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For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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 or province, country, and ZIP or foreign postal code ST LOUIS, MO 63122		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 11,212,283		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1	1	1	
	4 Dividends and interest from securities.	235,590	235,590	235,590	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	681,406			
	b Gross sales price for all assets on line 6a 858,640				
	7 Capital gain net income (from Part IV, line 2) . . .		681,406		
	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)	2,034	2,034	2,034	
	12 Total. Add lines 1 through 11	919,031	919,031	237,625	
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)	6,125	3,063	3,062	
	c Other professional fees (attach schedule)				
	17 Interest	34,734	17,367	17,367	
	18 Taxes (attach schedule) (see instructions) . . .	13,097	6,548	6,549	
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	4,548	2,274	2,274	
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20,236	10,118	10,118	
	24 Total operating and administrative expenses. Add lines 13 through 23	78,740	39,370	39,370	0
	25 Contributions, gifts, grants paid	466,180			466,180
	26 Total expenses and disbursements. Add lines 24 and 25	544,920	39,370	39,370	466,180
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	374,111			
	b Net investment income (if negative, enter -0-)		879,661		
	c Adjusted net income (if negative, enter -0-)			198,255	

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	83,503	621,402	621,402
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>346</u>			
		Less allowance for doubtful accounts ▶ _____		346	346
	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	2,373	3,440	3,440
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,659,595	4,482,361	9,639,286
	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 ▶ <u>947,809</u>				
	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)	5,693,280	6,055,358	11,212,283	
Liabilities	17	Accounts payable and accrued expenses	46	13	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	861,987	849,987	
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	862,033	850,000	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.					
27		Capital stock, trust principal, or current funds	4,831,247	5,205,358	
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 instructions)	4,831,247	5,205,358	
31		Total liabilities and net assets/fund balances (see instructions) . . .	5,693,280	6,055,358	

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 4,831,247
2	Enter amount from Part I, line 27a	2 374,111
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 5,205,358
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 5,205,358

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	COLGATE PALMOLIVE	P	2007-06-29	2014-12-29
b	INTERNATIONAL BUSINESS MACHINES	P	2007-06-29	2014-12-29
c	TJX COMPANIES INC	P	2007-06-29	2014-12-29
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 201,789		28,350	173,439
b 144,642		97,422	47,220
c 505,484		51,462	454,022
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			173,439
b			47,220
c			454,022
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	681,406
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?
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 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))
2013	407,995	8,336,641	0 048940
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

2 Total of line 1, column (d).	2	0 258146
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 051629
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	9,075,341
5 Multiply line 4 by line 3.	5	468,551
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	8,797
7 Add lines 5 and 6.	7	477,348
8 Enter qualifying distributions from Part XII, line 4.	8	466,180

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 ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		117,593	
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.		317,593	
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-		517,593	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	3,440
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.		73,440	
8		Enter any penalty for underpayment of estimated tax. Check here ☐ 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		914,153	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded		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?		1a	Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 \$ (2) On foundation managers \$				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$				
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)				
		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 2014 or the taxable year beginning in 2014 (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 Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes 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? Yes No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.).	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 2014?	4b		No

Part VII-B

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?				☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		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?		☐ Yes ☒ 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	0 00			
ST LOUIS, MO 63131				
CYNTHIA DICKINSON	VICE PRES	0	0	0
402 EAST MADISON	0 00			
ST LOUIS, MO 63122				
ELIZABETH HOFFMAN	SECRETARY	0	0	0
13431 MASON VALLEY COURT	0 00			
ST LOUIS, MO 63131				
EVELYN KURTZ	TREASURER	0	0	0
14310 BRAMBLEWOOD	0 00			
CHESTERFIELD, MO 63017				
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

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

NONE

Total number of others receiving over \$50,000 for professional services. 1

Part IX-A

1

2

3

4

Part IX-B

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 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	9,017,253
b	Average of monthly cash balances.	1b	98,469
c	Fair market value of all other assets (see instructions).	1c	947,809
d	Total (add lines 1a, b, and c).	1d	10,063,531
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	849,987
3	Subtract line 2 from line 1d.	3	9,213,544
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	138,203
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,075,341
6	Minimum investment return. Enter 5% of line 5.	6	453,767

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	453,767
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	17,593
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	17,593
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	436,174
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	436,174
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	436,174

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	466,180
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	466,180
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	466,180

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				436,174
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009. 393				
b From 2010.				
c From 2011.				
d From 2012. 9,268				
e From 2013.				
f Total of lines 3a through e.	9,661			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 466,180				
a Applied to 2013, 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 2014 distributable amount.				436,174
e Remaining amount distributed out of corpus	30,006			
5 Excess distributions carryover applied to 2014 (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	39,667			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	393			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	39,274			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . . 9,268				
d Excess from 2013. . . .				
e Excess from 2014. . . . 30,006				

Part XIV

4942(j)(3) or 4942(j)(5)

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

Part XV

1 Information Regarding Foundation Managers:

■ 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))

• 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 or email address 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	466,180
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2014)

4. 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?

(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

***** 2015-05-07 ***** 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 PETER C SHARAMITARO JR CPA	Preparer's Signature	Date 2015-05-07	Check if self-employed ☒	PTIN P01215328
Firm's name ☒ SHARAMITARO & ASSOCIATES PC			Firm's EIN ☒ 43-1513238	
Firm's address ☒ 4227 WATSON ROAD SUITE 2 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)				
a <i>Paid during the year</i>				
AMERICAN BAPTIST WOMEN'S PO BOX 851 VALLEY FORGE,PA 194820851			RELIGIOUS	2,500
AMERICAN YOUTH FOUDATION 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	6,500
BECONE COLLEGE 2299 OLD BACONE ROAD MUSKOGEE,OK 74403			EDUCATIONAL	16,000
CARDINAL GLENNON FOUNDATI 1465 S GRAND BLVD ST LOUIS,MO 631041095			CHARITABLE	500
CENTER FOR CHRISTIAN STUD 201 S SKINKER BLVD ST LOUIS,MO 63105			RELIGIOUS	250
CENTRAL BAPTIST THEOLOGIC 6601 MONTICELLO RD SHAWNEE,KS 66226			RELIGIOUS	81,200
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	300
CORNERSTONE CHORALE AND B P O BOX 249 FLORISSANT,MO 63032			CHARITABLE	500
CROHN'S & COLITIS FOUNDAT 386 PARK AVENUE SOUTH 17TH FLOOR NEWYORK,NY 10016			CHARITABLE	2,375
DARDEN SCHOOL FOUNDATION PO BOX 400807 CHARLOTTESVILLE,VA 22907			EDUCATIONAL	400
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEWYORK,NY 100015004			CHARITABLE	150
Total  3a				466,180

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	875
GLOBAL WOMEN PO BOX 1535 PELHAM, AL 35124			CHARITABLE	3,500
GRACE HILL SETTLEMENT HOU 7925 MINNESOTA AVENUE ST LOUIS, MO 63111			CHARITABLE	11,305
GREEN LAKE CONFERENCE CEN STATE HIGHWAY 23 GREEN LAKE, WI 54941			CHARITABLE	87,000
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	6,500
LIVING LANDS & WATERS 17624 ROUTE 84 NORTH EAST MOLINE, IL 61244			CHARITABLE	3,000
MICDS 101 N WARSON ST LOUIS, MO 63124			EDUCATIONAL	100
MISSOURI BAPTIST HEALTHCA 3015 N BALLAS RD ST LOUIS, MO 63131			CHARITABLE	8,400
MISSOURI BOTANICAL GARDENS 4344 SHAW BLVD ST LOUIS, MO 63110			CHARITABLE	250
NORTHERN BAPTIST SEMINARY 660 BUTTERFIELD RD LAMBARD, IL 60148			RELIGIOUS	20,000
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509			CHARITABLE	700
Total  3a				466,180

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>				
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	53,075
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	4,250
SUSAN G KOMAN FOUNDATIO 5005 LBJ FREEWAY SUITE 2 DALLAS,TX 75244			CHARITABLE	1,000
THIRD BAPTIST CHURCH 620 N GRAND BLVD ST LOUIS,MO 63103			RELIGIOUS	62,500
UNIVERSITY BAPTIST CHURCH 34TH CHARLES STREETS BALTIMORE,MD 21218			RELIGIOUS	750
WASHINGTON UNIVERSITY SCHOOL OF ENG 1 BROOKINGS DRIVE ST LOUIS,MO 63130			EDUCATIONAL	5,000
WILLIAM JEWEL COLLEGE 500 COLLEGE HILL LIBERTY,MO 64068			EDUCATIONAL	26,950
Total  3a				466,180

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>				
WILLIAMSON CO YOUTH ORCHE 115 PENN WARREN DRIVE SUITE 300 - 303 BRENTWOOD,TN 37027			CHARITABLE	200
AMERICAN BAPTIST CHURCHESGRR P O BOX 13457 SPRINGFIELD,IL 62791			CHARITABLE	1,700
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE SUITE 310 WHITE PLAINS,NY 10605			CHARITABLE	250
STANFORD FUND P O BOX 20466 STANFORD,CA 943090466			EDUCATIONAL	100
SOL INTERNATIONAL FOUNDATION 146 BARTLETT ST ASHEVILLE,NC 28801			CHARITABLE	500
MY SISTER'S CIRCLE P O BOX 84 TIMONIUM,MD 21094			CHARITABLE	500
NATIONAL PARKINSON FOUNDATION 8900 STATE LINE ROAD SUITE 320 LEAWOOD,KS 66206			CHARITABLE	1,100
Total			3a	466,180

TY 2014 Accounting Fees Schedule

Name: THE PILLSBURY FOUNDATION

EIN: 43-1699916

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,125	3,063	3,062	

TY 2014 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	286,584
ISHARES - AGG	244,926	275,300
BANK OF AMERICA	142,180	53,670
PUTNAM MASTER INC. PIM	326,086	240,500
PUTNAM PREMIER INCOME PPT		268,674
AFLAC	98,610	116,071
ATT	140,000	202,245
AUTOMATIC DATA PROCESSING	67,706	348,903
BERKSHIRE HATHAWAY INC	267,026	678,000
BOEING	102,477	129,980
BRISTOL MYERS SQUIBB	71,810	118,060
CDK GLOBAL HOLDINGS	9,796	56,860
CISCO SYSTEMS	143,274	241,434
COLGATE PALMOLIVE	51,546	557,671
COCA COLA	99,750	160,436
DUKE REALTY	145,308	275,609
EXXON MOBIL	51,428	221,880
GENERAL ELECTRIC	124,678	107,398
HEALTH CARE PROPERTY	53,912	140,896
INTEL CORP	54,381	105,241
IBM		144,396
JOHNSON & JOHNSON	105,812	418,280
LOWES COMPANIES	94,358	368,080
MEDTRONICS	82,590	238,260
MFS MULTIMARKET INCOME TR	291,583	243,750
MICROSOFT	114,115	130,060
ORACLE CORP	127,488	150,650
PUTMAN, MASTER INTERMDT, INC	121,986	78,268
PFIZER	104,349	77,875
QUALCOM	121,310	379,826

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROYAL DUTCH SHELL	81,772	152,646
SPDR S&P MIDCAP	86,949	250,772
STRYKER CORP	47,097	150,928
TEXAS INSTRUMENTS	151,475	224,553
TJX COS	31,990	822,960
UNITED HEALTH CARE GROUP	33,085	184,995
US BANK CORP	103,508	234,954
WALGREENS	59,035	320,040
WAL MART	179,640	326,344
WELLS FARGO	100,320	156,237

TY 2014 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 2014 Mortgages and Notes Payable Schedule**Name:** THE PILLSBURY FOUNDATION**EIN:** 43-1699916**Total Mortgage Amount:** 849,987

TY 2014 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	12,453	6,226	6,227	
DUES	2,000	1,000	1,000	
PUBLICATIONS	456	228	228	
REPAIRS	738	369	369	
CONTRACTED SERVICES	1,603	802	801	
FOREIGN TAXES	1,272	636	636	
TELEPHONE	1,602	801	801	
OFFICE SUPPLIES	62	31	31	
BANK FEES	50	25	25	

TY 2014 Other Income Schedule

Name: THE PILLSBURY FOUNDATION

EIN: 43-1699916

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
US BANK	2,034	2,034	2,034

TY 2014 Taxes Schedule**Name:** THE PILLSBURY FOUNDATION**EIN:** 43-1699916

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	3,428	1,714	1,714	
REAL ESTATE TAXES	9,669	4,834	4,835	