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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

J.E. & Z.B. BUTLER FOUNDATION, INC.

A Employer identification number

13-6082916

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

825 THIRD AVENUE 40TH FLOOR

City or town, state, and ZIP code

NEW YORK, NY 10022

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method

☐ Cash☒ Accrual

of year (from Part II, col (c), line

Other (specify)

16) \$ 84,025,292.

(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 page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------|----------------------------|--|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. | | | | |
| 3 Interest on savings and temporary cash investments | 221,377. | 221,377. | | ATCH 1 |
| 4 Dividends and interest from securities | 671,622. | 671,622. | | ATCH 2 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | -122,115. | | | |
| b Gross sales price for all assets on line 6a | 103,706,175. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | 124,408. | 124,408. | | ATCH 3 |
| 12 Total. Add lines 1 through 11 | 895,292. | 1,017,407. | | |
| 13 Compensation of officers, directors, trustees, etc. | 398,268. | 119,480. | | 278,788. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | 51,428. | 15,428. | | 36,000. |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) ATCH 4 | 22,500. | 11,250. | | 11,250. |
| c Other professional fees (attach schedule) * | 754,368. | 754,368. | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions) ** | 40,619. | 9,378. | | 17,548. |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | 60,991. | 30,496. | | 30,495. |
| 21 Travel, conferences, and meetings | 6,055. | | | 6,055. |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) ATCH 7 | 370,870. | 360,395. | | 10,475. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 1,705,099. | 1,300,795. | | 390,611. |
| 25 Contributions, gifts, grants paid | 3,783,315. | | | 3,783,315. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 5,488,414. | 1,300,795. | | 4,173,926. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | -4,593,122. | | | |
| b Net investment income (if negative, enter -0-) | | -0- | | |
| c Adjusted net income (if negative, enter -0-) | | | -0- | |

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* ATCH 5 JSA **

ATCH 6

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PAGE 1

| 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 | | | | |
| | 2 | Savings and temporary cash investments | | 28,038,046. | 17,354,275. | 17,354,275. |
| | 3 | Accounts receivable 484. | | | | |
| | | Less: allowance for doubtful accounts | | 484. | 484. | 484. |
| | 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 16 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) ATCH 8. | | 33,168,687. | 41,265,547. | 45,150,841. |
| | 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 | | | | | |
| | Less: accumulated depreciation (attach schedule) | | | | | |
| 15 | Other assets (describe ATCH 9.) | | 23,763,079. | 21,988,704. | 21,519,692. | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | 84,970,296. | 80,609,010. | 84,025,292. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 84,029. | 347,693. | |
| | 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 ATCH 9.) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | 84,029. | 347,693. | | |
| 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 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 | | 84,886,267. | 80,261,317. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | | 84,886,267. | 80,261,317. | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | | 84,970,296. | 80,609,010. | |

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 | 84,886,267. |
| 2 | Enter amount from Part I, line 27a | 2 | -4,593,122. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 80,293,145. |
| 5 | Decreases not included in line 2 (itemize) ATTACHMENT 10 | 5 | 31,828. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 80,261,317. |

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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) 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 | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|--|---|----------|-----------|
| 2 Capital gain net income or (net capital loss) | <div style="display: inline-block; vertical-align: middle;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | 2 | -122,115. |
| 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 | <div style="display: inline-block; vertical-align: middle;"> } </div> | 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)) |
|--|--|--|---|
| 2008 | 4,793,897. | 87,915,819. | 0.054528 |
| 2007 | 4,998,374. | 97,372,733. | 0.051332 |
| 2006 | 4,980,277. | 92,882,263. | 0.053619 |
| 2005 | 4,881,104. | 99,211,751. | 0.049199 |
| 2004 | 4,656,240. | 96,631,211. | 0.048186 |

| | | |
|--|----------|-------------|
| 2 Total of line 1, column (d) | 2 | 0.256864 |
| 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 | 0.051373 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 70,261,963. |
| 5 Multiply line 4 by line 3 | 5 | 3,609,568. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | |
| 7 Add lines 5 and 6 | 7 | 3,609,568. |
| 8 Enter qualifying distributions from Part XII, line 4 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. | 8 | 4,173,926. |

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

| | | | |
|---|-----------|----|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 0. |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 2 | |
| 3 Add lines 1 and 2 | | 3 | 0. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 0. |
| 6 Credits/Payments | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a 9,200. | | |
| b Exempt foreign organizations-tax withheld at source | 6b 0. | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c 4,000. | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments Add lines 6a through 6d | | 7 | 13,200. |
| 8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | 10 | 13,200. |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax 13,200. Refunded | | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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 | | X |
| c Did the foundation file Form 1120-POL for this year? | | |
| 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? If "Yes," attach a detailed description of the activities | | X |
| 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 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? | X | |
| 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 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) NY, | | |
| 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 | X | |
| 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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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 page 20 of the instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u> | 13 | X | |
| 14 | The books are in care of <u>J.E. & Z.B. BUTLER FDN., INC.</u> Telephone no. <u></u> Located at <u>825 THIRD AVENUE 40TH FLOOR, NY, NY</u> ZIP + 4 <u>10022</u> | | | |
| 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 <u>15</u> | | | |

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 2009? | 1c | X |
| 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u> | | |
| 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 page 20 of the 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 <u></u> | | |
| 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 2009 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 2009) | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| 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 2009? | 4b | X |

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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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? ☐ Yes ☒ No
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? ☐ Yes ☐ 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? ☐ Yes ☐ No

5b

6b

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 page 22 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 |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 11 | | 398,268. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 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 |
|---|---|------------------|---|---------------------------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000 ☐ NONE

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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 page 23 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 |
|---|---------------------|------------------|
| ATTACHMENT 12 | | 694,131. |
| | | |
| | | |
| | | |
| | | |
| | | |

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 NONE | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see page 23 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 24 of the instructions | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 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 | 34,698,145. |
| b | Average of monthly cash balances | 1b | 15,114,105. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 21,519,692. |
| d | Total (add lines 1a, b, and c) | 1d | 71,331,942. |
| 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 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 71,331,942. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 1,069,979. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 70,261,963. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 3,513,098. |

Part XI Distributable Amount (see page 25 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 | 3,513,098. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 0. |
| b | Income tax for 2009 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 0. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 3,513,098. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 3,513,098. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 3,513,098. |

Part XII Qualifying Distributions(see page 25 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 | 4,173,926. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | 0. |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | 0. |
| b | Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 4,173,926. |
| 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 page 26 of the instructions) | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 4,173,926. |

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 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 3,513,098. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | | |
| b Total for prior years 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u> | | | | |
| 3 Excess distributions carryover, if any, to 2009 | | | | |
| a From 2004 | | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | | | | |
| e From 2008 317,725. | | | | |
| f Total of lines 3a through e | 317,725. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ <u>4,173,926.</u> | | | | |
| a Applied to 2008, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2009 distributable amount | | | | 3,513,098. |
| e Remaining amount distributed out of corpus | 660,828. | | | |
| 5 Excess distributions carryover applied to 2009 . (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 | 978,553. | | | |
| 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 page 27 of the instructions | | | | |
| e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 978,553. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | |
| d Excess from 2008 317,725. | | | | |
| e Excess from 2009 660,828. | | | | |

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Part XIV Private Operating Foundations (see page 27 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 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

| Tax year | Prior 3 years | | | | (e) Total |
|---|---------------|----------|----------|----------|-----------|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 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 foundation had \$5,000 or more in assets at any time during the year - see page 28 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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 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 Paid during the year SEE ATTACHED SCHEDULE | NONE | | CHARITABLE | 3,783,315. |
| Total | | | 3a | 3,783,315. |
| b Approved for future payment | | | | |
| Total | | | 3b | |

Form 990-PF (2009)

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash 1a(1) ☐ Yes ☒ No
- (2) Other assets 1a(2) ☐ Yes ☒ No
- b Other transactions
- (1) Sales of assets to a noncharitable exempt organization 1b(1) ☐ Yes ☒ No
- (2) Purchases of assets from a noncharitable exempt organization 1b(2) ☐ Yes ☒ No
- (3) Rental of facilities, equipment, or other assets 1b(3) ☐ Yes ☒ No
- (4) Reimbursement arrangements 1b(4) ☐ Yes ☒ No
- (5) Loans or loan guarantees 1b(5) ☐ Yes ☒ No
- (6) Performance of services or membership or fundraising solicitations 1b(6) ☐ Yes ☒ No
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 1c ☐ Yes ☒ No
- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

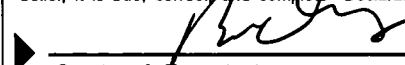

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|---|--|
| | N/A | | N/A |
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2a Is the foundation directly 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

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| | | |
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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.

| | | | | |
|-----------|---|--|---------------------|--|
| Sign Here | Signature of officer or trustee  | | Date <u>9/14/10</u> | Title <u>President</u> |
| | Paid Preparer's Use Only | Preparer's signature  | Date <u>9/14/10</u> | Check if self-employed <input type="checkbox"/> |
| | | Firm's name (or yours if self-employed), address, and ZIP code | | Preparer's identifying number (See Signature on page 30 of the instructions) |
| | | ANCHIN BLOCK & ANCHIN LLP 1375 BROADWAY NEW YORK, NY 10018-7001 | | P00168482 |
| | | EIN | 13-0436940 | |
| | | Phone no | 212-840-3456 | |

Form 990-PF (2009)

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

| Kind of Property | | Description | | | | 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) | |
| | | PUBLICLY TRADED SECURITIES - SCM 1 & 3 PROPERTY TYPE: SECURITIES 992,042. | | | | VAR -992,042. | VAR |
| 6,238. | | LITIGATION - NORTEL II PROPERTY TYPE: OTHER | | | | VAR 6,238. | VAR |
| 1,318,492. | | PUBLICLY TRADED SECURITIES - ATLANTIC TR PROPERTY TYPE: SECURITIES 1,725,272. | | | | VAR -406,780. | VAR |
| 1,202,153. | | PUBLICLY TRADED SECURITIES - MORGAN STAN PROPERTY TYPE: SECURITIES | | | | VAR 1,202,153. | VAR |
| 100343910. | | PUBLICLY TRADED SECURITIES - GILBERT DON PROPERTY TYPE: SECURITIES 100738747. | | | | VAR -394,837. | VAR |
| 543,815. | | IROQUOIS CAPITAL PROPERTY TYPE: SECURITIES | | | | VAR 543,815. | VAR |
| 284,017. | | CAVU CAPITAL PROPERTY TYPE: SECURITIES | | | | VAR 284,017. | VAR |
| | | IROQUOIS CAPITAL OPPORTUNITY PROPERTY TYPE: SECURITIES 11,516. | | | | VAR -11,516. | VAR |
| | | MARKETFIELD FUNDS PROPERTY TYPE: SECURITIES 360,400. | | | | VAR -360,400. | VAR |
| | | MARKWEST ENERGY PARTNERS PROPERTY TYPE: SECURITIES 313. | | | | VAR -313. | VAR |
| 7,550. | | POWERSHARES DB US DOLLAR INDEX BULLISH PROPERTY TYPE: SECURITIES | | | | VAR 7,550. | VAR |
| TOTAL GAIN (LOSS) | | | | | | <u>-122,115.</u> | |

ATTACHMENT 1

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

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| INTEREST | 221,377. | 221,377. |
| TOTAL | <u>221,377.</u> | <u>221,377.</u> |

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| DIVIDENDS | 671,622. | 671,622. |
| TOTAL | <u>671,622.</u> | <u>671,622.</u> |

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------|---|-----------------------------|
| POWERSHARES DB US DOLLAR INDEX | 7,424. | 7,424. |
| IROQUOIS CAPITAL | 1,880. | 1,880. |
| MARKWEST | -908. | -908. |
| MILTON | 111,883. | 111,883. |
| MISCELLANEOUS | 4,129. | 4,129. |
| TOTALS | <u>124,408.</u> | <u>124,408.</u> |

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|-----------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| ANCHIN BLOCK & ANCHIN | 22,500. | 11,250. | | 11,250. |
| TOTALS | <u>22,500.</u> | <u>11,250.</u> | <u>0.</u> | <u>11,250.</u> |

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|---------------------------|---|--------------------------------------|
| IROQUOIS CAP OPPORTUNITY | 20,000. | 20,000. |
| IROQUOIS CAPITAL | 119,885. | 119,885. |
| ATLANTIC (STEIN ROE) | 58,116. | 58,116. |
| MILTON PARTNERS | 337,126. | 337,126. |
| CRYSTAL - GILBERT DONIGER | 40,237. | 40,237. |
| CAVU | 80,702. | 80,702. |
| SCM ADVISORS | 98,302. | 98,302. |
| TOTALS | <u>754,368.</u> | <u>754,368.</u> |

ATTACHMENT 6FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|--------------------------------|
| PAYROLL TAXES | 25,069. | 7,521. | 17,548. |
| FEDERAL EXCISE TAX | 13,693. | | |
| FOREIGN TAX | 1,857. | 1,857. | |
| TOTALS | <u>40,619.</u> | <u>9,378.</u> | <u>17,548.</u> |

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|------------------------------|---|-----------------------------|------------------------|
| INSURANCE | 8,327. | 4,164. | 4,163. |
| TELEPHONE | 4,042. | 2,021. | 2,021. |
| OFFICE EXPENSES | 3,798. | 1,899. | 1,899. |
| PAYROLL SERVICE FEES | 1,275. | 383. | 892. |
| IROQUOIS CAP - OTHER DEDUCT. | 347,903. | 347,903. | |
| FILING FEE | 1,500. | | 1,500. |
| IROQUOIS CAP OPP - OTHER DED | 2,694. | 2,694. | |
| LAZARD - OTHER DEDUCTIONS | 1,193. | 1,193. | |
| POWERSHARES DB US \$ INDEX | 138. | 138. | |
| TOTALS | <u>370,870.</u> | <u>360,395.</u> | <u>10,475.</u> |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|----------------------------|---------------------------------|------------------------------|-----------------------|
| ATLANTIC TRUST (STEIN ROE) | 8,657,111. | 8,227,844. | 10,147,815. |
| SCM ADVISORS #1 | 5,717,879. | 4,990,828. | 5,925,037. |
| SCM ADVISORS #2 | 6,894,197. | 6,055,826. | 7,068,547. |
| MILTON PARTNERS | 5,269,613. | 15,771,823. | 15,838,875. |
| CRYSTAL - GILBERT DONIGER | 6,629,887. | 6,219,226. | 6,170,567. |
| TOTALS | <u>33,168,687.</u> | <u>41,265,547.</u> | <u>45,150,841.</u> |

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 9

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|---------------------------------|------------------------------|-----------------------|
| IROQUOIS CAPITAL LP | 6,246,326. | 6,325,592. | 7,590,376. |
| CAVU CAPITAL PARTNERS | 3,821,855. | 4,027,828. | 3,834,213. |
| LAZARD LTD. | 96,425. | 85,585. | 85,585. |
| IROQUOIS CAPITAL OPPORTUNITY | 80,805. | 107,103. | 130,357. |
| MARKETFIELD FUND | 2,500,000. | 0. | 0. |
| ZLP INVESTMENTS | 11,000,000. | 11,000,000. | 9,452,481. |
| MARKWEST ENERGY | 17,668. | 15,283. | 0. |
| POWERSHARES DB US DOLLAR INDEX | | 427,313. | 426,680. |
| TOTALS | <u>23,763,079.</u> | <u>21,988,704.</u> | <u>21,519,692.</u> |

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|-------------------------|----------------|
| PRIOR PERIOD ADJUSTMENT | 31,828. |
| TOTAL | <u>31,828.</u> |

J.E. & Z.B. BUTLER FOUNDATION, INC.

13-6082916

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | | EXPENSE ACCT AND OTHER ALLOWANCES |
|--|---|--------------|---|----|---|
| | | | | | |
| BEATRICE B. DONIGER C/O J.E. & Z.B. BUTLER FOUNDATION 825 THIRD AVENUE, 40TH FLOOR NEW YORK, NY 10022 | CO-CHAIR 2.00 | 0. | 0. | 0. | 0. |
| BRUCE DONIGER C/O J.E. & Z.B. BUTLER FOUNDATION 825 THIRD AVENUE, 40TH FLOOR NEW YORK, NY 10022 | PRES/CFO 20.00 | 144,300. | 0. | 0. | 0. |
| RUTH B. PEARSON C/O J.E. & Z.B. BUTLER FOUNDATION 825 THIRD AVENUE, 40TH FLOOR NEW YORK, NY 10022 | CO-CHAIR 2.00 | 0. | 0. | 0. | 0. |
| CAROL PARRISH C/O J.E. & Z.B. BUTLER FOUNDATION 825 THIRD AVENUE, 40TH FLOOR NEW YORK, NY 10022 | VP 20.00 | 80,808. | 0. | 0. | 0. |
| PATRICIA GOLDMAN C/O J.E. & Z.B. BUTLER FOUNDATION 825 THIRD AVENUE, 40TH FLOOR NEW YORK, NY 10022 | VP/SECY/TREAS 40.00 | 173,160. | 0. | 0. | 0. |
| GRAND TOTALS | | 398,268. | 0. | 0. | 0. |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|---|------------------------|---------------------|
| ATLANTIC (STEIN ROE) INVESTMENTS ONE SOUTH WACKER DR. CHICAGO, IL 60606 | INVESTMENT MANAGER | 58,116. |
| SCM ADVISORS 909 MONTGOMERY ST. SAN FRANCISCO, CA | INVESTMENT MANAGER | 98,302. |
| CAVU CAPITAL PARTNERS 20 MARSHALL STREET, SUITE 102 SOUTH NORWALK, CT 06854 | INVESTMENT MANAGER | 80,702. |
| MILTON ARBITRAGE PARTNERS 165 MASON STREET GREENWICH, CT | INVESTMENT MANAGER | 337,126. |
| IROQUOIS CAPITAL 641 LEXINGTON AVENUE NEW YORK, NY 10022 | INVESTMENT MANAGER | 119,885. |

TOTAL COMPENSATION

694,131.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust

J.E. & Z.B. BUTLER FOUNDATION, INC.

Employer identification number

13-6082916

Note: Form 5227 filers need to complete **only Parts I and II.**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|--|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|-----------|------------|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | 1,642,698. |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet | 4 | () |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back | 5 | 1,642,698. |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|--|
| 6a | | | | | |
| | | | | | |
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| | | | | | |
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| | | |
|---|-----------|-------------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | -1,764,813. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 Capital gain distributions | 9 | |
| 10 Gain from Form 4797, Part I | 10 | |
| 11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet | 11 | () |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back | 12 | -1,764,813. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|--|---|---------------------------------|-------------------------|-------------|
| Caution: Read the instructions before completing this part. | | | | |
| 13 | Net short-term gain or (loss) | 13 | | 1,642,698. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | -1,764,813. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksh) | 14b | | |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14 | 15 | | -122,115. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

| Part IV Capital Loss Limitation | |
|--|--|
| 16 | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000 |

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

| | | | | |
|-----------|---|-----------|--|-----------|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | | |
| 18 | Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | | |
| 20 | Add lines 18 and 19 | 20 | | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- | 21 | | |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0- | 22 | | |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0- | 23 | | |
| 24 | Enter the smaller of the amount on line 17 or \$2,300 | 24 | | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23 | 25 | | |
| 26 | Subtract line 25 from line 24 | 26 | | |
| 27 | Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 27 | | |
| 28 | Enter the amount from line 26 (if line 26 is blank, enter -0-) | 28 | | |
| 29 | Subtract line 28 from line 27 | 29 | | |
| 30 | Multiply line 29 by 15% (15) | | | 30 |
| 31 | Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | 31 |
| 32 | Add lines 30 and 31 | | | 32 |
| 33 | Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | 33 |
| 34 | Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | | | 34 |

Schedule D (Form 1041) 2009

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

OMB No. 1545-0092

2009

J.E. & Z.B. BUTLER FOUNDATION, INC.

Employer Identification number

13-6082916

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

| | |
|--|------------|
| 1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b | 1,642,698. |
|--|------------|

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

| J E and Z B Butler Foundation | | | | |
|--|--|--|--|--------------|
| Contribution Made | | | | |
| Jan - Dec 2009 | | | | |
| | | | | Cont |
| 92nd Street Y | | | | 40,000 00 |
| Advocates for Children | | | | 25,000 00 |
| Aids Action Committee of MA | | | | 50,000 00 |
| Artists for Humanity | | | | 50,000 00 |
| Asperger's Association of New England | | | | 30,000 00 |
| Barry & Florence Friedberg JCC | | | | 30,000 00 |
| Bottom Line | | | | 25,000 00 |
| Camp Starfish | | | | 25,000 00 |
| Chai Lifeline | | | | 90,000 00 |
| Children's Hospital Dartmouth | | | | 25,000 00 |
| Cincinnati Children's Medical Center | | | | 25,000 00 |
| Citizen Schools | | | | 10,000 00 |
| Citizens Committee for Children | | | | 10,000 00 |
| City Access | | | | 45,000 00 |
| City Parks Foundation | | | | 10,000 00 |
| Communities For Restoration Justice | | | | 10,000 00 |
| Community Rowing | | | | 10,000 00 |
| DARE | | | | 25,000 00 |
| East End House | | | | 25,000 00 |
| Educational Alliance | | | | 50,000 00 |
| FEGS/LI | | | | 105,000 00 |
| FIC/Icarus Project | | | | 5,000 00 |
| Friends of the Children Boston | | | | 20,000 00 |
| Greater S Towns Y | | | | 40,000 00 |
| Greater Boston Food Bank | | | | 25,000 00 |
| Groundwork | | | | 40,000 00 |
| Harlem Children Society | | | | 40,000 00 |
| Hebrew Educational Society | | | | 50,000 00 |
| JBFCs | | | | 45,000 00 |
| JCC of Manhattan | | | | 25,000 00 |
| JCC of Staten Island | | | | 50,000 00 |
| JCC on the Hudson | | | | 94,500 00 |
| JCCA | | | | 100,000 00 |
| JCH of Bensonhurst | | | | 118,000 00 |
| Jewish Guild for Blind | | | | 10,000 00 |
| Jewish Home and Hospital | | | | 50,000 00 |
| Jewish Museum | | | | 25,000 00 |
| Juvenile Diabetes Research Foundation Intl | | | | 5,000 00 |
| Legal Outreach | | | | 100,000 00 |
| McGill University | | | | 10,000 00 |
| MET Council on Jewish Poverty | | | | 165,000 00 |
| Mid-Island Y JCC | | | | 50,000 00 |
| Montefiore Medical Center | | | | 92,000 00 |
| More than Words | | | | 30,000 00 |
| Moshulu Montefiore | | | | 50,000 00 |
| Mother Caroline Academy & Education Center | | | | 25,000 00 |
| Mount Sinai Adolescent Clinic | | | | 65,000 00 |
| Museum of Modern Art | | | | 10,000 00 |
| National Organization on Disabilities | | | | 50,000 00 |
| New Alternatives for Children | | | | 50,000 00 |
| New York Legal Assistance Group | | | | 160,000 00 |
| NRDC | | | | 20,000 00 |
| NY Services for the Handicapped | | | | 25,000 00 |
| NYLAG | | | | 65,000 00 |
| Publicolor Inc | | | | 70,900 00 |
| Ramapo for Children | | | | 100,000 00 |
| Raw Art Works | | | | 25,000 00 |
| Resources for Children | | | | 25,000 00 |
| Roca | | | | 40,000 00 |
| Rocking the Boat | | | | 45,180 00 |
| Row New York | | | | 15,000 00 |
| Samuel Fields Y | | | | 231,300 00 |
| Shield Institute | | | | 15,000 00 |
| Sid Jacobson Jewish Community Center | | | | 60,000 00 |
| Squash Buster | | | | 20,000 00 |
| Storefront Jewish Community Council | | | | 60,000 00 |
| Street Squash | | | | 20,000 00 |
| Strong Women Strong Girls | | | | 15,000 00 |
| Suffolk Jewish Community Center | | | | 30,000 00 |
| Summer Search | | | | 20,000 00 |
| The Bridge Center | | | | 30,000 00 |
| The Door | | | | 100,000 00 |
| The Food Project | | | | 30,000 00 |
| UJA/Federation | | | | 135,000 00 |
| Urban Park Rangers | | | | 141,435 00 |
| Westchester Jewish Community | | | | 90,000 00 |
| Year Up | | | | 25,000 00 |
| Young Entrepreneurs | | | | 15,000 00 |
| | | | | 3,783,315 00 |

**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 ☒ **X**
 - 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).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file) Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

| | | | |
|---|---|--|--------------------------------|
| Type or print File by the due date for filing your return. See instructions | Name of Exempt Organization | | Employer identification number |
| | J.E. & Z.B. BUTLER FOUNDATION, INC. | | 13-6082916 |
| | Number, street, and room or suite no. If a P.O. box, see instructions | | |
| | 825 THIRD AVENUE 40TH FLOOR | | |
| City, town or post office, state, and ZIP code. For a foreign address, see instructions | | | |
| NEW YORK, NY 10022 | | | |

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 ▶ J.E. & Z.B. BUTLER FDN., INC.

Telephone No. ▶ _____ FAX No. ▶ _____

- 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 corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ ☒ calendar year 2009 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 | 3a | \$ 13,200. |
| 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. | 3b | \$ 9,200. |
| 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 | 3c | \$ 4,000. |

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.

Form **8868** (Rev. 4-2009)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print

File by the extended due date for filing the return. See instructions

Name of Exempt Organization

J.E. & Z.B. BUTLER FOUNDATION, INC.

Employer identification number

13-6082916

Number, street, and room or suite no. If a P.O. box, see instructions.

825 THIRD AVENUE 40TH FLOOR

For IRS use only

City, town or post office, state, and ZIP code. For a foreign address, see instructions

NEW YORK, NY 10022

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ☒ J.E. & Z.B. BUTLER FDN., INC.

Telephone No. ☐

FAX No. ☐

• 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 is for

4 I request an additional 3-month extension of time until 11/15/2010

5 For calendar year 2009, or other tax year beginning ☐ and ending ☐

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

7 State in detail why you need the extension ALL OF THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

| | |
|--|---------------|
| 8a 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 | 8a \$ 13,200. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 | 8b \$ 13,200. |
| c Balance Due. Subtract line 8b from line 8a. 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 | 8c \$ |

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title ☐

Date ☐

ANCHIN BLOCK & ANCHIN LLP
1375 BROADWAY
NEW YORK, NY 10018-7001

Form 8868 (Rev. 4-2009)