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Form

990-PF

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE PILLSBURY FOUNDATION		A Employer identification number 43-1699916	
Number and street (or P O box number if mail is not delivered to street address) 10702 MANCHESTER ROAD 10		B Telephone number (see instructions) (314) 822-6587	
City or town, state, and ZIP code ST LOUIS, MO 63122		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,392,691	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	217	217	217	
	4 Dividends and interest from securities. . . . .	222,283	222,283	222,283	
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-288,048			
	b Gross sales price for all assets on line 6a _____ 118,648				
	7 Capital gain net income (from Part IV , line 2) . . . .				
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	24	24	24	
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	-65,524	222,524	222,524	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	3,592	1,796	1,796	
	b Accounting fees (attach schedule) . . . . .	5,484	2,742	2,742	
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	29,708	14,854	14,854	
	18 Taxes (attach schedule) (see instructions)	5,265	2,633	2,632	
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .	4,015	2,008	2,007	
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	15,570	7,787	7,783	
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	63,634	31,820	31,814	0
	25 Contributions, gifts, grants paid . . . . .	379,829			379,829
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	443,463	31,820	31,814	379,829
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-508,987			
	b <b>Net investment income</b> (if negative, enter -0-)		190,704		
	c <b>Adjusted net income</b> (if negative, enter -0-)			190,710	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	154,536	46,466	46,466
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	5,280	4,280	4,280
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	5,219,183	4,812,488	7,394,136
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ 947,809 Less accumulated depreciation (attach schedule) ▶ _____	66,855	947,809	947,809
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,445,854	5,811,043	8,392,691	
Liabilities	17	Accounts payable and accrued expenses . . . . .	258	78	
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .		873,987	
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	258	874,065	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	5,445,596	5,210,935	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		-273,957	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	5,445,596	4,936,978	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	5,445,854	5,811,043		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	5,445,596
2	Enter amount from Part I, line 27a . . . . .	2	-508,987
3	Other increases not included in line 2 (itemize) ▶ _____	3	369
4	Add lines 1, 2, and 3 . . . . .	4	4,936,978
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	4,936,978

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1 a	2250 SHARES HEWLETT PACKARD	P	2007-06-29	2012-12-26
b	2000 SHARES TJX COS	P	2007-06-29	2012-12-26
c	3700 SHARES ENRON CORP	P	2007-06-29	2012-07-12
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 31,670		100,125	-68,455
b 82,572		32,614	49,958
c 4,406		273,957	-269,551
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-68,455
b			49,958
c			-269,551
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-288,048
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . }		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	312,349	6,916,088	0 045163
2010	308,791	6,572,972	0 046979
2009	391,270	5,898,640	0 066332
2008	213,050	6,896,500	0 030892
2007	396,618	7,196,313	0 055114

2 Total of line 1, column (d). . . . .	2	0 244480
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	3	0 048896
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	7,449,353
5 Multiply line 4 by line 3. . . . .	5	364,244
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	1,907
7 Add lines 5 and 6. . . . .	7	366,151
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	379,829

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See  
the Part VI instructions

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	1,907
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2. . . . .		3	1,907
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,907
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,280	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	4,280
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	2,373
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 2,373	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	1b		
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2		No
If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
If "Yes," attach the statement required by General Instruction T.				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
• By language in the governing instrument, or				
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MO _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶LINDA ROOS	Telephone no ▶(314) 822-6587		
Located at ▶10702 MANCHESTER RD ST LOUIS MO		ZIP +4 ▶63122		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶		15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?. . . . .	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LINDA J ROOS	PRESIDENT	0	0	0
1199 CLAYTON PLACE DRIVE ST LOUIS, MO 63131	0 00			
CYNTHIA DICKINSON	VICE PRES	0	0	0
402 EAST MADISON ST LOUIS, MO 63122	0 00			
ELIZABETH HOFFMAN	SECRETARY	0	0	0
13431 MASON VALLEY COURT ST LOUIS, MO 63131	0 00			
EVELYN KURTZ	TREASURER	0	0	0
14310 BRAMBLEWOOD CHESTERFIELD, MO 63017	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

## Part VIII

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

## Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
<b>1</b>		
<b>2</b>		
<b>3</b>		
<b>4</b>		

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

Form **990-PF** (2012)



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	7,355,866
b	Average of monthly cash balances. . . . .	1b	199,962
c	Fair market value of all other assets (see instructions). . . . .	1c	880,954
d	Total (add lines 1a, b, and c). . . . .	1d	8,436,782
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	873,987
3	Subtract line 2 from line 1d. . . . .	3	7,562,795
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	113,442
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,449,353
6	Minimum investment return. Enter 5% of line 5. . . . .	6	372,468

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6. . . . .	1	372,468
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	1,907
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,907
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	370,561
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	370,561
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	370,561

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	379,829
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	379,829
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	1,907
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	377,922
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				370,561
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . . 2,374				
d From 2010. . . . .				
e From 2011. . . . .				
f Total of lines 3a through e. . . . .	2,374			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 379,829				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .				
d Applied to 2012 distributable amount. . . . .				370,561
e Remaining amount distributed out of corpus	9,268			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,642			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	11,642			
10 Analysis of line 9				
a Excess from 2008. . . . .				
b Excess from 2009. . . . . 2,374				
c Excess from 2010. . . . .				
d Excess from 2011. . . . .				
e Excess from 2012. . . . . 9,268				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	379,829
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	217	
<b>4</b>	Dividends and interest from securities. . . . .			14	222,283	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory					-288,048
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. . . . .					
<b>11</b>	Other revenue <b>a</b> BOA CLASS ACTION SETTLEMENT- _____			1	24	
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). . . . .				222,524	-288,048
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .					-65,524

[illegible]

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

[illegible]

**b** If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

\*\*\*\*\* 2013-07-30 \*\*\*\*\*

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☐ No

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
PETER C SHARAMITARO JR CPA	PETER C SHARAMITARO JR CPA	2013-07-30		
Firm's name	SHARAMITARO & ASSOCIATES PC		Firm's EIN	
	4227 WATSON ROAD SUITE 2			
Firm's address	ST LOUIS, MO 631091211		Phone no (314) 647-6655	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN BAPTIST WOMEN'S PO BOX 851 VALLEY FORGE,PA 194820851			RELIGIOUS	3,250
AMERICAN YOUTH FOUDATION 8706 MANCHESTER RD ST LOUIS,MO 63144			CHARITABLE	1,500
BAPTIST CENTER FOR ETHICS 1100 ALUMNI HALL VANDERBILT UNIVERSITY NASHVILLE,TN 37240			EDUCATIONAL	500
BAPTIST JOINT COMMITTEE 200 MARYLAND AV NE WASHINGTON,DC 20002			RELIGIOUS	1,000
BAYLOR UNIVERSITY ONE BEAR PLACE 97026 WACO,TX 76798			EDUCATIONAL	5,000
BECONE COLLEGE 2299 OLD BACONE ROAD MUSKOGEE,OK 74403			EDUCATIONAL	15,000
CARDINAL GLENNON FOUNDATI 1465 S GRAND BLVD ST LOUIS,MO 631041095			CHARITABLE	1,000
CENTER FOR CHRISTIAN STUD 201 S SKINKER BLVD ST LOUIS,MO 63105			RELIGIOUS	100
CENTRAL BAPTIST THEOLOGIC 6601 MONTICELLO RD SHAWNEE,KS 66226			RELIGIOUS	38,989
CHRISTIAN ACTIVITIES CENT 540 NORTH 6TH STREET EAST ST LOUIS,IL 62201			RELIGIOUS	3,250
CLEAN OCEAN PROJECT 333 LAKE AVENUE SUITE D SANTA CRUZ,CA 95062			CHARITABLE	100
CORNERSTONE CHORALE AND B P O BOX 249 FLORISSANT,MO 63032			CHARITABLE	500
CROHN'S & COLITIS FOUNDAT 386 PARK AVENUE SOUTH 17TH FLOOR NEW YORK,NY 10016			CHARITABLE	4,000
DARDEN SCHOOL FOUNDATION PO BOX 400807 CHARLOTTESVILLE,VA 22907			EDUCATIONAL	400
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK,NY 100015004			CHARITABLE	325

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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FREEWAY FOUNDATION 3426 BRIDGELAND DR BRIDGETON, MO 63044			CHARITABLE	16,500
GATEWAY HOMELESS SERVICES 1000 N 19TH ST ST LOUIS, MO 63106			CHARITABLE	4,000
GLOBAL WOMEN PO BOX 1535 PELHAM, AL 35124			CHARITABLE	2,000
GRACE HILL SETTLEMENT HOU 7925 MINNESOTA AVENUE ST LOUIS, MO 63111			CHARITABLE	8,000
GREEN LAKE CONFERENCE CEN STATE HIGHWAY 23 GREEN LAKE, WI 54941			CHARITABLE	55,000
HATEBUSTERS PO BOX 442 LIBERTY, MO 64601			CHARITABLE	500
HEAL THE BAY 1444 9TH STREET SANTA MONICA, CA 90401			CHARITABLE	2,000
HUMANE SOCIETY OF MISSOUR 1201 MACKLIND ST LOUIS, MO 63110			CHARITABLE	500
INTERNATIONAL MINISTRIES PO BOX 851 VALLEY FORGE, PA 19482			RELIGIOUS	2,500
KIRKWOOD ORCHESTRA PARENTS ASSOCIAT 801 WESSEX AVE KIRKWOOD, MO 631223608			CHARTIABLE	500
LIVING LANDS & WATERS 17624 ROUTE 84 NORTH EAST MOLINE, IL 61244			CHARITABLE	3,000
MICDS 101 N WARSON ST LOUIS, MO 63124			EDUCATIONAL	150
MIRIAM'S KITCHEN 2401 VIRGINIA AVE NW WASHINGTON, DC 20037			CHARITABLE	750
MISSOURI BAPTIST HEALTHCA 3015 N BALLAS RD ST LOUIS, MO 63131			CHARITABLE	7,500
MISSOURI BOTANICAL GARDENS 4344 SHAW BLVD ST LOUIS, MO 63110			CHARITABLE	500



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NORTHERN BAPTIST SEMINARY 660 BUTTERFIELD RD LAMBARD,IL 60148			RELIGIOUS	14,250
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK,VA 23509			CHARITABLE	750
OXFAM AMERICA 26 WEST ST BOSTON,MA 02111			CHARITABLE	500
PRISON FELLOWSHIP MINISTR P O BOX 1550 MERRIFIELD,VA 22116			CHARITABLE	1,000
PROJECT MEDSEND PO BOX 1098 ORANGE,CT 06447			CHARITABLE	9,500
RAINBOW ACRES PO BOX 1326 CAME VERDE,AZ 86322			CHARITALBE	28,200
SALVATION ARMY POBOX 21787 ST LOUIS,MO 63109			CHARITABLE	6,000
SOUTHEASTERN GUIDE DOGS 4210 77TH STREET EAST PALMETTO,FL 34221			CHARITABLE	500
ST LOUIS COMMUNITY COLLE 300 S BROADWAY ST LOUIS,MO 63102			EDUCATIONAL	500
ST LOUIS FOOD BANK 70 CORPORATE WOODS DR ST LOUIS,MO 63044			CHARITABLE	1,500
ST LOUIS SYMPHONY ORCHES 718 N GRAND ST LOUIS,MO 63103			CHARITABLE	3,500
SUSAN G KOMAN FOUNDATIO 5005 LBJ FREEWAY SUITE 2 DALLAS,TX 75244			CHARITABLE	1,500
THIRD BAPTIST CHURCH 620 N GRAND BLVD ST LOUIS,MO 63103			RELIGIOUS	57,500
UNIVERSITY BAPTIST CHURCH 34TH CHARLES STREETS BALTIMORE,MD 21218			RELIGIOUS	200
UPWARD BOUND HOUSE 1104 WASHINGTON AVE SANTA MONICA,CA 90403			CHARITABLE	750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WASHINGTON UNIVERSITY SCHOOL OF ENG 1 BROOKINGS DRIVE ST LOUIS,MO 63130			EDUCATIONAL	3,500
WILLIAM JEWEL COLLEGE 500 COLLEGE HILL LIBERTY,MO 64068			EDUCATIONAL	71,540
WILLIAMSON CO YOUTH ORCHE 115 PENN WARREN DRIVE SUITE 300 - 303 BRENTWOOD,TN 37027			CHARITABLE	325
<b>Total . . . . .</b>  <b>3a</b>				379,829

## TY 2012 Accounting Fees Schedule

**Name:** THE PILLSBURY FOUNDATION

**EIN:** 43-1699916

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,484	2,742	2,742	

**TY 2012 Compensation Explanation****Name:** THE PILLSBURY FOUNDATION**EIN:** 43-1699916

Person Name	Explanation
LINDA J ROOS	
CYNTHIA DICKINSON	
ELIZABETH HOFFMAN	
EVELYN KURTZ	

TY 2012 Investments Corporate

Stock Schedule

Name:

THE PILLSBURY FOUNDATION

EIN:

43-1699916

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES - LQD	249,005	290,376
ISHARES - AGG	244,926	277,700
BANK OF AMERICA	142,180	34,830
PUTNAM MSTR INC PIM	326,086	253,000
PUTNAM PREMIER INCOME PPT		279,421
AFLAC	98,610	100,928
AT&T	140,000	202,968
AUTOM DATA PROCESSING	77,502	238,252
BERKSHIRE HATHAWAY INC	267,026	402,180
BOEING	102,477	75,360
BRISTOL MYERS SQUIBB	71,810	65,180
CISCO SYSTEMS	143,274	170,557
COLGATE PALMOLIVE	79,896	421,296
COCA COLA	99,750	137,750
DUKE REALTY	145,308	189,242
ENRON CORP		
EXXON MOBIL	51,428	207,720
GENERAL ELECTRIC	230,288	164,772
HEALTH CARE PROPERTY	53,912	144,512
HEWLETT PACKARD		
INTEL CORP	54,381	59,798
IBM	97,422	172,395
JOHNSON & JOHNSON	105,812	280,400
LOWES COMPANIES	130,514	262,848
MEDTRONICS	82,590	135,366
MFS INTEMDT INC	291,583	273,000
MICROSOFT	114,115	74,787
ORACLE CORP	127,488	111,622
PUTNAM MASTER INTERMDT INC	121,986	82,336
PFIZER	104,349	62,698

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QUALCOM	121,310	316,103
ROYAL DUTCH SHELL	81,772	157,206
STANDARDS AND POOR	86,949	176,425
STRYKER CORP	47,097	87,712
TEXAS INSTRUMENTS	151,475	129,738
TJX COS	94,579	577,320
UNITED HEALTH CARE GROUP	33,085	99,259
US BANK CORP	103,508	166,950
WALGREENS	59,035	155,442
WALMART	179,640	259,274
WELLS FARGO	100,320	97,413

# TY 2012 Land, Etc. Schedule

**Name:** THE PILLSBURY FOUNDATION

**EIN:** 43-1699916

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDINGS	822,371		822,371	822,371
LAND	125,438		125,438	125,438

## TY 2012 Legal Fees Schedule

**Name:** THE PILLSBURY FOUNDATION

**EIN:** 43-1699916

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONTRACTED SERVICE	3,592	1,796	1,796	



**TY 2012 Mortgages and Notes Payable Schedule****Name:** THE PILLSBURY FOUNDATION**EIN:** 43-1699916**Total Mortgage Amount:** 873987

## TY 2012 Other Expenses Schedule

**Name:** THE PILLSBURY FOUNDATION

**EIN:** 43-1699916

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INSURANCE	8,984	4,492	4,492	
MISCELLANEOUS EXPENSES	325	163	162	
PUBLICATIONS	451	226	225	
REPAIRS	363	182	181	
DUES	2,500	1,250	1,250	
FOREIGN TAXES	1,170	585	585	
TELEPHONE	1,628	814	814	
BANK FEES	26	13	13	
OFFICE SUPPLIES	123	62	61	

TY 2012 Other Income Schedule

**Name:** THE PILLSBURY FOUNDATION

**EIN:** 43-1699916

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION SETTLEMENT-BOA	24	24	24

**TY 2012 Other Increases Schedule****Name:** THE PILLSBURY FOUNDATION**EIN:** 43-1699916

Description	Amount
ROUNDING	3
WRITE OFF OLD OUTSTANDING CHECKS	366

# TY 2012 Taxes Schedule

**Name:** THE PILLSBURY FOUNDATION

**EIN:** 43-1699916

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	5,265	2,633	2,632	