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Amended

Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No. 1545-0052

Department of the Treasury Internal Revenue Service

Treated as a Private Foundation

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

2005

For calendar year 2005, or tax year beginning, 2005, and ending

3 Check all that apply: Initial return Final return Amended return Address change Name change

Form header section containing organization name (CHADWICK-LOHER FOUNDATION), address (1800 IDS CENTER, 80 SOUTH EIGHTH STREET, MINNEAPOLIS, MN 55402), EIN (52-2390635), and telephone number ((612) 339-7151).

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 page 11 of the instructions))

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include contributions, interest, dividends, gross rents, net gain, capital gains, other income, and total expenses.

6606 5 6 0111

June

Operating and Administrative Expenses

SCANNED SEP 1 2 2011

RECEIVED AUG 26 2011 IRS-OSC OGDEN

RECEIVED AUG 31 2011 TPR BRANCH OGDEN

913 4NE

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	121,024.	99,663.	99,663.
	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			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	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) STMT, 8	7,702,911.	8,549,672.	9,828,057.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item I)	7,823,935.	8,649,335.	9,927,720.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Organizations 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			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	7,823,935.	8,649,335.		
30 Total net assets or fund balances (see page 17 of the instructions)	7,823,935.	8,649,335.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,823,935.	8,649,335.		

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	7,823,935.
2 Enter amount from Part I, line 27a	2	942,604.
3 Other increases not included in line 2 (itemize) ▶	3	
Add lines 1, 2, and 3	4	8,766,539.
Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	117,204.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,649,335.

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.)
1a SEE PART IV SCHEDULE				
b				
c				
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				
b				
c				
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))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
a				
b				
c				
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	STMT 12 827,920.
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 pages 13 and 17 of the 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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . Yes No
If "Yes," the organization 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))
2004	454,445.	9,177,465.	0.04951748658
2003	431,157.	7,765,998.	0.05551855666
2002	416,841.	7,932,174.	0.05255066266
2001	375,231.	4,695,707.	0.07990937254
2000	440,725.	5,120,377.	0.08607276378
2	Total of line 1, column (d)		0.32356884222
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		0.06471376844
4	Enter the net value of noncharitable-use assets for 2005 from Part X, line 5		9,733,155.
5	Multiply line 4 by line 3		629,869.
6	Enter 1% of net investment income (1% of Part I, line 27b)		9,481.
7	Add lines 5 and 6		639,350.
8	Enter qualifying distributions from Part XII, line 4		477,739.

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 on page 18

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 categories like 'Exempt operating foundations', 'Domestic organizations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 4,867.

Part VII-A Statements Regarding Activities

Table with 11 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes a section for books in care of OKABENA COMPANY.

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.

Table with columns for question text, Yes/No checkboxes, and Yes/No columns. Rows include questions 1a through 6b regarding disqualifying activities, disaster assistance, and investment rules.

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 page 21 of the 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
SEE STATEMENT 10		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the 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 NONE

3 Five highest-paid independent contractors for professional services - (see page 21 of the 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 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
1 N/A	
2	
3	

Part IX-B Summary of Program-Related Investments (see page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 22 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 22 of the 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	
b Average of monthly cash balances	1b	187,750.
c Fair market value of all other assets (see page 23 of the instructions)	1c	9,693,626.
d Total (add lines 1a, b, and c)	1d	9,881,376.
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	NONE
3 Subtract line 2 from line 1d	3	9,881,376.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)	4	148,221.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,733,155.
6 Minimum investment return. Enter 5% of line 5	6	486,658.

Part XI Distributable Amount (see page 23 of the 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	486,658.
2a Tax on investment income for 2005 from Part VI, line 5	2a	18,963.
b Income tax for 2005. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	18,963.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	467,695.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	467,695.
6 Deduction from distributable amount (see page 24 of the instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	467,695.

Part XII Qualifying Distributions (see page 24 of the 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	477,739.
b Program-related investments - total from Part IX-B	1b	NONE
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	477,739.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	477,739.

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 page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				467,695.
2 Undistributed income, if any, as of the end of 2004:				
a Enter amount for 2004 only			NONE	
b Total for prior years 2003		NONE		
3 Excess distributions carryover, if any, to 2005:				
a From 2000	195,345.			
b From 2001	145,672.			
c From 2002	21,591.			
d From 2003	47,966.			
e From 2004	9,635.			
f Total of lines 3a through e	420,209.			
4 Qualifying distributions for 2005 from Part XII, line 4. ▶ \$ 477,739.				
a Applied to 2004, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 25 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 25 of the instructions)				
d Applied to 2005 distributable amount				467,695.
e Remaining amount distributed out of corpus	10,044.			
5 Excess distributions carryover applied to 2005 (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	430,253.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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 page 25 of the instructions		NONE		
e Undistributed income for 2004 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions			NONE	
f Undistributed income for 2005. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2006				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)				
8 Excess distributions carryover from 2000 not applied on line 5 or line 7 (see page 25 of the instructions)	195,345.			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	234,908.			
10 Analysis of line 9				
a Excess from 2001	145,672.			
b Excess from 2002	21,591.			
c Excess from 2003	47,966.			
d Excess from 2004	9,635.			
e Excess from 2005	10,044.			

Part XIV Private Operating Foundations (see page 26 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2005, 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)

	Tax year				(e) Total
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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)(ii)					
(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 page 26 of the 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).)

NONE

- 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.

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
- Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the 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 STATEMENT 11				
Total ▶ 3a				468,344.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting organization to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

Table with 3 columns: (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. Signature of officer or trustee: [Signature], Date: 8/10/11, Title: Asst Secretary. Preparer's signature: [Signature], Date: 8/8/11, Check if self-employed: [], Preparer's SSN or PTIN: P00236820. Firm's name (or yours if self-employed), address, and ZIP code: Okabena Company, 80 South 8th St., Suite 1800, Minneapolis, MN 55402. EIN: 1, 41-0913129. Phone no: 612-339-7151.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SEVEN HUNDRED COMPANY	6,375.	6,375.
OKABENA FIXED INCOME FUND, LLC	50,144.	50,144.
OKABENA DIVERSIFIED EQUITY FUND, LLC	6,214.	6,214.
OKABENA MARKETABLE ALTERNATIVES FD, LLC	4,649.	4,649.
OKABENA PARTNERSHIP V-9	391.	391.
OKABENA PARTNERSHIP V-10	2,102.	1,155.
TOTAL	69,875.	68,928.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OKABENA FIXED INCOME FUND, LLC	14,210.	14,210.
OKABENA DIVERSIFIED EQUITY FUND, LLC	88,322.	88,322.
OKABENA MARKETABLE ALTERNATIVES FD, LLC	351.	351.
OKABENA PARTNERSHIP V-10	1,640.	1,580.
TOTAL	104,523.	104,463.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND	NONE	NONE
OKABENA DIVERSIFIED EQUITY FUND, LLC	4,213.	4,213.
OKABENA MARKETABLE ALTERNATIVES FD, LLC	29,011.	29,011.
OKABENA PARTNERSHIP V-9	119.	
OKABENA PARTNERSHIP V-10	-2,937.	-2,876.
PRIOR YEAR PFIC GAIN	495,446.	
TOTALS	525,852.	30,348.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OKABENA COMPANY	18,740.	9,370.		9,370.
TOTALS	18,740.	9,370.	NONE	9,370.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OKABENA MKTABLE ALT. FUND LLC	320.	320.
OKABENA P/S V-10	569.	225.
TOTALS	889.	545.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAXES	24,566.	
FOREIGN TAXES-PASS THRU	1,708.	1,708.
TOTALS	26,274. =====	1,708. =====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS-PASS THRU	72,090.	71,897.	
STATE FILING FEE	25.		25.
NON DEDUCTIBLE EXPENSES	6.		
TOTALS	72,121.	71,897.	25.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OKABENA FIXED INCOME FUND, LLC	1,150,680.	1,142,752.
OKABENA DIVERSIFIED EQTY, LLC	4,491,704.	5,792,704.
OKABENA MRKTBLE ALTRNTVS, LLC	2,781,493.	2,825,802.
OKABENA PARTNERSHIP V-9	85,502.	38,892.
OKABENA PARTNERSHIP V-10	40,293.	27,907.
TOTALS	8,549,672.	9,828,057.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION

AMOUNT

BOOK TAX ALLOCATION DIFFERENCE

117,204.

TOTAL

117,204.
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN W DAYTON 9779 AUDUBON PLACE DALLAS, TX 75220	PRESIDENT AS REQ'D	NONE	NONE	NONE
ARLENE J DAYTON 9779 AUDUBON PLACE DALLAS, TX 75220	SEC/TREAS AS REQ'D	NONE	NONE	NONE
CHADWICK L DAYTON 606 WEST 31ST STREET MINNEAPOLIS, MN 55408	DIRECTOR AS REQ'D	NONE	NONE	NONE
WHITNEY L DAYTON 9779 AUDUBON PLACE DALLAS, TX 75220	DIRECTOR AS REQ'D	NONE	NONE	NONE
JAMES M KARGES C/O OKABENA CO, 1800 IDS CENTER MINNEAPOLIS, MN 55402	ASST SEC/ASST TREAS AS REQ'D	NONE	NONE	NONE
GRAND TOTALS				
		NONE	NONE	NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT ATTACHED

501(C)(3)

GENERAL

468,344.

TOTAL CONTRIBUTIONS PAID

468,344.

**2005 CHADWICK-LOHER FOUNDATION
TAX ID#**

50% CHARITABLE CASH CONTRIBUTIONS

ARTS MAGNET 632 South Union St. Montgomery, AL 36104-5836	25,000
CHINATI FOUNDATION PO Box 1135 Marfa, TX 79843	50,000
COLBY COLLEGE 4000 Mayflower Hill Drive Waterville, ME 04901	6,000
DALLAS CENTER FOR PA FOUNDATION 2106 Boll St Dallas, TX 75204	100,000
DALLAS MUSEUM 1717 North Harwood St Dallas, TX 75201	33,000
DALLAS OPERA 8350 N Central Expressway Suite 210 Dallas, TX 75206	25,000
DALLAS WOMEN'S FOUNDATION 4300 MacArthur Suite 255 Dallas, TX 75209	10,000
GORDIE FOUNDATION 8117 Preston Rd Suite 300 Dallas, TX 75225	1,500
KERA-NORTH TEXAS PUBLIC 3000 Harry Hines Blvd Dallas, TX 75201	20,000
PREP FOR PREP 328 W 71st St New York, NY 10023	2,500
PRESTON HOLLOW 9800 Preston Rd Dallas, TX 75230	18,666
SKIDMORE COLLEGE 815 N Broadway Saratoga Springs, NY 12866-1632	8,675
TAFT SCHOOL 110 Woodbury Rd Watertown, CT 06795	10,000
UNIVERSITY OF MINNESOTA FOUNDATION 200 Oak St SE Suite 500 Minneapolis, MN 55455-2010	100,000
WALKER ART CENTER 1750 Hennepin Avenue Minneapolis, MN 55403	60,000
OKABENA PARTNERSHIP V-10	3
TOTAL 50% CASH CONTRIBUTIONS 2005	<u>468,344</u>

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
TOTAL GAIN (LOSS)							827,920.	

FORM 990, Part I GROSS AMOUNT FROM SALE OF ASSETS

Gains for Book Income		<u>Short Term Capital Gain</u>	<u>Long Term Capital Gain</u>	<u>Section 1231 Gain</u>	<u>Total Capital Gain</u>
Pass Thru from Partnerships:					
Okabena Fixed Income Fund, LLC	74-3049966	(6,961)	(29,122)		(36,083)
Okabena Diversified Equity Fund, LLC	41-1563584	(7,545)	746,693		739,148
Okabena Marketable Alternatives Fund, LLC	41-1858177	(23,687)	102,760		79,073
Okabena Partnership V-9	41-1802435	0	13,375		13,375
Okabena Partnership V-10	41-1802434	458	31,927	824	33,209
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Totals		<u>(37,735)</u>	<u>865,633</u>	<u>824</u>	<u>828,722</u>

Gains for Net Investment Income		<u>Short Term Capital Gain</u>	<u>Long Term Capital Gain</u>	<u>Section 1231 Gain</u>	<u>Total Capital Gain</u>
Pass Thru from Partnerships:					
Okabena Fixed Income Fund, LLC	74-3049966	(6,961)	(29,122)		(36,083)
Okabena Diversified Equity Fund, LLC	41-1563584	(7,545)	746,693		739,148
Okabena Marketable Alternatives Fund, LLC	41-1858177	(23,687)	102,760		79,073
Okabena Partnership V-9	41-1802435	0	13,375		13,375
Okabena Partnership V-10	41-1802434	457	31,543	407	32,407
		-----	-----	-----	-----
Totals		<u>(37,736)</u>	<u>865,249</u>	<u>407</u>	<u>827,920</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

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

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

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

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only.

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of Exempt Organization CHADWICK-LOHER FOUNDATION	Employer Identification number 52-2390635
	Number, street, and room or suite no. If a P.O. box, see instructions. 1800 IDS CENTER	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MINNEAPOLIS, MN 55402	

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

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T(sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ Okabe Company
 Telephone No. ▶ (612) 339-7151 FAX No. ▶ (612) 339-6523

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

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until _____ , _____ , _____ to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2005 or
 ▶ tax year beginning _____ , _____ , and ending _____ , _____ .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ 23,830
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ 14,080
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ 9750

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.