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Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2011

Department of the Treasury
Internal Revenue Service

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

► Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions)

All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000
at the end of the year may use this form

► The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public
Inspection

A For the 2011 calendar year, or tax year beginning

08/01, 2011, and ending

07/31, 2012

B Check if applicable

- Address change
- Name change
- Initial return
- Terminated
- Amended return
- Application pending

C Name of organization

THE PILLSBURY WINTHROP SHAW PITTMAN
FOUNDATION

Number and street (or P O box, if mail is not delivered to street address) Room/suite

2300 N STREET, N.W.

City or town, state or country, and ZIP + 4

WASHINGTON, DC 20037-1122

D Employer identification number

26-1571606

E Telephone number

(202) 663-8441

F Group Exemption
Number ►G Accounting Method Cash Accrual Other (specify) ►H Check ► if the organization is not

required to attach Schedule B

(Form 990, 990-EZ, or 990-PF)

I Website: ► N/A

Tax-exempt status

(check only one) -

 501(c)(3) 501(c) () ◀ (insert no) 4947(a)(1) or 527K Check ► if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II,

line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ ► \$ 100,000.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I.

| | | | |
|-----|--|----|-------------|
| 1 | Contributions, gifts, grants, and similar amounts received | 1 | 100,000. |
| 2 | Program service revenue including government fees and contracts | 2 | |
| 3 | Membership dues and assessments | 3 | |
| 4 | Investment income | 4 | |
| 5 a | Gross amount from sale of assets other than inventory | 5a | |
| b | Less cost or other basis and sales expenses | 5b | |
| c | Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) | 5c | |
| 6 | Gaming and fundraising events | | |
| a | Gross income from gaming (attach Schedule G if greater than \$15,000) | 6a | |
| b | Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000) | 6b | |
| c | Less direct expenses from gaming and fundraising events | 6c | RECEIVED |
| d | Net income or (loss) from gaming and fundraising events (add lines 6a-and-6b-and-subtract line 6c) | 6d | 6 |
| 7 a | Gross sales of inventory, less returns and allowances | 7a | DEC 19 2012 |
| b | Less cost of goods sold | 7b | OGDEN, UT |
| c | Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a) | 7c | |
| 8 | Other revenue (describe in Schedule O) | 8 | |
| 9 | Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8 | 9 | 100,000. |
| 10 | Grants and similar amounts paid (list in Schedule O) | 10 | 130,000. |
| 11 | Benefits paid to or for members | 11 | |
| 12 | Salaries, other compensation, and employee benefits | 12 | |
| 13 | Professional fees and other payments to independent contractors | 13 | 9,500. |
| 14 | Occupancy, rent, utilities, and maintenance | 14 | |
| 15 | Printing, publications, postage, and shipping | 15 | |
| 16 | Other expenses (describe in Schedule O) | 16 | 228. |
| 17 | Total expenses. Add lines 10 through 16 | 17 | 139,728. |
| 18 | Excess or (deficit) for the year (Subtract line 17 from line 9) | 18 | -39,728. |
| 19 | Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return) | 19 | 401,341. |
| 20 | Other changes in net assets or fund balances (explain in Schedule O) | 20 | |
| 21 | Net assets or fund balances at end of year Combine lines 18 through 20 | 21 | 361,613. |

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990-EZ (2011)

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Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V.) Check if the organization used Schedule O to respond to any question in this Part V

| | Yes | No |
|--|-----|----|
| 33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O | 33 | X |
| 34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions) | 34 | X |
| 35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)? | 35a | X |
| b If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O | 35b | |
| c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III | 35c | X |
| 36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N | 36 | X |
| 37a Enter amount of political expenditures, direct or indirect, as described in the instructions ► 37a 0 | 37b | |
| b Did the organization file Form 1120-POL for this year? | 38a | X |
| 38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return? | 38b | |
| b If "Yes," complete Schedule L, Part II and enter the total amount involved | 39a | |
| 39 Section 501(c)(7) organizations Enter | 39b | |
| a Initiation fees and capital contributions included on line 9 | 40a | |
| b Gross receipts, included on line 9, for public use of club facilities | 40b | X |
| 40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ► 0 . , section 4912 ► 0 . , section 4955 ► 0 | 40c | |
| b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I | 40d | |
| c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ► 0 | 40e | X |
| d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization ► 0 | | |
| e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T | | |
| 41 List the states with which a copy of this return is filed ► NONE | | |
| 42a The organization's books are in care of ► QUINN BARACO Telephone no ► 415-983-1773 Located at ► ATTACHMENT 4 ZIP + 4 ► 94111-5998 | 42b | X |
| b 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)? 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. | 42c | X |
| c At any time during the calendar year, did the organization maintain an office outside the U.S.? If "Yes," enter the name of the foreign country ► | | |
| 43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ► 43 | | |
| 44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ | 44a | X |
| b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ | 44b | X |
| c Did the organization receive any payments for indoor tanning services during the year? | 44c | X |
| d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O | 44d | |
| 45a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | 45a | X |
| 45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions). | 45b | X |

| | | Yes | No |
|----|---|-----|----|
| 46 | Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I. | 46 | X |

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51

Check if the organization used Schedule O to respond to any question in this Part VI

| | | Yes | No |
|-----|--|-----|----|
| 47 | Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II | 47 | X |
| 48 | Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | 48 | X |
| 49a | Did the organization make any transfers to an exempt non-charitable related organization? | 49a | X |
| b | If "Yes," was the related organization a section 527 organization? | 49b | |
| 50 | Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None" | | |

| (a) Name and address of each employee paid more than \$100,000 | (b) Title and average hours per week devoted to position | (c) Reportable compensation (Forms W-2/1099-MISC) | (d) Health benefits, contributions to employee benefit plans, and deferred compensation | (e) Estimated amount of other compensation |
|--|--|---|---|--|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

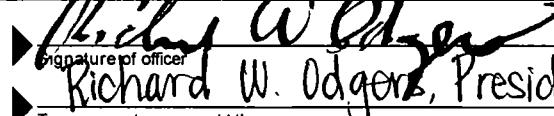
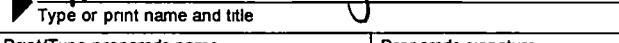
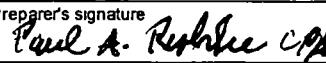
f Total number of other employees paid over \$100,000 ► NONE
 51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

| (a) Name and address of each independent contractor paid more than \$100,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |

d Total number of other independent contractors each receiving over \$100,000 . . . ► NONE

52 Did the organization complete Schedule A? Note: All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A. ► Yes No

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 |  Richard W. Odgers, President  | | Date |
| | Print/Type preparer's name | Preparer's signature | Date |
| Paid Preparer Use Only | PAUL A. RESHKE |  | 12-11-12 |
| | Firm's name ► PRICEWATERHOUSECOOPERS LLP | Check <input type="checkbox"/> if self-employed | |
| | Firm's address ► THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111 | PTIN P00369191 Firm's EIN ► 13-4008324 Phone no 415-498-5000 | |

May the IRS discuss this return with the preparer shown above? See instructions ► Yes No

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

2011

Open to Public
Inspection

Name of the organization THE PILLSBURY WINTHROP SHAW PITTMAN
FOUNDATION

Employer identification number
26-1571606

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?
 (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?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?

| | Yes | No |
|----------|-----|----|
| 11g(I) | | |
| 11g(II) | | |
| 11g(III) | | |

| (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 U S ? | | (vii) Amount of support |
|------------------------------------|----------|---|--|----|---|----|--|----|-------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| (A) | | | | | | | | | |
| (B) | | | | | | | | | |
| (C) | | | | | | | | | |
| (D) | | | | | | | | | |
| (E) | | | | | | | | | |
| Total | | | | | | | | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") | 250,000 | 0 | 350,000 | 500,000 | 100,000 | 1,200,000 |
| 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 | 250,000 | 0 | 350,000 | 500,000 | 100,000 | 1,200,000 |
| 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) | | | | | | |
| 6 Public support. Subtract line 5 from line 4 | | | | | | 1,200,000 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 7 Amounts from line 4 | 250,000 | 0 | 350,000 | 500,000 | 100,000 | 1,200,000 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 938 | 655 | 99 | 0 | 0 | 1,692 |
| 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 | | | | | | 1,201,692 |
| 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 ► <input checked="" type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|---|----|---|
| 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) | 14 | % |
| 15 Public support percentage from 2010 Schedule A, Part II, line 14 | 15 | % |
| 16a 33 1/3% support test - 2011. 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 ► <input type="checkbox"/> | | |
| b 33 1/3% support test - 2010. 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 ► <input type="checkbox"/> | | |
| 17a 10%-facts-and-circumstances test - 2011. 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 ► <input type="checkbox"/> | | |
| b 10%-facts-and-circumstances test - 2010. 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 ► <input type="checkbox"/> | | |
| 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 ► <input type="checkbox"/> | | |

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 or if the organization failed to qualify under Part II
If the organization fails to qualify under the tests listed below, please complete Part II.)**Section A. Public Support**

| Calendar year (or fiscal year beginning in) ► | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (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) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (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. ► <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|---|----|---|
| 15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2010 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|----|---|
| 17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2010 Schedule A, Part III, line 17 | 18 | % |
| 19a 33 1/3% support tests - 2011. 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 ► <input type="checkbox"/> | | |
| b 33 1/3% support tests - 2010. 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 ► <input type="checkbox"/> | | |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/> | | |

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
FOUNDATION

THE PILLSBURY WINTHROP SHAW PITTMAN

Employer identification number
26-1571606

FORM 990EZ, PART I - OTHER EXPENSES

ATTACHMENT 1

LICENSES AND PERMITS

228.

TOTAL

228.

FORM 990EZ, PART II - CASH, SAVINGS AND INVESTMENTS

ATTACHMENT 2

DESCRIPTION
SAVINGS

| | <u>BEGINNING OF YEAR</u> | <u>END OF YEAR</u> |
|--|------------------------------|------------------------|
| | <u>401,341.</u> | <u>361,613.</u> |

TOTALS

401,341. 361,613.

FORM 990EZ, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

ATTACHMENT 3

THE SOLE ACTIVITY OF THE CHARITY IS THE MAKING OF CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS THAT HAVE BEEN RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS TAX-EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE "CODE"), BUT ARE NOT "PRIVATE FOUNDATIONS" WITHIN THE MEANING OF SECTION 509(A) OF THE CODE. IT IS EXPECTED THAT MANY OF THE RECIPIENT CHARITIES WILL BE INVOLVED IN CHARITABLE ACTIVITIES RELATING TO THE LAW AND/OR THE LEGAL PROFESSION; E.G., LAW SCHOOLS AND LEGAL AID SOCIETIES.

FORM 990EZ, PART V - LOCATION OF BOOKS IN CARE

ATTACHMENT 4

FOUR EMBARCADERO CENTER, 22ND FLOOR SAN FRANCISCO, CA 94111-5998

FORM 990EZ, PART I - GRANTS AND SIMILAR AMOUNTS

IN EXCESS OF \$5,000RECIPIENT NAME AND ADDRESSGRANTS PAID

SAN FRANCISCO BAR ASSOCIATION FOUNDATION
 301 BATTERY STREET
 SAN FRANCISCO, CA 94111

CAPITAL AREA FOOD BANK
 645 TAYLOR ST NE
 WASHINGTON, DC 20017

THE STUDIO THEATRE, INC
 1501 14TH STREET, NW
 WASHINGTON, DC 20005

| <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR</u> | <u>FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|--|---------------------------------------|---|-----------------------|
| AND | | | |
| NO RELATIONSHIP AND IRC SECTION 501(C) (3) CHARITY AND 509 PUBLIC CHARITY | | GENERAL PURPOSE GRANT FOR CHARITABLE ACTIVITIES | 100,000 |
| NO RELATIONSHIP AND IRC SECTION 501(C) (3) CHARITY AND 509 PUBLIC CHARITY | | GENERAL PURPOSE GRANT FOR CHARITABLE ACTIVITIES | 10,000. |
| NO RELATIONSHIP AND IRC SECTION 501(C) (3) CHARITY AND 509 PUBLIC CHARITY | | GENERAL PURPOSE GRANT FOR CHARITABLE ACTIVITIES | 10,000 |
| | | TOTAL CONTRIBUTIONS PAID | <u><u>120,000</u></u> |

THE PILLSBURY WINTHROP SHAW PITTMAN

FORM 990EZ, PART IV - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

26-1571606

ATTACHMENT 6

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE | EXPENSE ACCT. AND OTHER ALLOWANCES |
|--|---|--------------|------------------------------|--|
| | | | BENEFIT PLANS | |
| JAMES M. RISHWAIN C/O PWSP LLP 725 SOUTH FIGUEROA STREET SUITE 2800 LOS ANGELES, CA 90017-5406 | DIRECTOR, CHAIRMAN OF BOARD 1.00 | 0 | 0 | 0 |
| RICHARD L. EPLING C/O PWSP LLP 1540 BROADWAY NEW YORK, NY 10036-4039 | DIRECTOR 1.00 | 0 | 0 | 0 |
| RICHARD W. ODGERS C/O PWSP LLP FOUR EMBARCADERO CENTER, 22ND FLOOR SAN FRANCISCO, CA 94111 | DIRECTOR, PRESIDENT 1.00 | 0 | 0 | 0 |
| RICHARD C. DONALDSON C/O PWSP LLP 1650 TYSONS BOULEVARD MCLEAN, VA 22102-4856 | VICE-PRESIDENT 1.00 | 0 | 0 | 0 |
| SEAN P. WHELAN C/O PWSP LLP 333 COMMERCE STREET NASHVILLE, TN 37201 | SECRETARY, TREASURER 1.00 | 0 | 0 | 0 |
| LORI J. SWIFT C/O PWSP LLP FOUR EMBARCADERO CENTER, 22ND FLOOR SAN FRANCISCO, CA 94111 | ASSISTANT TREASURER 1.00 | 0 | 0 | 0 |
| GRAND TOTALS | | 0 | 0 | 0 |