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Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer — Date: 18 AUG 2010

▶ Amy L. Kuzdowicz, Assistant Treasurer

Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ | Date | Check if self-employed ▶ ☐ | Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ | EIN ▶ | Phone no ▶

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2009)

JSA
9E1010 3 000

SCANNED SEP 17 2010

9/17 5

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission
See attached Statement 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses $ 1,129,988 including grants of $ _____) (Revenue $ _____)
The Foundation contributed to over 200 exempt organizations. The three largest recipients of the Foundation's Operation Doughnation program were Chicago Cares, Operation Food Search, and PACER Center.

4b (Code _____) (Expenses $ 279,896 including grants of $ _____) (Revenue $ _____)
The Foundation supports numerous charitable organizations in the form of sponsorships. Recipients include Breast Cancer Network of Strength, Make-A-Wish Foundation, and Susan G. Komen for the Cure.

4c (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services (Describe in Schedule O)
(Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4e Total program service expenses ▶ 1,409,884

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		X
5	**Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If" Yes," complete Schedule D, Part V*	10		X
11	Is the organization's answer to any of the following questions "Yes"? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11		X
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*			
	• Did the organization report an amount for investments—other-securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*			
	• Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		X
12A	Was the organization included in consolidated, independent audited financial statement for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional* (Yes / No)	12A		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25 a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a 0		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)			
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O.*	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b	If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	**Organizations that may receive deductible contributions under section 170(c).**			
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g		X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h		X
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9	**Sponsoring organizations maintaining donor advised funds.**			
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10	**Section 501(c)(7) organizations.** Enter			
a	Initiation fees and capital contributions included on Part VIII, line 12	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11	**Section 501(c)(12) organizations.** Enter			
a	Gross income from members or shareholders	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body	1a	3		
b	Enter the number of voting members that are independent	1b	0		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5			X
6	Does the organization have members or stockholders?	6			X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a			X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9a			X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11		X
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a		X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c		
13	Does the organization have a written whistleblower policy?	13		X
14	Does the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		X
b	Other officers or key employees of the organization	15b		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ Panera Bread, 6710 Clayton Rd., Richmond Heights, MO 63117, 314-633-7100

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

[X] Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
See Statement 2										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total ▶										

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 0

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
None		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 0

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns 1a				
	b Membership dues 1b				
	c Fundraising events 1c				
	d Related organizations 1d				
	e Government grants (contributions) . . 1e				
	f All other contributions, gifts, grants, and similar amounts not included above . 1f 1,711,449				
	g Noncash contributions included in lines 1a-1f $ _____				
	h **Total.** Add lines 1a-1f . . . . . ▶	1,711,449			
Program Service Revenue		**Business Code**			
	2a _____				
	b _____				
	c _____				
	d _____				
	e _____				
	f All other program service revenue				
	g **Total.** Add lines 2a-2f . . . . . ▶				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) . . . . . ▶	250			250
	4 Income from investment of tax-exempt bond proceeds . . . ▶				
	5 Royalties . . . . . ▶				
		(i) Real	(ii) Personal		
	6a Gross Rents				
	b Less rental expenses . . .				
	c Rental income or (loss) . .				
	d Net rental income or (loss) . . . . . ▶				
		(i) Securities	(ii) Other		
	7a Gross amount from sales of assets other than inventory				
	b Less cost or other basis and sales expenses				
	c Gain or (loss)				
	d Net gain or (loss) . . . . . ▶				
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . . a				
	b Less direct expenses . . . . . b				
	c Net income or (loss) from fundraising events . . . . . ▶				
	9a Gross income from gaming activities See Part IV, line 19 . . . . . a				
	b Less direct expenses . . . . . b				
	c Net income or (loss) from gaming activities . . . . . ▶				
	10a Gross sales of inventory, less returns and allowances . . . . . a				
	b Less cost of goods sold . . . . . b				
	c Net income or (loss) from sales of inventory. . . . . ▶				
	Miscellaneous Revenue	**Business Code**			
	11a _____				
	b _____				
	c _____				
	d All other revenue				
	e **Total.** Add lines 11a-11d . . . . . ▶				
	12 **Total Revenue.** See instructions . . . . . ▶	1,711,699			250

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	1,409,884	1,409,884		
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a Bank Charges	152		152	
b				
c				
d				
e				
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	1,410,036	1,409,884	152	
26 **Joint Costs.** Check here ▶ ☐ If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	974,807	1	1,276,471
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a			
	b	Less accumulated depreciation — 10b		10c	
	11	Investments - publicly traded securities		11	
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	974,807	16	1,276,471
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25		26	
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☐ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds	974,807	32	1,276,471
	33	Total net assets or fund balances	974,807	33	1,276,471
	34	Total liabilities and net assets/fund balances	974,807	34	1,276,471

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 [X] Cash [ ] Accrual [ ] Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c		
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization	**Employer identification number**
PANERA BREAD FOUNDATION, INC. (MO)	43-1950869

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii)	A family member of a person described in (i) above?	11g(ii)	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the US?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	650,259	957,576	1,157,704	1,198,041	1,711,449	5,675,029
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	650,259	957,576	1,157,704	1,198,041	1,711,449	5,675,029
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						2,533,596
6 **Public support.** Subtract line 5 from line 4						3,141,433

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	650,259	957,576	1,157,704	1,198,041	1,711,449	5,675,029
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	369	410	327	358	250	1,714
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						5,676,743

12 Gross receipts from related activities, etc (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	55.3387 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	54.4319 %

16a **33 1/3% support test - 2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☒

b **33 1/3% support test - 2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

17a **10%-facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **10%-facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ▶ ☐

JSA

9E1220 1 000

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	0.0000 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	0.0000 %
18 Investment income percentage from **2008** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b; or Part III, line 12 Provide any other additional information See instructions

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

PANERA BREAD FOUNDATION, INC. (MO)

Employer identification number

43-1950869

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Statement 3							

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶

3 Enter total number of other organizations . . . . . ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22 Use Part IV and Schedule I-1 (Form 990) if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

PANERA BREAD FOUNDATION, INC. (MO)

Employer identification number

43-1950869

Part VI - Section B - 11a - Form 990 is completed and reviewed by tax employees of Panera, LLC., and final review performed by Foundation Treasure or Assistant Treasure.

Part VI - Section C -19 - The organization makes all necessary documents, policies, and financial statements available to the public upon request.

Name of the organization	Employer identification number
PANERA BREAD FOUNDATION, INC. (MO)	43-1950869

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36 or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

PANERA BREAD FOUNDATION, INC. (MO)

Employer identification number

43-1950869

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
Panera Bread Company 04-2723701 3630 South Geyer Rd. Suite 100 St. Louis, MO 63127 (See Statement 4)	Holding Co.	DE	NA	C-Corp	NA	NA	NA

Part V **Transactions With Related Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?			
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b		X
c	Gift, grant, or capital contribution from other organization(s)	1c	X	
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n	Sharing of paid employees	1n		X
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q		X
r	Other transfer of cash or property from other organization(s)	1r	X	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a–r)	(c) Amount involved
(1)	PANERA BREAD COMPANY (See Statement 4)	C, R	1,711,699
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

PANERA BREAD FOUNDATION, INC. (MO) 43-1950869

FORM 990, PART III, LINE 1
==========

PANERA BREAD FOUNDATION, INC. MAKES FINANCIAL CONTRIBUTIONS TO QUALIFIED TAX-EXEMPT ORGANIZATIONS WHOSE PROGRAMS ADDRESS BASIC HUMAN NEEDS. THE FOUNDATION SUPPORTS ORGANIZATIONS WHOSE MISSIONS FALL WITHIN THE FOLLOWING CATEGORIES:

HEALTH AND WELFARE
EDUCATION
CULTURE AND ARTS
CIVIC AND COMMUNITY

PANERA BREAD FOUNDATION, INC. (MO) 43-1950869

FORM 990, PART VII, SECTION A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND TITLE	AVERAGE HOURS PER WEEK	POSITION	REPORTABLE COMPENSATION FROM THE ORGANIZATION	REPORTABLE COMPENSATION FROM RELATED ORGANIZATIONS	REPORTABLE COMPENSATION ESTIMATED OTHER COMP
RONALD M. SHAICH DIRECTOR, PRESIDENT	PART TIME	DIRECTOR OFFICER	NONE	NONE	NONE
JOHN M. MAGUIRE DIRECTOR, VICE PRESIDENT	PART TIME	DIRECTOR OFFICER	NONE	NONE	NONE
JEFFREY W. KIP DIRECTOR, TREASURER	PART TIME	DIRECTOR OFFICER	NONE	NONE	NONE
SCOTT G. BLAIR SECRETARY	PART TIME	OFFICER	NONE	NONE	NONE
LOUIS DIPIETRO ASST. SECRETARY	PART TIME	OFFICER	NONE	NONE	NONE
AMY L. KUZDOWICZ ASST. TREASURER	PART TIME	OFFICER	NONE	NONE	NONE

Panera Bread Foundation
Expense Register

Date	Check Number	Description	Accounting Fee's	Bank Charges	Operation Doughnation	Sponsorships	Total		
1/5/2009	2311	American Cancer Society				1 799 00	1,799 00		
1/6/2009	2312	American Cancer Society				79 00	79 00		
1/12/2009	2313	Operation Food Search				370 50	370 50		
1/12/2009	2314	Arnold Food Pantry				429 30	429 30		
1/19/2009	2315	Immaculate Conception Catholic Church				403 30	403 30		
1/19/2009	2316	Rock Community Fire Protection District				458 65	458 65		
1/19/2009	2317	Arnold Chamber of Commerce				298 40	298 40		
1/19/2009	2318	Fox High School				339 70	339 70		
1/21/2009	2319	Children s Healthcare of Atlanta			19,835 54		19,835 54		
1/21/2009	2320	Community Food Bank			20,967 95		20,967 95	2007 ($10868 64) and 2008 ($10099 31) ODN payout	
1/21/2009	2321	Second Harvest Food Bank of Metrolina			20,518 14		20,518 14	2007 ($9067 83) and 2008 ($11450 31) ODN payout	
1/26/2009	2322	John F Kennedy High School				166 00	166 00		
1/26/2009	2323	Nashville Area Habitat for Humanity			12,727 28		12,727 28		
1/26/2009	2324	Second Harvest Food Bank of Middle Tennessee			6,136 35		6,136 35		
1/26/2009	2325	Baby TALK			2,399 76		2,399 76		
1/26/2009	2326	March of Dimes			21,336 06		21,336 06		
1/27/2009	2327	Central Pennsylvania Food Bank			1,500 00		1,500 00		
1/27/2009	2328	Central Pennsylvania Food Bank			10,000 00		10,000 00		
1/27/2009	2329	Central Pennsylvania Food Bank			2,504 19		2,504 19		
1/27/2009	2330	Greater Berks Food Bank			5,321 19		5,321 19		
1/27/2009	2331	Second Harvest Food Bank of Lehigh Valley and Northeast Pennsylvania			14,673 84		14,673 84		
1/27/2009	2332	VOID					-		
1/27/2009	2333	York County Food Bank Inc			6,598 37		6,598 37		
1/27/2009	2334	H&J Weinberg Northeast Pennsylvania Food Bank			6,277 95		6,277 95		
1/27/2009	2335	Make A Wish Foundation of Western New York			12,432 14		12,432 14		
1/27/2009	2336	Salvation Army			1,020 71		1,020 71		
1/27/2009	2337	Central Missoun Food Bank			3,916 58		3,916 58		
1/27/2009	2338	Mid America Teen Challenge			1,821 69		1,821 69		
1/27/2009	2339	Central Illinois Food Bank			1,698 00		1,698 00		
1/27/2009	2340	Loving Hearts Outreach			423 35		423 35		
1/28/2009	2341	Agape Food Bank			3,503 84		3,503 84		
1/28/2009	2342	First Baptist Church of Arnold				222 90	222 90		
1/28/2009	2343	Sherwood Elementary School				384 80	384 80		
1/28/2009	2344	Food Recovery Network			16,653 15		16,653 15		
1/28/2009	2345	Golisano Children's Hospital at Strong			15,494 37		15,494 37		
1/28/2009	2346	Horseheads Central School District				1,056 00	1,056 00		
1/28/2009	2347	Golisano Children's Hospital at Strong				4,968 00	4,968 00		
2/2/2009	2348	America s Second Harvest Food Bank of San Joaquin and Stanislaus Counties			7,896 35		7,896 35		
2/2/2009	2349	FoodLink for Tulare County			4,125 92		4 125 92		
2/2/2009	2350	Community Food Bank			3 433 07		3,433 07	voided	returned, not partner
2/2/2009	2351	St Joseph School				180 00	180 00		
2/3/2009	2352	American Cancer Society			26,140 80		26,140 80		
2/3/2009	2353	Greater Boston Food Bank			12,552 63		12,552 63		
2/3/2009	2354	The Food Bank of Central New York			20,489 67		20,489 67		
2/9/2009	2355	American Heart Association - Team Isabel				100 00	100 00		
2/9/2009	2356	Make A Wish Foundation of Greater Ohio, Kentucky and Indiana			32 893 22		32,893 22		
2/9/2009	2357	Gleaner's Food Bank of Indiana Inc			2,380 62		2,380 62		
2/9/2009	2358	Terre Haute Catholic Charities Food Bank			2 046 15		2,046 15		
2/9/2009	2359	Yale New Haven Hospital			24,437 78		24,437 78		
2/9/2009	2360	Children's Hospital & Research Foundation			17 364 42		17,364 42		
2/11/2009	2361	Inova Fairfax Hospital for Children			38,845 77		38,845 77		
2/11/2009	2362	Crohn's and Colitis Foundation of America				200 10	200 10		
2/11/2009	2363	West Ohio Food Bank			1,410 84		1,410 84		
2/11/2009	2364	Food Bank of Eastern Michigan			2,231 87		2,231 87		
2/11/2009	2365	Forgotten Harvest			30,371 24		30,371 24		
2/11/2009	2366	American Red Cross Mid-Michigan Chapter			4,181 16		4,181 16		
2/11/2009	2367	Food Gatherers Food Bank			7,644 87		7,644 87		
2/11/2009	2368	Gleaners Community Food Bank			6,455 31		6,455 31		
2/11/2009	2369	Northwestern Ohio Food Bank Inc			16,340 12		16,340 12		
2/11/2009	2370	Second Harvest Food Bank of North Central Ohio			1,584 24		1,584 24		
2/11/2009	2371	United Way of Southeastern Michigan			11 422 59		11,422 59		
2/16/2009	2372	Salvation Army			4,078 55		4,078 55		
2/16/2009	2373	Salvation Army			1,383 34		1,363 34		
2/16/2009	2374	The Greater Chicago Food Depository			4,042 79		4,042 79		
2/16/2009	2375	Breast Cancer Network of Strength			836 52		836 52		
2/16/2009	2376	Northern Illinois Food Bank			2,131 68		2,131 68		
2/16/2009	2377	Tri-State Food Bank			3,723 05		3,723 05		
2/16/2009	2378	Make A Wish Foundation of Greater Ohio Kentucky and Indiana			25,112 84		25,112 84		
2/16/2009	2379	America's Second Harvest of Kentucky s Heartland			3 953 87		3,953 87		
2/16/2009	2380	St Francis Foundation			5,303 90		5,303 90		
2/16/2009	2381	Community Food Bank of the Piedmont			3,702 00		3,702 00		
2/16/2009	2382	Loaves and Fishes			689 30		689 30		
2/18/2009	2383	Children's Hospital of the King s Daughters			11,798 36		11,798 36		
2/18/2009	2384	Food Bank of Southeastern VA			7,885 10		7,885 10		
2/18/2009	2385	Foodbank of the Virginia Peninsula			6,468 06		6,468 06		
2/18/2009	2386	Make A Wish Foundation of Western New York				2,812 00	2,812 00		
2/18/2009	2387	American Heart Association				146 63	146 63		
2/18/2009	2388	Central Virginia Food Bank			26,803 05		26,803 05		
2/18/2009	2389	Capital Area Food Bank			8,033 06		8,033 06		
2/18/2009	2390	DC Central Kitchen			7 132.41		7,132 41		
2/18/2009	2391	Fredericksburg Area Food Bank			2,150 25		2,150 25		
2/18/2009	2392	Brookline Community Foundation				500 00	500 00		
3/3/2009	2393	Bottom Line				1,000 00	1,000 00		
3/3/2009	2394	Old Bonhomme Elementary				102 10	102 10		
3/3/2009	2395	Red Hook Softball				42 28	42 28		
3/3/2009	2396	John F Kennedy High School				129 00	129 00		
3/3/2009	2397	St. Joseph School				216 00	216 00		
3/3/2009	2398	Food Bank of the Southern Tier			7,386 81		7,386 81		
3/4/2009	2399	Suncoast Harvest Food Bank			5,057 81		5,057 81		
3/4/2009	2400	All Faiths Food Bank			6,738 89		6,738 89		
3/4/2009	2401	Bay Area Food Bank			14,459 66		14,459 66		
3/4/2009	2402	Baptist Health Foundation			23,691 00		23,691 00		
3/4/2009	2403	Harry Chapin Food Bank			32,718 14		32,718 14		
3/4/2009	2404	Second Harvest Food Bank			27,430 01		27,430 01		
3/4/2009	2405	Second Harvest of the Big Bend			1,330 67		1,330 67		
3/4/2009	2406	Daily Bread Food Bank			3,092 19		3,092 19		
3/4/2009	2407	March of Dimes			18,092 32		18,092 32		

Panera Bread Foundation
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Date	Check Number	Description	Accounting Fee's	Bank Charges	Operation Doughnation	Sponsorships	Total	
3/4/2009	2408	March of Dimes				15,000 00	15,000 00	
3/9/2009	2409	National Multiple Sclerosis Society				6,399 52	6,399 52	
3/9/2009	2410	Yale New Haven Health System				2,219 22	2,219 22	
3/11/2009	2411	The 11-10-02 Foundation				49 58	49 58	
3/11/2009	2412	Food Bank of Northwest Indiana				631 08	631 08	
3/11/2009	2413	The Greater Chicago Food Depository				9,697 88	9,697 88	
3/11/2009	2414	Sacramento Food Bank and Family Services				2,482 33	2,482 33	
3/11/2009	2415	Leukemia and Lymphoma Society			565 05		565 05	
3/11/2009	2416	Tarrant Area Food Bank			4,690 22		4,690 22	
3/11/2009	2417	North Texas Food Bank			22,643 96		22,643 96	
3/11/2009	2418	Food Bank of Lincoln			3,554 93		3,554 93	
3/11/2009	2419	Omaha Food Bank			12,754 45		12,754 45	
3/11/2009	2420	Sacramento Food Bank and Family Services			22,621 34		22,621 34	
3/11/2009	2421	Food Bank of Siouxland			1,616 13		1,616 13	
3/11/2009	2422	Sioux Falls Food Pantry			3,510 81		3,510 81	
3/11/2009	2423	Methodist Children s Home			1,565 31		1,565 31	
3/18/2009	2424	NCMEC-NY/Mohawk Valley				151 50	151 50	
3/18/2009	2425	Omaha Food Bank				2,623 12	2,623 12	
3/18/2009	2426	The Make-A-Wish Foundation of WNY				2,004 12	2,004 12	
3/18/2009	2427	Golisano Children s Hospital at Strong				990 00	990 00	
3/18/2009	2428	Onskany Central School - Freshman				135 42	135 42	
3/18/2009	2429	Make-A-Wish Foundation of Minnesota				4,007 47	4,007 47	
3/18/2009	2430	Make-A-Wish Foundation of Minnesota				3,653 71	3,653 71	
3/18/2009	2431	Central Illinois Food Bank				546 46	546 46	
3/18/2009	2432	Baby TALK				87 80	87 80	
3/18/2009	2433	March of Dimes				2,052 80	2,052 80	
3/18/2009	2434	March of Dimes				1,149 00	1,149 00	
3/18/2009	2435	Children's Hospital Boston				1,364 62	1,364 62	
3/18/2009	2436	Golisano Children s Hospital at Upstate				958 90	958 90	
3/18/2009	2437	American Cancer Society				1,259 28	1,259 28	
3/26/2009	2438	National Multiple Sclerosis Society				3,140 97	3,140 97	
3/26/2009	2439	John F Kennedy High School				161 00	161 00	
3/26/2009	2440	St. Joseph School				174 00	174 00	
3/26/2009	2441	York County Food Bank, Inc				537 86	537 86	
3/26/2009	2442	Camelot For Children				639 08	639 08	
3/26/2009	2443	Central Pennsylvania Food Bank				1,956 05	1,956 05	
3/26/2009	2444	H & J Weinberg Northeast PA Regional Food Bank				259 20	259 20	
3/26/2009	2445	Opportunity House				639 08	639 08	
3/26/2009	2446	Make-A-Wish Foundation of Greater Ohio, Kentucky Indiana				2 408 50	2,408 50	
3/26/2009	2447	American Second Harvest of Kentucky Heartland				235 16	235 16	
3/26/2009	2448	Tri-State Food Bank				275 20	275 20	
3/26/2009	2449	Make-A-Wish Foundation of Greater Ohio Kentucky, Indiana				3,183 40	3,183 40	
3/26/2009	2450	Salvation Army				99 46	99 46	
3/26/2009	2451	Boys and Girls Club of Carbondale				321 10	321 10	
3/26/2009	2452	Central Missouri Food Bank				851 04	851 04	
3/26/2009	2453	Loving Hearts Outreach				54 62	54 62	
3/26/2009	2454	Operation Food Search				9,102 66	9,102 66	
3/26/2009	2455	Central Illinois Food Bank				546 46	546 46	
4/16/2009	2456	Children s Hospital of the King s Daughters			3,500 00		3,500 00	2009 ODN
4/2/2009	2457	United Way of Southeastern Michigan				8,457 08	8,457 08	
4/3/2009	2458	American Red Cross Mid-Michigan Chapter				1,663 78	1,663 78	
4/3/2009	2459	Food Bank of Eastern Michigan				718 28	718 28	
4/3/2009	2460	Make-A-Wish Foundation of Northwest Ohio				1,382 80	1,382 80	
4/3/2009	2461	United Way Livingston County				793 12	793 12	
4/3/2009	2462	United Way Wastenaw County				1,113 40	1,113 40	
4/3/2009	2463	Youth Villages				2,295 46	2,295 46	
4/3/2009	2464	Harry Chapin Food Bank				1,796 46	1,796 46	
4/3/2009	2465	Bay Area Food Bank				1,509 32	1,509 32	
4/3/2009	2466	Suncoast Harvest Food Bank				286 86	286 86	
4/3/2009	2467	Agape Food Bank				466 80	466 80	
4/3/2009	2468	Childrens Home Society of Florida, Buckner Division				3,980 91	3,980 91	
4/3/2009	2469	Baptist Health Foundation				1,102 00	1,102 00	
5/4/2009	2470	American Cancer Society				595 00	595 00	check skipped in error on 04/16/09
4/16/2009	2471	Holy Spirit Home and School				693 00	693 00	
4/16/2009	2472	Brookline Youth Baseball				400 00	400 00	
4/16/2009	2473	American Cancer Society				378 13	378 13	
5/4/2009	2474	Knickerbocker Elementary School PTO				189 58	189 58	
5/4/2009	2475	Sacramento Food Bank				2,482 33	2,482 33	
5/4/2009	2476	Make-A-Wish Foundation of Central & Western North Carolina				3,619 60	3,619 60	
5/4/2009	2477	Kingston High School Jazz Ensemble				134 24	134 24	
5/4/2009	2478	NCMEC-NY				73 89	73 89	
5/4/2009	2479	Tarrant Area Food Bank				415 76	415 76	
5/4/2009	2480	North Texas Food Bank				1,215 16	1,215 16	
5/4/2009	2481	Methodist Children s Home				594 84	594 84	
5/4/2009	2482	Food Bank of Lincoln				204 86	204 86	
5/4/2009	2483	Food Bank of Siouxland				544 00	544 00	
5/4/2009	2484	Sioux Falls Food Pantry				166 16	166 16	
5/4/2009	2485	Children's Hospital of the King's Daughters				2,508 32	2,508 32	
5/4/2009	2486	Inova Fairfax Hospital for Children				3,929 20	3,929 20	
5/4/2009	2487	Make-A-Wish Foundation				2,362 12	2,362 12	
5/4/2009	2488	Whitesboro Golf Booster Club				204 27	204 27	
5/4/2009	2489	American Cancer Society				60 56	60 56	
5/4/2009	2490	American Cancer Society				117 12	117 12	
5/4/2009	2491	American Cancer Society				53 43	53 43	
5/11/2009	2492	Chicago Cares			87,464 49		87,464 49	
5/11/2009	2493	Second Harvest of the Big Bend				243 26	243 26	
5/11/2009	2494	A.D.O.P.T				253 00	253 00	
5/11/2009	2495	Second Harvest Food Bank of San Joaquin County				625 88	625 88	
5/11/2009	2496	Food Link for Tulare County				175 70	175 70	
5/11/2009	2497	Fresno Community Food Bank				398 92	398 92	
5/13/2009	2498	CHOA Children s Health Care of Atlanta				1,046 00	1,046 00	
5/13/2009	2499	Oregon Food Bank				677 04	677 04	
5/14/2009	2500	St. Francis Foundation				1,580 28	1,580 28	
5/15/2009	2501	Operation Food Search			87,101 09		87,101 09	2008 Collections
5/15/2009	2502	PACER Center			51,258 74		51,258 74	
5/15/2009	2503	Sebring High School Art Department				107 60	107 60	
5/15/2009	2504	Montgomery Area Food Bank				177 26	177 26	

Panera Bread Foundation
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Date	Check Number	Description	Accounting Fee's	Bank Charges	Operation Doughnation	Sponsorships	Total
5/15/2009	2505	Food Bank of East Alabama				601 66	601 66
5/15/2009	2506	United Way Community Food Bank				886 24	886 24
5/15/2009	2507	Susan G Komen for the Cure				353 46	353 46
5/15/2009	2508	Second Harvest of the Big Bend				121 63	121 63
5/15/2009	2509	All Faiths Food Bank				297 28	297 28
5/15/2009	2510	March of Dimes Greater LA Division				2,848 33	2,848 33
5/15/2009	2511	Fresno Community Food Bank			3,433 07		3,433 07
5/29/2009	2512	Norwell Men s Softball Leage				300 00	300 00
5/29/2009	2513	Amencan Cancer Society				309 08	309 08
5/29/2009	2514	Amencan Cancer Society				199 65	199 65
5/29/2009	2515	New Hartford Pop Warner Cheerleading				70 54	70 54
6/5/2009	2516	Make-A-Wish Foundation of Nebraska, Inc				523 88	523 88
6/5/2009	2517	Make-A-Wish Foundation of Minnesota				2,669 41	2,669 41
6/5/2009	2518	Make-A-Wish Foundation of Minnesota				2,669 41	2 669 41
6/5/2009	2519	Voided check not issued				-	-
6/5/2009	2520	Holland Patent Track & Field				117 75	117 75
6/5/2009	2521	Amencan Cancer Society				57 59	57 59
6/5/2009	2522	Tarrant Area Food Bank				585 00	585 00
6/16/2009	2523	Food Lifeline				1,192 54	1,192 54
6/16/2009	2524	Amencan Cancer Society				50 80	50 80
6/16/2009	2525	March of Dimes Greater LA Division			6,194 78		6,194 78
6/26/2009	2526	Yachad				150 00	150 00
6/26/2009	2527	Nancy Kapp, Honor Flight Chicago				224 84	224 84
6/29/2009	2528	Children s Hospital and Research Foundation				549 72	549 72
7/14/2009	2529	United Way of Greater St Louis				353 22	353 22
7/14/2009	2530	Army & Air Force Exchange Service				98 90	98 90
7/15/2009	2531	Make-A-Wish Foundation of Orange County & the Inland Empire			2,048 57		2,048 57
7/15/2009	2532	Make-A-Wish Foundation of Greater Los Angeles			1 302 53		1,302 53
7/31/2009	2533	Food Bank of Lincoln				365 00	365 00
7/31/2009	2534	Amencan Cancer Society			57 37		57 37
8/7/2009	2535	Make-A-Wish Foundation of Greater Ohio, Kentucky, Indiana				327 55	327 55
8/7/2009	2536	National Multiple Sclerosis Society of Central PA				206 00	206 00
8/7/2009	2537	Burns Recovery Support Group				1,000 00	1,000 00
8/17/2009	2538	ST James Court Art Show				5,000 00	5,000 00
8/17/2009	2539	Children's Hospital Boston			12 144 83		12,144 83
8/17/2009	2540	Camelot For Children			5,000 00		5,000 00
8/17/2009	2541	Amencan Diabetes Association				54 47	54 47
8/25/2009	2542	United Way of Greater St Louis				225 30	225 30
8/25/2009	2543	Dispute Resolution Center				114 57	114 57
8/25/2009	2544	Lower Macungie Library				129 15	129 15
8/25/2009	2545	Make-A-Wish Foundation of Minnesota			25,588 29		25,588 29
9/4/2009	2546	Lamb's Basket Food Pantry				357 43	357 43
9/4/2009	2547	ST James Court Art Show				5,000 00	5,000 00
9/11/2009	2548	Make-A-Wish			14 157 80		14,157 80
9/17/2009	2549	The Second Harvest Food Bank of North Fonda				5,000 00	5,000 00
9/24/2009	2550	North Texas Food Bank				424 00	424 00
10/1/2009	2551	Agape Food Bank				58 83	58 83
10/1/2009	2552	Alemeda County Community Food Bank				134 32	134 32
10/1/2009	2553	All Faiths Food Bank				24 14	24 14
10/1/2009	2554	Amencan Red Cross Mid-Michigan Chapter				251 08	251 08
10/1/2009	2555	Amenca s Second Harvest Food Bank of San Joaquin and Stanislaus Counties				125 59	125 59
10/1/2009	2556	Amenca's Second Harvest of the Big Bend				21 94	21 94
10/1/2009	2557	Baby TALK				54 48	54 48
10/1/2009	2558	Batist Children s Hospital Foundation Cancer Fund				105 62	105 62
10/1/2009	2559	Bay Area Food Bank				142 53	142 53
10/1/2009	2560	Boys and Girls Club				55 90	55 90
10/1/2009	2561	Camelot For Children				174 10	174 10
10/1/2009	2562	Camp Smile-A-Mile P6 - P12				188 88	188 88
10/1/2009	2563	Central Illinois Food Bank				39 31	39 31
10/1/2009	2564	Central Missoun Food Bank				105 77	105 77
10/1/2009	2565	Voided check not issued				-	-
10/1/2009	2566	Central Pennsylvania Food Bank				322 38	322 38
10/1/2009	2567	Childrens Healthcare of Atlanta				250 15	250 15
10/1/2009	2568	Childrens Hospital of Boston				140 23	140 23
10/1/2009	2569	Childrens Hospital of Kings Daughters				400 64	400 64
10/1/2009	2570	Childrens Hospital of Michigan				1,609 52	1,609 52
10/1/2009	2571	Childrens Home Society of Florida, Buckner Division				386 83	386 83
10/1/2009	2572	Comfort Zone Camp				376 87	376 87
10/1/2009	2573	East Alabama Food Bank				34 45	34 45
10/1/2009	2574	Feeding America Kentucky's Heartland				65 41	65 41
10/1/2009	2575	Food Bank of Contra Costa & Solano				84 45	84 45
10/1/2009	2576	Food Bank of Eastern Michigan				36 78	36 78
10/1/2009	2577	Food Bank of Lincoln				115 03	115 03
10/1/2009	2578	Food Bank of Northwest Indiana				174 76	174 76
10/1/2009	2579	Food Bank of Siouxland				48 11	48 11
10/1/2009	2580	Food Bank of the Southern Tier				32 79	32 79
10/1/2009	2581	Food Lifeline				404 40	404 40
10/1/2009	2582	Food Link for Tulare County				51 42	51 42
10/1/2009	2583	Gosilano Childrens Hospital				209 27	209 27
10/1/2009	2584	Gosilano Chidrens Hospital at Strong				94 16	94 16
10/1/2009	2585	Greater Chicago Food Depository				1,518 83	1,518 83
10/1/2009	2586	H & J Weinberg Northeast PA Regional Food Bank				68 41	68 41
10/1/2009	2587	Hanford & Clovis Community Food Bank				47 42	47 42
10/1/2009	2588	Harry Chapin Food Bank				122 87	122 87
10/1/2009	2589	Inova Fairfax Hospital for Children				743 76	743 76
10/1/2009	2590	Loving Hearts Outreach				35 54	35 54
10/1/2009	2591	Make-A-Wish Foundation of Greater Los Angeles				193 47	193 47
10/1/2009	2592	Make-A-Wish Foundation of Greater Ohio, Kentucky, Indiana				1,303 42	1,303 42
10/1/2009	2593	Make-A-Wish Foundation of Minnesota				676 59	676 59
10/1/2009	2594	Make-A-Wish Foundation of Northwest Ohio				260 60	260 60
10/1/2009	2595	Make-A-Wish Foundation of Western New York				160 29	160 29
10/1/2009	2596	Make-A-Wish Foundation of Central & Western North Carolina				328 42	328 42
10/1/2009	2597	Make-A-Wish Foundation of Orange County & the Inland Empire				417 50	417 50
10/1/2009	2598	March of Dimes				454 68	454 68
10/1/2009	2599	Methodist Children's Home				33 40	33 40
10/1/2009	2600	Montgomery Area Food Bank				58 55	58 55
10/1/2009	2601	National MS Society				273 45	273 45

Panera Bread Foundation
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Date	Check Number	Description	Accounting Fee's	Bank Charges	Operation Doughnation	Sponsorships	Total
10/1/2009	2602	North Texas Food Bank				235 53	235 53
10/1/2009	2603	Omaha Food Bank				461 41	461 41
10/1/2009	2604	Operation Food Search				1,527 45	1,527 45
10/1/2009	2605	Opportunity House				48 46	48 46
10/1/2009	2606	Oregon Food Bank				159 79	159 79
10/1/2009	2607	Sacramento Food Bank and Family Services				193 97	193 97
10/1/2009	2608	Salvation Army				59 69	59 69
10/1/2009	2609	Sioux Falls Food Pantry				83 93	83 93
10/1/2009	2610	St Francis Health System				141 02	141 02
10/1/2009	2611	Suncoast Harvest Food Bank				74 34	74 34
10/1/2009	2612	Susan G Komen				48 77	48 77
10/1/2009	2613	Tarrant Area Food Bank				87 46	87 46
10/1/2009	2614	Tri-State Food Bank				82 30	82 30
10/1/2009	2615	Yale-New Haven Hospital				225 61	225 61
10/1/2009	2616	York County Food Bank, Inc				115 86	115 86
10/1/2009	2617	Youth Villages of Middle Tennessee				365 25	365 25
10/1/2009	2618	LD Bell Band				297 00	297 00
10/1/2009	2619	Make-A-Wish Foundation of Western New York				2,500 00	2,500 00
10/13/2009	2620	Lake View Citizens Council				1,000 00	1 000 00
10/15/2009	2621	Susan G Komen for the Cure NE Pennsylvania Affiliate				632 50	632 50
10/15/2009	2622	Central Pennsylvania Food Bank			10 000 00		10,000 00
10/22/2009	2623	American Heart Association				61 02	61 02
10/28/2009	2624	The Whitesboro Boys Soccer Booster				100 00	100 00
10/28/2009	2625	Filipino-American Coming Together				41 24	41 24
11/6/2009	2626	Wheelock College				5,000 00	5,000 00
11/6/2009	2627	Veritas Classical Christian School				120 31	120 31
11/6/2009	2628	Walton Park Community Assoc				164 67	164 67
11/12/2009	2629	Leukemia and Lymphoma Society				497 48	497 48
11/12/2009	2630	Carver H S Class of 2011				67 95	67 95
11/12/2009	2631	Yale New Haven Hospital Breast Center				1 768 75	1,768 75
11/19/2009	2632	Walton Park Community Assoc				93 12	93 12
11/19/2009	2633	Delta Epsilon Mu				72 76	72 76
11/19/2009	2634	New York Mills Freshman Class				186 94	186 94
11/19/2009	2635	Kingston Tiger Band Booster				155 85	155 85
11/19/2009	2636	Manchester Middle School				20 53	20 53
12/1/2009	2637	Voided check not issued				-	-
12/1/2009	2638	American Cancer Society				77 60	77 60
12/1/2009	2639	American Cancer Society				663 90	663 90
12/1/2009	2640	Susan G Komen for the Cure North Central Alabama				899 60	899 60
12/1/2009	2641	American Cancer Society				592 90	592 90
12/1/2009	2642	Susan G Komen for the Cure Peoria Memorial				1,183 60	1,183 60
12/1/2009	2643	Breast Cancer Network of Strength				4,912 40	4 912 40
12/1/2009	2644	Susan G Komen for the Cure				323 30	323 30
12/1/2009	2645	Susan G Komen for the Cure Dallas County Affiliate				547 40	547 40
12/1/2009	2646	North Texas Affiliate of Susan G Komen for the Cure				66 30	66 30
12/1/2009	2647	Life With Cancer				3,081 90	3,081 90
12/1/2009	2648	Barbara Ann Karmanos Cancer Institute				5,682 10	5,682 10
12/1/2009	2649	Komen Mid-Michigan Race for the Cure				1 173 10	1,173 10
12/1/2009	2650	HERS Foundation				535 70	535 70
12/1/2009	2651	Komen Mid-Michigan Race for the Cure				132 70	132 70
12/1/2009	2652	Susan G Komen for the Cure Upstate South Carolina Affiliate				394 00	394 00
12/1/2009	2653	American Cancer Society, South Central Pennsylvania Region				2,157 60	2,157 60
12/1/2009	2654	Susan G Komen for the Cure, North Florida Affiliate				1,530 60	1,530 60
12/1/2009	2655	Komen Mid-Michigan Race for the Cure				700 00	700 00
12/1/2009	2656	Susan G Komen for the Cure Twin Cities Affiliate				2,199 20	2,199 20
12/1/2009	2657	Susan G Komen for the Cure				2,025 50	2 025 50
12/1/2009	2658	Susan G Komen for the Cure Peoria Memorial				1,013 70	1,013 70
12/1/2009	2659	Susan G Komen for the Cure Richmond Affiliate				3,668 00	3,668 00
12/1/2009	2660	American Cancer Society				511 80	511 80
12/1/2009	2661	American Cancer Society				567 20	567 20
12/1/2009	2662	Susan G Komen/Puget Sound				775 20	775 20
12/1/2009	2663	North Texas Affiliate of Susan G Komen for the Cure				63 10	63 10
12/1/2009	2664	Susan G Komen for the Cure St Louis Affiliate				6,362 63	6,362 63
12/1/2009	2665	Northwest Ohio Affiliate of Susan G Komen for the Cure				1,133 10	1,133 10
12/1/2009	2666	Susan G Komen for the Cure Central Texas County Affiliate				80 80	80 80
12/1/2009	2667	The Susan G Komen Breast Cancer Foundation, Northeastern Pennsylvania Affiliate				516 10	516 10
12/1/2009	2668	Hockomock Area YMCA				400 00	400 00
12/1/2009	2669	Rising Star Blasters				86 60	86 60
12/11/2009	2670	JR Tucker High School PTSA				86 80	86 80
12/11/2009	2671	LHS Theatre Club				120 36	120 36
12/11/2009	2672	Lakeside Presbyterian Church Weekday School				90 48	90 48
12/11/2009	2673	John M Gandy PTA				90 56	90 56
12/11/2009	2674	Women's 5K Classic Inc				60 00	60 00
12/11/2009	2675	Susan G Komen for the cure NE PA Affiliate				274 11	274 11
12/11/2009	2676	American Cancer Society So Central PA				41 19	41 19
12/18/2009	2677	Breast Cancer Network of Strength				21,204 00	21,204 00
12/18/2009	2678	Neighborhood Houses				190 00	190 00
12/18/2009	2679	Sackets Harbor Central School				46 80	46 80
12/28/2009	2680	Sebring High School				245 00	245 00
			-	-	1,129,988 48	279,894 72	1,409,883 20
							1,409,883 20

Note 1 Grants are made to IRC section 501(c)(3) organizations Addresses and EINs are available upon request

PANERA BREAD FOUNDATION, INC. (MO) 43-1950869

FORM 990, SCHEDULE R

Panera, LLC is a disregarded legal entity for federal income tax purposes and is wholly-owned by Panera Bread Company. Panera, LLC is the owner and operator of Panera Bread bakery-cafes throughout the United States. Panera Bread Foundation, Inc.'s donations are derived from its Operation Doughnation program whereby the Foundation places doughnation boxes in each of the Panera Bread bakery-cafes. The donations collected in the Foundation's dougnation boxes are then remitted by Panera, LLC back to the Foundation. In addition, Panera, LLC also matches a portion of the Operation Doughnation proceeds.

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization	**Employer identification number** 43-1950869
	Number, street, and room or suite no If a P.O. box, see instructions.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

Check type of return to be filed (file a separate application for each return)

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☐ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ _____

Telephone No ▶ _____ FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . ▶ ☐ If it is for part of the group, check this box . . ▶ ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until _____ , _____ , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year _____ or
▶ ☐ tax year beginning _____ , _____ , and ending _____ , _____

2 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3a**	$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	**3b**	$
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

JSA
9F8054 2 000

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization	Employer identification number
File by the extended due date for filing the return See instructions	PANERA BREAD FOUNDATION, INC. (MO)	43-1950869
	Number, street, and room or suite no If a P O box, see instructions 6710 CLAYTON ROAD	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions RICHMOND HEIGHTS, MO 63117	

Check type of return to be filed (File a separate application for each return)

[X] Form 990	[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ PANERA, LLC
  Telephone No ▶ 314 633-7100 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . . . ▶ [ ] If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010

5 For calendar year 2009 , or other tax year beginning _____, and ending _____

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL EFFORTS ARE REQUIRED TO COMPLETE AN ACCURATE RETURN. AS WELL, OFFICERS NEEDING TO REVIEW AND SIGN THE RETURN ARE OUT OF TOWN AND UNABLE TO PROPERLY AND ACCURATELY REVIEW AND SIGN THE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ _____ Title ▶ VP CONTROLLER Date ▶ 13 AUG 2010

COPY