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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

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	Room/suite	B Telephone number (see instructions) (314) 822-6587
City or town, state or province, country, and ZIP or foreign postal code ST LOUIS, MO 63122		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <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		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 9,749,583		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18	18	18	
	4 Dividends and interest from securities	230,712	230,712	230,712	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	149,275			
	b Gross sales price for all assets on line 6a 302,168				
	7 Capital gain net income (from Part IV, line 2)		149,275		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	380,005	380,005	230,730		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,510	1,755	1,755	
	c Other professional fees (attach schedule)				
	17 Interest	35,221	17,611	17,610	
	18 Taxes (attach schedule) (see instructions)	12,085	6,042	6,043	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	5,013	2,507	2,506	
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	18,484	9,244	9,240		
24 Total operating and administrative expenses.					
Add lines 13 through 23	74,313	37,159	37,154	0	
25 Contributions, gifts, grants paid	411,423			411,423	
26 Total expenses and disbursements. Add lines 24 and 25	485,736	37,159	37,154	411,423	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-105,731				
b Net investment income (if negative, enter -0-)		342,846			
c Adjusted net income (if negative, enter -0-)			193,576		

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	46,466	83,503	83,503	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	4,280	2,373	2,373	
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	4,812,488	4,659,595	8,715,898	
	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) ▶ _____	947,809	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)	5,811,043	5,693,280	9,749,583		
Liabilities	17 Accounts payable and accrued expenses	78	46		
	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	861,987		
	22 Other liabilities (describe ▶ _____)				
23 Total liabilities (add lines 17 through 22)	874,065	862,033			
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	4,936,978	4,831,247		
28 Paid-in or capital surplus, or land, bldg, and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	4,936,978	4,831,247			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,811,043	5,693,280			

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	4,936,978
2	Enter amount from Part I, line 27a	2	-105,731
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,831,247
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	4,831,247

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	29 33605 SHARES GENERAL ELECTRIC	P	2007-06-29	2013-12-27
b	LOWES COMPANIES	P	2007-06-29	2013-12-27
c	TJX COS	P	2007-06-29	2013-12-27
d	ERON	P	2007-06-29	2013-09-23
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	100,214		105,610	-5,396
b	100,277		36,156	64,121
c	101,272		11,127	90,145
d	405			405
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-5,396
b			64,121
c			90,145
d			405
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	149,275
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))
2012	377,922	7,449,353	0 050732
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

2	Total of line 1, column (d).	2	0 240098
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 048020
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	8,336,641
5	Multiply line 4 by line 3.	5	400,326
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,428
7	Add lines 5 and 6.	7	403,754
8	Enter qualifying distributions from Part XII, line 4.	8	411,423

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

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 1,055.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, expenditures, and reporting requirements. Includes sub-rows 4a-4b for unrelated business income.

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? Website address N/A	13	Yes	
14	The books are in care of LINDA ROOS Telephone no (314) 822-6587 Located at 10702 MANCHESTER RD ST LOUIS MO ZIP +4 63122			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <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 2013, 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.</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 2013?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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 checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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 1199 CLAYTON PLACE DRIVE ST LOUIS, MO 63131	PRESIDENT 0 00	0	0	0
CYNTHIA DICKINSON 402 EAST MADISON ST LOUIS, MO 63122	VICE PRES 0 00	0	0	0
ELIZABETH HOFFMAN 13431 MASON VALLEY COURT ST LOUIS, MO 63131	SECRETARY 0 00	0	0	0
EVELYN KURTZ 14310 BRAMBLEWOOD CHESTERFIELD, MO 63017	TREASURER 0 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000.

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	8,330,001
b	Average of monthly cash balances.	1b	47,772
c	Fair market value of all other assets (see instructions).	1c	947,809
d	Total (add lines 1a, b, and c).	1d	9,325,582
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	861,987
3	Subtract line 2 from line 1d.	3	8,463,595
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	126,954
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,336,641
6	Minimum investment return. Enter 5% of line 5.	6	416,832

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	416,832
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,428
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,428
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	413,404
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	413,404
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	413,404

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	411,423
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	411,423
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	3,428
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	407,995

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				413,404
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	2,374			
c From 2010.				
d From 2011.				
e From 2012.	9,268			
f Total of lines 3a through e.	11,642			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>411,423</u>				
a Applied to 2012, 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 2013 distributable amount.				411,423
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	1,981			1,981
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,661			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	9,661			
10 Analysis of line 9				
a Excess from 2009.	393			
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.	9,268			
e Excess from 2013.				

Part XIV Private 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 2013, 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)

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) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				411,423
b <i>Approved for future payment</i>				
Total				3b

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN BAPTIST WOMEN'S PO BOX 851 VALLEY FORGE, PA 194820851			RELIGIOUS	4,400
AMERICAN YOUTH FOUNDATION 8706 MANCHESTER RD ST LOUIS, MO 63144			CHARITABLE	2,000
BAPTIST CENTER FOR ETHICS 1100 ALUMNI HALL VANDERBILT UNIVERSITY NASHVILLE, TN 37240			EDUCATIONAL	1,000
BAPTIST JOINT COMMITTEE 200 MARYLAND AV NE WASHINGTON, DC 20002			RELIGIOUS	1,000
BAYLOR UNIVERSITY ONE BEAR PLACE 97026 WACO, TX 76798			EDUCATIONAL	5,500
BECONE COLLEGE 2299 OLD BACONE ROAD MUSKOGEE, OK 74403			EDUCATIONAL	16,000
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	50
CENTRAL BAPTIST THEOLOGIC 6601 MONTICELLO RD SHAWNEE, KS 66226			RELIGIOUS	36,300
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	250
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	2,750
DARDEN SCHOOL FOUNDATION PO BOX 400807 CHARLOTTESVILLE, VA 22907			EDUCATIONAL	400
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 100015004			CHARITABLE	300
Total			3a	411,423

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FREEWAY FOUNDATION 3426 BRIDGELAND DR BRIDGETON, MO 63044			CHARITABLE	16,500
GATEWAY HOMELESS SERVICES 1000 N 19TH ST ST LOUIS, MO 63106			CHARITABLE	6,000
GET HOPE GLOBAL PO BOX 27584 DENVER, CO 80227			CHARITABLE	750
GLOBAL WOMEN PO BOX 1535 PELHAM, AL 35124			CHARITABLE	3,500
GRACE HILL SETTLEMENT HOU 7925 MINNESOTA AVENUE ST LOUIS, MO 63111			CHARITABLE	10,989
GREEN LAKE CONFERENCE CEN STATE HIGHWAY 23 GREEN LAKE, WI 54941			CHARITABLE	73,000
HATEBUSTERS PO BOX 442 LIBERTY, MO 64601			CHARITABLE	1,000
HUMANE SOCIETY OF MISSOUR 1201 MACKLIND ST LOUIS, MO 63110			CHARITABLE	500
INTERNATIONAL MINISTRIES PO BOX 851 VALLEY FORGE, PA 19482			RELIGIOUS	3,500
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
MISSOURI BAPTIST HEALTHCA 3015 N BALLAS RD ST LOUIS, MO 63131			CHARITABLE	14,000
MISSOURI BOTANICAL GARDENS 4344 SHAW BLVD ST LOUIS, MO 63110			CHARITABLE	250
NORTHERN BAPTIST SEMINARY 660 BUTTERFIELD RD LAMBARD, IL 60148			RELIGIOUS	24,000
Total				411,423

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK,VA 23509			CHARITABLE	700
ORCHARD PLACE 925 SW PORTER DES MOINES,IA 50315			CHARITABLE	750
OXFAM AMERICA 26 WEST ST BOSTON,MA 02111			CHARITABLE	500
PRISON FELLOWSHIP MINISTR P O BOX 1550 MERRIFIELD,VA 22116			CHARITABLE	1,250
PROJECT MEDSEND PO BOX 1098 ORANGE,CT 06447			CHARITABLE	11,500
RAINBOW ACRES PO BOX 1326 CAME VERDE,AZ 86322			CHARITALBE	52,534
SALVATION ARMY POBOX 21787 ST LOUIS,MO 63109			CHARITABLE	8,250
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	5,300
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	63,000
UNIVERSITY BAPTIST CHURCH 34TH CHARLES STREETS BALTIMORE,MD 21218			RELIGIOUS	200
WASHINGTON UNIVERSITY SCHOOL OF ENG 1 BROOKINGS DRIVE ST LOUIS,MO 63130			EDUCATIONAL	4,000
Total			3a	411,423

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILLIAM JEWEL COLLEGE 500 COLLEGE HILL LIBERTY, MO 64068			EDUCATIONAL	26,850
WILLIAMSON CO YOUTH ORCHE 115 PENN WARREN DRIVE SUITE 300 - 303 BRENTWOOD, TN 37027			CHARITABLE	250
Total				411,423

▶ **3a**

TY 2013 Accounting Fees Schedule

Name: THE PILLSBURY FOUNDATION

EIN: 43-1699916

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,510	1,755	1,755	

TY 2013 Compensation Explanation

Name: THE PILLSBURY FOUNDATION

EIN: 43-1699916

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

TY 2013 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	126,920
AT&T	140,000	211,698
AUTOM DATA PROCESSING	77,502	338,144
BERKSHIRE HATHAWAY INC	267,026	533,700
BOEING	102,477	136,490
BRISTOL MYERS SQUIBB	71,810	106,300
CISCO SYSTEMS	143,274	194,692
COLGATE PALMOLIVE	79,896	525,593
COCA COLA	99,750	156,978
DUKE REALTY	145,308	205,206
EXXON MOBIL	51,428	242,880
GENERAL ELECTRIC	124,678	119,128
HEALTH CARE PROPERTY	53,912	116,224
INTEL CORP	54,381	75,270
IBM	97,422	168,813
JOHNSON & JOHNSON	105,812	366,360
LOWES COMPANIES	94,358	265,093
MEDTRONICS	82,590	189,387
MFS INTEMDDT INC	291,583	248,250
MICROSOFT	114,115	104,748
ORACLE CORP	127,488	128,171
PUTNAM MASTER INTERMDT INC	121,986	82,011
PFIZER	104,349	76,575
QUALCOM	121,310	379,418
ROYAL DUTCH SHELL	81,772	162,496

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STANDARDS AND POOR	86,949	231,990
STRYKER CORP	47,097	120,224
TEXAS INSTRUMENTS	151,475	184,422
TJX COS	83,452	764,760
UNITED HEALTH CARE GROUP	33,085	137,799
US BANK CORP	103,508	211,171
WALGREENS	59,035	241,248
WALMART	179,640	299,022
WELLS FARGO	100,320	129,390

TY 2013 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 2013 Mortgages and Notes Payable Schedule

Name: THE PILLSBURY FOUNDATION

EIN: 43-1699916

Total Mortgage Amount: 861987

TY 2013 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	12,230	6,115	6,115	
MISCELLANEOUS EXPENSES	41	21	20	
PUBLICATIONS	364	182	182	
REPAIRS	1,300	650	650	
CONTRACTED SERVICES	1,347	674	673	
FOREIGN TAXES	1,218	609	609	
TELEPHONE	1,585	793	792	
OFFICE SUPPLIES	399	200	199	

TY 2013 Taxes Schedule

Name: THE PILLSBURY FOUNDATION

EIN: 43-1699916

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	1,907	953	954	
REAL ESTATE TAXES	10,178	5,089	5,089	