



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



# Return of Private Foundation

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

### Treated as a Private Foundation

2009

Department of the Treasury  
Internal Revenue Service

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 , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>PATRICK AND AIMEE BUTLER FAMILY FOUNDATION</b>		A Employer identification number <b>41-6009902</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>332 MINNESOTA STREET, E-1420</b>		B Telephone number <b>651-222-2565</b>
	City or town, state, and ZIP code <b>ST. PAUL, MN 55101-1369</b>		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>55,795,725.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		28,153.	28,153.		STATEMENT 1
4 Dividends and interest from securities		1,674,313.	1,672,881.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		399,773.			
b Gross sales price for all assets on line 6a		5,022,133.			
7 Capital gain net income (from Part IV, line 2)			399,773.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		2,102,239.	2,100,807.		
13 Compensation of officers, directors, trustees, etc		50,000.	0.		50,000.
14 Other employee salaries and wages		21,625.	12,025.		9,600.
15 Pension plans, employee benefits		9,747.	1,630.		8,117.
16a Legal fees STMT 3		5,250.	750.		4,500.
b Accounting fees STMT 4		17,830.	8,915.		8,915.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		22,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy		14,436.	2,887.		11,549.
21 Travel, conferences, and meetings		3,300.	470.		2,830.
22 Printing and publications					
23 Other expenses STMT 6		102,678.	90,770.		11,908.
24 Total operating and administrative expenses Add lines 13 through 23		246,866.	117,447.		107,419.
25 Contributions, gifts, grants paid		2,655,920.			2,655,920.
26 Total expenses and disbursements. Add lines 24 and 25		2,902,786.	117,447.		2,763,339.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-800,547.			
b Net investment income (if negative, enter -0-)			1,983,360.		
c Adjusted net income (if negative, enter -0-)				N/A	

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		6,052,411.	5,786,003.	5,786,003.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations <b>STMT 9</b>		2,819,608.	630,115.	630,115.
	b	Investments - corporate stock <b>STMT 10</b>		29,402,365.	35,510,780.	35,510,780.
	c	Investments - corporate bonds <b>STMT 11</b>		2,574,315.	2,401,965.	2,401,965.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other <b>STMT 12</b>		9,399,423.	11,320,813.	11,320,813.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ <b>STATEMENT 13</b> )		220,015.	146,049.	146,049.	
16	<b>Total assets</b> (to be completed by all filers)		50,468,137.	55,795,725.	55,795,725.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses				
	18	Grants payable		701,000.	848,500.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		701,000.	848,500.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted		49,767,137.	54,947,225.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>					
	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				
30	<b>Total net assets or fund balances</b>		49,767,137.	54,947,225.		
31	<b>Total liabilities and net assets/fund balances</b>		50,468,137.	55,795,725.		

**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	49,767,137.
2	Enter amount from Part I, line 27a	2	-800,547.
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b>	3	6,204,267.
4	Add lines 1, 2, and 3	4	55,170,857.
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b>	5	223,632.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	54,947,225.

**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 S/T CAPITAL GAINS-SEE ATT. SCH.	P	VARIOUS	VARIOUS
b L/T CAPITAL GAINS-SEE ATT. SCH.	P	VARIOUS	VARIOUS
c MOTOROLA SECURITIES LIGATION SETTLEMENT	P	VARIOUS	04/30/09
d BRISTOL-MYERS SQUIBB CO. SETTLEMENT	P	VARIOUS	01/23/09
e CAPITAL GAINS DIVIDENDS			

(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 19,956.		24,238.	-4,282.
b 4,967,296.		4,598,122.	369,174.
c 3,614.			3,614.
d 62.			62.
e 31,205.			31,205.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-4,282.
b			369,174.
c			3,614.
d			62.
e			31,205.

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	399,773.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

**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 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	3,285,959.	59,739,077.	.055005
2007	3,129,326.	67,875,296.	.046104
2006	2,701,372.	62,803,865.	.043013
2005	2,432,780.	58,665,964.	.041468
2004	2,124,374.	56,359,465.	.037693

2 Total of line 1, column (d)	2	.223283
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	.044657
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	49,804,249.
5 Multiply line 4 by line 3	5	2,224,108.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,834.
7 Add lines 5 and 6	7	2,243,942.
8 Enter qualifying distributions from Part XII, line 4	8	2,763,339.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	19,834.
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	0.
3 Add lines 1 and 2		3	19,834.
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	19,834.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	99,942.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	99,942.	
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	80,108.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 60,000. Refunded <input checked="" type="checkbox"/>	11	20,108.	

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.			
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	2		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	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	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.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

N/A

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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>WWW.BUTLERFAMILYFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>BUTLER OFFICE, INC.</u> Telephone no. ► <u>651-222-2565</u> Located at ► <u>332 MINNESOTA STREET, E-1420, ST. PAUL, MN</u> ZIP+4 ► <u>55101-1369</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15		

**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 checked="" type="checkbox"/> Yes <input 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		X
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?		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 ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2009)

**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)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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?

N/A

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.

(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 14		50,000.	2,400.	39.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

▶ 0

Form 990-PF (2009)

Part VIII

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

3

Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MAIRS & POWER, INC. - 332 MINNESOTA STREET, W-1520, ST PAUL, MN 55101	INVESTMENT FEES	58,176.
Total number of others receiving over \$50,000 for professional services		0

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	
4	

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	50,331,578.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	127,104.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	104,007.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	50,562,689.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	50,562,689.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	758,440.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	49,804,249.
<b>6</b>	<b>Minimum investment return</b> Enter 5% of line 5	<b>6</b>	2,490,212.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,490,212.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	19,834.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	19,834.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,470,378.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,470,378.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,470,378.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,763,339.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,763,339.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	19,834.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	2,743,505.

**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.

Form 990-PF (2009)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,470,378.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			2,339,645.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 2,763,339.				
a Applied to 2008, but not more than line 2a			2,339,645.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				423,694.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				2,046,684.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**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)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 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 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:

**SEE STATEMENT 15**

- b** The form in which applications should be submitted and information and materials they should include:

- c** Any submission deadlines:

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

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> <b>SEE ATTACHED SUPPORTING SCHEDULES - STATEMENT 16</b>				2655920.
<b>Total</b>			▶ <b>3a</b>	<b>2655920.</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>	<b>SEE ATTACHED STATEMENT(S)</b>		▶ <b>3b</b>	<b>848,500.</b>

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

Form **990-PF** (2009)



## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH BANK DEPOSIT INTEREST	8,728.
MERRILL LYNCH INSTITUTIONAL FUND	17,391.
SCHWAB ADV CASH RESERVE PREM	599.
SCHWAB VALUE ADVANTAGE FUND	1,418.
U.S. BANK NA-CHECKING ACCOUNT	17.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	28,153.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BAILLARD, BIEHL & KAISER REAL ESTATE INVESTMENT	71,088.	31,205.	39,883.
CORPORATE BONDS (NET OF AMORTIZATION)-MERRILL LYNCH	174,879.	0.	174,879.
PARTNERSHIPS	307,301.	0.	307,301.
PREFERRED STOCKS-MERRILL LYNCH	78,531.	0.	78,531.
SIT MID CAP GROWTH FUND	0.	0.	0.
STOCKS-CHARLES SCHWAB	882,805.	0.	882,805.
U.S. TREASURY NTS & OBLIGATIONS-MERRILL LYNCH	101,756.	0.	101,756.
VANGUARD HIGH-YIELD CORP FUND	89,158.	0.	89,158.
TOTAL TO FM 990-PF, PART I, LN 4	1,705,518.	31,205.	1,674,313.

## FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BRIGGS AND MORGAN PROFESSIONAL ASSN-LEGAL FEES	5,250.	750.		4,500.
TO FM 990-PF, PG 1, LN 16A	5,250.	750.		4,500.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WILKERSON, GUTHMANN & JOHNSON, LTD-AUDIT & 990 PF	17,830.	8,915.		8,915.	
TO FORM 990-PF, PG 1, LN 16B	17,830.	8,915.		8,915.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES-12/31/09	22,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	22,000.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEMBERSHIP AND ASSOCIATION EXPENSE	2,515.	1,258.		1,257.	
OFFICE EXPENSES	13,319.	2,668.		10,651.	
INVESTMENT FEES	86,819.	86,819.		0.	
MISCELLANEOUS	25.	25.		0.	
TO FORM 990-PF, PG 1, LN 23	102,678.	90,770.		11,908.	



FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
-------------	------------------------------------------------	-----------	---

DESCRIPTION	AMOUNT
DECREASE IN UNREALIZED GAINS (LOSSES)-2009 & PARTNERSHIP ADJUSTMENT	6,202,101.
INCREASE IN EXCISE TAXES RECEIVABLE	2,166.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,204,267.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
-------------	------------------------------------------------	-----------	---

DESCRIPTION	AMOUNT
INCREASE IN INTEREST & DIVIDENDS RECEIVABLE	76,132.
INCREASE IN GRANTS PAYABLE	147,500.
TOTAL TO FORM 990-PF, PART III, LINE 5	223,632.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
-------------	--------------------------------------------	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TSY BD, 7.5%, DUE 11/15/16	X		630,115.	630,115.
TOTAL U.S. GOVERNMENT OBLIGATIONS			630,115.	630,115.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			630,115.	630,115.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP STOCKS-SEE ATTACHED SCH.	34,617,780.	34,617,780.
MERRILL LYNCH PFD CAPITAL TRUST III, 7.375%, DUE 9/15/62	435,400.	435,400.
USB CAPITAL XII TRUST, 6.30%, DUE 2/15/67	457,600.	457,600.
TOTAL TO FORM 990-PF, PART II, LINE 10B	35,510,780.	35,510,780.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AETNA INC, 7.875%, 3/1/11	532,175.	532,175.
HSBC HOLDINGS PLC, 5.25%, 12/12/12	530,945.	530,945.
LASALLE FUNDING LLC, 5.0%, DUE 1/15/07	503,570.	503,570.
AMERICAN GENERAL FINANCE, 6.0%, DUE 10/15/14	341,310.	341,310.
DOW CHEMICAL CO., 5.9%, DUE 9/15/15	493,965.	493,965.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,401,965.	2,401,965.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SIT MID CAP GROWTH FUND, INC.	FMV	526,311.	526,311.
NORTHSTAR SEIDLER MEZZANINE II LP	FMV	63,634.	63,634.
NORTHSTAR MEZZANINE III LP	FMV	1,557,397.	1,557,397.
BAILARD BIEHL & KAISER REAL ESTATE INVESTMENT TRUST	FMV	1,767,370.	1,767,370.
MORGAN STANLEY OFFSHORE INFRASTRUCTURE PARTNERS, LP	FMV	1,200,892.	1,200,892.
MONDORIAN INTERNATIONAL EQUITY FUND, LP	FMV	4,937,902.	4,937,902.
MORGAN STANLEY REAL ESTATE FUND VII OFFSHORE INVESTORS GLOBAL, LP	FMV	38,094.	38,094.
VANGUARD HIGH-YIELD CORPORATE FUNDS	FMV	1,229,213.	1,229,213.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,320,813.	11,320,813.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDENDS RECEIVABLE	142,073.	65,941.	65,941.
FEDERAL EXCISE TAX RECEIVABLE	77,942.	80,108.	80,108.
TO FORM 990-PF, PART II, LINE 15	220,015.	146,049.	146,049.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER M. BUTLER ST PAUL, MN	PRESIDENT & TRUSTEE 2.00	0.	0.	0.
PATRICK BUTLER, JR. ALEXANDRIA, VA	VICE-PRESIDENT & TRUSTEE 1.00	0.	0.	0.
JOHN K. BUTLER ST PAUL, MN	TREASURER & TRUSTEE 3.00	0.	0.	0.
SHEHLA P. TAUSCHER ST PAUL, MN	SECRETARY 1.00	0.	0.	0.
BRIGID M. BUTLER BALTIMORE, MD	TRUSTEE 1.00	0.	0.	0.
PATRICIA M. BUTLER ALEXANDRIA, VA	TRUSTEE 1.00	0.	0.	0.
PAUL S. BUTLER MAZAMA, WA	TRUSTEE 1.00	0.	0.	0.
SANDRA K. BUTLER ST PAUL, MN	TRUSTEE 1.00	0.	0.	0.
SUZANNE A. LEFEVOUR ST PAUL, MN	TRUSTEE 1.00	0.	0.	0.
CATHERINE BUTLER FREEPORT, ME	TRUSTEE 1.00	0.	0.	0.
KERRIEANNE BLEVINS ST PAUL, MN	FOUNDATION DIRECTOR 24.00	50,000.	2,400.	39.

MELANIE MARTINEZ	TRUSTEE			
	1.00	0.	0.	0.
AUSTIN, TX				
TEMPLE PETERSON	TRUSTEE			
	1.00	0.	0.	0.
BRATTLEBORO, VT				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		50,000.	2,400.	39.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

---

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

---

KERRIE BLEVINS, FOUNDATION DIRECTOR  
332 MINNESOTA ST, SUITE E-1420  
ST PAUL, MN 55101-1369

---

TELEPHONE NUMBER

---

651-222-2565

---

FORM AND CONTENT OF APPLICATIONS

---

SEE ATTACHED GRANT APPLICATION - ATTACHMENT A (2 PAGES).

---

ANY SUBMISSION DEADLINES

---

MAY 15, 2010-ARTS & HUMANITIES, ENVIRONMENT, AND PHILANTHROPY & NON-PROFIT  
MGMT FDTN INITIATIVE FD

---

RESTRICTIONS AND LIMITATIONS ON AWARDS

---

THE FOUNDATION'S GRANTING PRIORITY IS GIVEN TO ORGANIZATIONS THAT SERVE THE ST. PAUL AND MINNEAPOLIS AREA. THE FOUNDATION DOES NOT FUND: CRIMINAL JUSTICE, ECONOMIC DEVELOPMENT OR EDUCATION; EMPLOYMENT OR VOCATIONAL PROGRAMS; FILMS OR VIDEOS; HEALTH, HOSPITALS OR MEDICAL RESEARCH; THEATER OR DANCE; PUBLIC BROADCAST MEDIA; OR LOANS OR GRANTS TO INDIVIDUALS. NO GRANTS ARE MADE OUTSIDE THE UNITED STATES. THE FOUNDATION WILL NOT BE CONSIDERING APPLICATIONS IN THE AREAS OF HUMAN SERVICES IN 2010. ALL APPLICANTS TO THE COMMUNITY GRANTS, THE FOUNDATION INITIATIVE FUND AND SPECIAL PROJECTS PROGRAMS ARE INVITED BY THE FOUNDATION.

**Part II, Line 10b - Corporate Common Stocks (See Statement 10)**

Corporate Common Stocks	End of Year	
	Cost	Fair Value
3M Company	\$ 985,065	\$ 1,570,730
ADC Telecommunication	196,490	93,150
Amgen Incorporated	256,227	282,850
Associated Banc Corp Wis	633,480	275,250
BP PLC ADR	1,114,626	1,449,250
Badger Meter Inc.	118,489	119,460
Baxter International, Inc.	271,906	586,800
Bemis Co., Inc.	867,238	1,186,000
Bristol-Myers Squibb Co.	399,735	757,500
ConocoPhillips	447,867	766,050
Corning, Inc.	389,295	579,300
Donaldson Company, Inc.	259,492	935,880
Emerson Electric Co.	920,367	1,405,800
Fiserv Inc.	481,329	484,800
G&K Services, Inc. Class A	698,309	628,250
General Electric Company	1,089,524	680,850
General Mills Inc.	773,211	1,203,770
Graco, Inc.	698,819	857,100
Home Depot, Inc.	1,203,510	1,301,850
Honeywell International	659,308	784,000
Hormel Foods Corp	313,521	384,500
International Business Machines Corp.	374,590	654,500
JP Morgan Chase & Co.	468,000	625,050
Johnson & Johnson	225,452	966,150
Medtronic, Inc.	13,075	1,319,400
Merck & Co, Inc.	867,912	730,800
Microsoft Corporation	436,158	609,600
Patterson Companies	831,319	699,500
Pentair Inc.	582,524	969,000
Pfizer Incorporated	1,151,594	727,600
Principal Financial Group	643,791	288,480
Schlumberger Ltd.	714,835	1,301,800
St. Jude Medical Inc.	349,940	367,800
Supervalu, Inc.	296,575	190,650
TCF Financial Corp.	658,119	544,800
Target Corporation	1,107,427	1,451,100
US Bancorp	786,835	675,300
United Parcel Service B, Class B	1,329,287	1,032,660
Valspar Corporation	917,935	1,221,300
Verizon Communications Company	909,906	828,250
Washington Post Co., Class B	9,234	659,400
Wells Fargo & Co.	669,435	674,750
Western Union Company	686,392	754,000
XCEL Energy Inc.	92,693	106,100
Zimmer Holdings, Inc.	917,535	886,650
<b>Total Corporate Common Stocks</b>	<b>\$27,818,371</b>	<b>\$34,617,780</b>

## PART IV - REALIZED GAINS AND LOSSES

From 01-01-09 Through 12-31-09

<u>Open</u> <u>Date</u>	<u>Close</u> <u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Cost</u> <u>Basis</u>	<u>Proceeds</u>	<u>Gain or (Loss)</u> <u>Short Term</u>	<u>Gain or (Loss)</u> <u>Long Term</u>
1/8/2007	1/12/2009	500,000	Federal Home LN Mtg Corp 5.250% Due 01-12-12	500,000.00	500,000.00		0.00
9/30/2008	2/2/2009	435	Delaware Limited Partnership	9,152.92	6,969.50	(2,183.42)	
9/13/2002	2/9/2009	1,000	Baxter International, Inc.	30,580.00	58,508.69		27,928.69
10/2/2002	2/9/2009	2,000	Baxter International, Inc.	55,160.00	117,017.37		61,857.37
7/6/1972	2/9/2009	10,000	NY Times Company A	16,842.73	47,725.78		30,883.05
2/6/2002	2/9/2009	2,500	XCEL Energy Inc.	39,650.00	46,843.50		7,193.50
6/18/2002	2/9/2009	1,000	XCEL Energy Inc.	20,270.00	18,737.40		(1,532.60)
6/18/2002	2/9/2009	1,500	XCEL Energy Inc.	30,405.00	28,106.10		(2,298.90)
6/21/2002	2/9/2009	4,000	XCEL Energy Inc.	63,320.00	74,949.60		11,629.60
6/21/2002	2/9/2009	1,000	XCEL Energy Inc.	15,830.00	18,737.40		2,907.40
9/13/2000	2/18/2009	1,000	Newell Rubbermaid Inc.	25,467.50	7,118.16		(18,349.34)
9/13/2000	2/18/2009	2,950	Newell Rubbermaid Inc.	75,129.13	20,998.59		(54,130.54)
9/13/2000	2/18/2009	1,050	Newell Rubbermaid Inc.	26,675.25	7,474.07		(19,201.18)
1/22/2003	2/18/2009	2,000	Newell Rubbermaid Inc.	57,690.00	14,236.33		(43,453.67)
2/6/2003	2/18/2009	2,000	Newell Rubbermaid Inc.	56,885.00	14,236.33		(42,648.67)
3/4/2003	2/18/2009	1,000	Newell Rubbermaid Inc.	26,660.00	7,118.17		(19,541.83)
3/4/2003	3/26/2009	1,000	Newell Rubbermaid Inc.	26,660.00	6,673.87		(19,986.13)
7/9/2003	3/26/2009	1,000	Newell Rubbermaid Inc.	27,929.95	6,673.87		(21,256.08)
8/4/2003	3/26/2009	3,000	Newell Rubbermaid Inc.	69,617.10	20,021.60		(49,595.50)
8/11/2006	3/26/2009	5,000	Newell Rubbermaid Inc.	130,750.45	33,369.33		(97,381.12)
3/31/2003	3/26/2009	5,000	XCEL Energy Inc.	63,860.00	89,914.52		26,054.52
11/2/2004	3/26/2009	5,000	XCEL Energy Inc.	85,803.95	89,914.52		4,110.57
3/1/2007	3/26/2009	2,000	Amgen Incorporated	124,418.98	101,741.85		(22,677.13)
9/25/2007	3/26/2009	3,000	Amgen Incorporated	164,970.95	152,612.77		(12,358.18)
1/18/2008	4/15/2009	20,000	Citigroup Inc.	500,000.00	373,227.74		(126,772.26)
5/13/1999	5/15/2009	600,000	U.S. Treasury Note 2009 5.500% Due 05-15-09	599,588.00	600,000.00		412.00
9/30/2008	5/15/2009	356	Delaware Limited Partnership	7,486.23	5,881.24	(1,604.99)	
7/7/2008	7/15/2009	500,000	Federal Home LN Mtg Corp 4.500% Due 07-15-13	500,000.00	500,000.00		0.00
9/30/2008	8/1/2009	361	Delaware Limited Partnership	7,599.36	7,105.28	(494.08)	
5/6/1991	8/6/2009	10,000	Microsoft Corp	14,097.06	236,484.97		222,387.91
8/25/2000	8/6/2009	2,000	Valspar Corporation	28,717.50	52,097.48		23,379.98
9/25/2000	8/6/2009	3,000	Valspar Corporation	33,180.00	78,146.22		44,966.22
3/31/2005	8/6/2009	3,000	XCEL Energy Inc.	51,639.95	58,823.12		7,183.17
4/19/2005	8/6/2009	2,000	XCEL Energy Inc.	34,086.63	39,215.41		5,128.78
8/31/1999	8/11/2009	500,000	U.S. Treasury Note 2009 6.000% Due 08-15-09	496,900.00	500,000.00		3,100.00
4/11/2002	9/23/2009	1,000	International Business Machines Corp.	84,159.95	121,188.93		37,028.98
9/30/2008	11/1/2009	396	Delaware Limited Partnership	8,328.93	8,401.89		72.96
4/16/1980	11/9/2009	5,000	Bristol-Myers Squibb Co.	5,864.88	114,943.09		109,078.20
3/25/1980	11/9/2009	5,000	Johnson & Johnson	6,982.81	302,037.28		295,054.47
6/25/2004	12/15/2009	500,000	Principal Life Inc 5.000% Due 06-15-11	<u>500,000.00</u>	<u>500,000.00</u>	<u>0.00</u>	<u>0.00</u>
TOTAL GAINS						0.00	920,357.36
TOTAL LOSSES						<u>(4,282.49)</u>	<u>(551,183.13)</u>
TOTALS				4,622,360.65	4,987,251.97	(4,282.49)	369,174.23

=====

PART XV

LINE 2b-ATTACHMENT

**PATRICK AND AIMEE BUTLER FAMILY FOUNDATION**

PAGE 1 OF 2

**APPLICATION COVER FORM****DATE:****FED ID#:****ORGANIZATION:****YEAR FOUNDED:***Name of Executive Director:**Address:**City, State, Zip:**Telephone & Fax**E-mail & Website:**Contact Person for this request (name & title):***ORGANIZATION DESCRIPTION** (two or three sentences):REQUEST INFORMATION: ☐ General Operating ☐ Project/Program

PROJECT NAME (for program/project grants only):

SUMMARY OF REQUEST (two or three sentences):

Dollar Amount Requested:

Total Organization Budget:

Program/Project Budget:

Fiscal Year or Program/Project Period:

**BUTLER FAMILY FOUNDATION GIVING PROGRAMS:**☐ **FOUNDATION INITIATIVE FUND**  
(Pre-selected organizations)☐ **SPECIAL PROJECTS**  
(Pre-selected organizations)**COMMUNITY GRANTS****PROGRAM AREA** (Select one for Community Grants only)**Arts & Humanities**

- ☐ Historical Society
- ☐ Humanities
- ☐ Museums
- ☐ Music Education

**Environment**

- ☐ Education
- ☐ Land Use & Preservation
- ☐ Water Quality of Upper Mississippi

**Philanthropy & Non-Profit Management**

- ☐ Re-granting Funds
- ☐ Management Assistance

***Please note the Butler Family Foundation will not be considering applications in the area of Human Services in 2010***

**SUBMIT THIS FORM WITH THE FOUNDATION'S CHECKLIST AND COMPLETE PROPOSAL TO:**

Patrick & Aimee Butler Family Foundation  
332 Minnesota Street, E-1420  
Saint Paul, Minnesota 55101-1369



**PATRICK AND AIMEE BUTLER FAMILY FOUNDATION**

332 MINNESOTA STREET, E-1420  
SAINT PAUL, MINNESOTA 55101-1369  
651-222-2565

[www.butlerfamilyfoundation.org](http://www.butlerfamilyfoundation.org)

**APPLICATION CHECKLIST**

**DATE:**

**ORGANIZATION:**

**INFORMATION TO BE INCLUDED WITH YOUR PROPOSAL:**

***GENERAL FOR ALL APPLICANTS:***

Butler Family Foundation Application Cover form  
501 (C) 3 Ruling Letter  
Board of Directors List  
Most recent Annual Report (unless previously mailed to the Foundation)  
Most recent Audit (form 990 may be substituted if not required to submit an audit)  
Proposal Narrative including Purpose and Goals (one copy of seven pages or less)  
Organization Budget and Program/Project Budgets (if requesting program support)  
List of Organization's Major Contributors listing amounts received, committed or pending

***CURRENT GRANTEES (organizations that received grants in 2008 or 2009):***

Report on 2008 or 2009 grants -

- ☐ Mid-cycle report (for grants received in 2009)
- ☐ Final report (for grants received in 2008)

**PLEASE NOTE:** Do not send additional materials such as DVDs, newspaper articles, brochures, or letters of support. The Minnesota Common Grant Application will be accepted, however, all applicants must submit this Application Checklist form, the Butler Family Foundation Application Cover form and all required materials.

**2010 DEADLINE: MAY 15 for**

**Arts & Humanities, Environment, and  
Philanthropy & Non-Profit Management  
Foundation Initiative Fund** *(Invited Applicants Only)*

***PLEASE NOTE***

- *Human Service applications will not be accepted through the Community Grants Program in 2010*
- *Application materials must be postmarked on or before the deadline or your grant request will be immediately denied. Applications may be hand delivered until 3pm the day of the deadline. Faxed or e-mailed applications are not accepted.*

Part XV - Line 3 - Grants Paid During the Year or Approved for Future Payments - Statement 16

Organization Name	Paid Date	Grant Type	Grant Paid in 2009	Committed for 2010
1000 Friends of Minnesota 1031 W. 7th St. St. Paul, MN 55102	7/6/2009	general operating support	\$20,000.00	\$0.00
African American Family Services 2616 Nicollet Ave. Minneapolis, MN 55408	7/6/2009	general operations	\$10,000.00	\$10,000.00
Ain Dah Yung 1089 Portland Avenue St. Paul, MN 55104	7/6/2009	general operations	\$10,000.00	\$10,000.00
American Composers Forum 332 Minnesota St., E-145 St Paul, MN 55101	7/6/2009	support for St. Paul Listens	\$7,500.00	\$0.00
Amherst H. Wilder Foundation 451 Lexington Pkwy N St. Paul, MN 55104	7/6/2009	Jackson Street Village Townhomes	\$20,000.00	\$20,000.00
Avenues for Homeless Youth 1708 Oak Park Avenue N. Minneapolis, MN 55411	7/6/2009	general operations	\$25,000.00	\$25,000.00
Bell Museum of Natural History 10 Church St. SE Minneapolis, MN 55455	7/6/2009	general operating support	\$7,500 00	\$0.00
Breaking Free 770 University Ave W. St. Paul, MN 55104	7/6/2009	general operating	\$10,000.00	\$10,000.00
Breaking Free 770 University Ave W. St. Paul, MN 55104	7/6/2009	general operations	\$40,000.00	\$0.00
Bridge for Youth, Inc. 1111 W. 22nd. St. Minneapolis, MN 55405	7/6/2009	general operations	\$25,000.00	\$25,000.00
Cabrini Partnership 1025 SE Sixth Street Minneapolis, MN 55414	7/6/2009	general operations	\$7,500.00	\$7,500.00
Capital Area Food Bank of Texas 8201 S. Congress Ave. Austin, TX 78745	7/6/2009	the Kids Cafe program	\$15,000 00	\$0.00
Casa de Esperanza P.O. Box 75177 St Paul, MN 55175	7/6/2009	general operations	\$25,000.00	\$25,000 00
Catholic Charities 1200 Second Avenue South Minneapolis, MN 55403-2500	7/6/2009	general operations for services for children and families	\$40,000.00	\$40,000 00
Catholic Charities 1200 Second Avenue South Minneapolis, MN 55403-2500	7/6/2009	\$50,000 in general operating support and \$75,000 for emergency needs	\$125,000.00	\$0.00
Children's Home Society & Family Services 1605 Eustis Street St Paul, MN 55108-1219	7/6/2009	Parent Support Services	\$15,000.00	\$15,000.00
Children's Safety Centers Network 281 Maria Avenue St Paul, MN 55106	7/6/2009	general operations	\$20,000.00	\$20,000.00

Part XV - Line 3 - Grants Paid During the Year or Approved for Future Payments - Statement 16

Organization Name	Paid Date	Grant Type	Grant Paid in 2009	Committed for 2010
Coalition Against Trafficking in Women 520 Eight Ave., Suite 2020 New York, NY 10018	7/6/2009	general operations	\$30,000.00	\$30,000.00
Coalition Against Trafficking in Women 520 Eight Ave., Suite 2020 New York, NY 10018	7/6/2009	Abolitionist Human Rights Advocacy	\$60,000.00	\$0.00
Coffee House Press 27 North 4th Street, Ste. 400 Minneapolis, MN 55401	7/6/2009	general operating support of \$25,000	\$12,500.00	\$0.00
Collegeville Institute for Ecumenical & Cultural Research 14027 Fruit Farm Rd., Box 2000 Collegeville, MN 56321-2000	7/6/2009	general operating support	\$15,000.00	\$0.00
Community Partnership for the Homeless 1503 S. IH 35 Austin, TX 78741	7/6/2009	most urgent need, particularly veterans	\$20,000.00	\$0.00
COMPAS 75 W. 5th St., #304 St. Paul, MN 55102	7/6/2009	general operating support	\$14,000.00	\$0.00
Conservation Fund 1655 N. Fort Myer Dr., Suite 1300 Arlington, VA 22209	7/6/2009	support for the Upper Midwest Initiative	\$20,000.00	\$0.00
Council on Foundations 2121 Crystal Dr., Suite 700 Arlington, VA 22202	1/12/2009	2009 Annual Membership	\$7,170.00	\$0.00
Division of Indian Work 1001 E. Lake St. Minneapolis, MN 55407-0509	7/6/2009	Strengthening Family Circles program	\$10,000.00	\$10,000.00
Dodge Nature Center 365 Marie Ave. W. West Saint Paul, MN 55118	7/6/2009	general operating support	\$20,000.00	\$0.00
Domestic Abuse Project 204 West Franklin Ave. Minneapolis, MN 55404	10/26/2009	one-year discretionary grant for general operating support	\$9,000.00	\$0.00
Eagle Bluff Environmental Learning Center 1991 Brightsdales Rd., Rte 2, Box 156A Lanesboro, MN 55949	8/3/2009	in support of the development program for the Minnesota Coalition of Residential Environmental Learning Centers	\$30,000.00	\$0.00
East Metro Women's Council 3521 Century Ave. N. White Bear Lake, MN 55110	7/6/2009	general operations	\$30,000.00	\$30,000.00
Eco Education 1295 Bandana Blvd., Suite 118 St. Paul, MN 55108	7/6/2009	support for the Urban Environmental Education Initiative	\$15,000.00	\$0.00
Family & Children's Service 414 South Eighth Street Minneapolis, MN 55404	7/6/2009	PRIDE program	\$10,000.00	\$10,000.00

Part XV - Line 3 - Grants Paid During the Year or Approved for Future Payments - Statement 16

Organization Name	Paid Date	Grant Type	Grant Paid in 2009	Committed for 2010
Family Housing Fund 801 Nicollet Mall, Suite 1650 Minneapolis, MN 55402	7/6/2009	Heading Home Minnesota Partners' Fund in support of stabilization of family supportive housing in the metro area	\$150,000.00	\$0.00
Family Housing Fund 801 Nicollet Mall, Suite 1650 Minneapolis, MN 55402	7/6/2009	Visible Child Training Series	\$25,000.00	\$25,000.00
Freeport West, Inc. 2219 Oakland Avenue S. Minneapolis, MN 55404	7/6/2009	Project SOLO	\$15,000.00	\$0.00
Friends of the Minnesota Valley 9633 Lyndale Ave. S., Suite 200 Bloomington, MN 55420	7/6/2009	general operating support	\$12,500.00	\$0.00
Friends of the Mississippi River 360 Robert St. N., Ste 400 St. Paul, MN 55101	7/6/2009	general operating support	\$25,000.00	\$0.00
Genesis II for Families 3036 University Ave. SE Minneapolis, MN 55414-3342	7/6/2009	general operations	\$20,000.00	\$20,000.00
Grantmakers for Children, Youth & Families 8757 Georgia Ave., Ste. 540 Silver Spring, MD 20910	3/23/2009	support for the Fall Forum	\$3,500.00	\$0.00
Graywolf Press 2402 University Ave Ste. 203 St. Paul, MN 55114	7/6/2009	general operating support	\$14,000.00	\$0.00
Greater Minneapolis Crisis Nursery 5400 Glenwood Avenue Minneapolis, MN 55422	7/6/2009	general operations	\$17,500.00	\$17,500.00
Greater Twin Cities United Way 404 S. 8th Street Minneapolis, MN 55404	7/6/2009	general operations	\$35,000.00	\$35,000.00
Greater Twin Cities United Way 404 S. 8th Street Minneapolis, MN 55404	7/6/2009	Emergency Food Fund	\$150,000.00	\$0.00
Hamline University 1536 Hewitt Avenue St. Paul, MN 55104	7/6/2009	support for the River Institutes 2008 & 2009	\$20,000.00	\$0.00
Hazelden Foundation CO3, PO Box 11 Center City, MN 55012	7/6/2009	Substance Abuse Treatment Fund for Youth	\$25,000.00	\$25,000.00
Headwaters Foundation for Justice 2801 21st Ave S Ste 132-B Minneapolis, MN 55407	7/6/2009	support for the Social Change Fund	\$25,000.00	\$0.00
Highpoint Center for Printmaking 2638 Lyndale Ave S. Minneapolis, MN 55408	7/6/2009	general operating support	\$10,000.00	\$0.00
Hmong American Partnership 1075 Arcade Street St. Paul, MN 55106	7/6/2009	Youth and Family Services	\$15,000.00	\$15,000.00

Part XV - Line 3 - Grants Paid During the Year or Approved for Future Payments - Statement 16

Organization Name	Paid Date	Grant Type	Grant Paid in 2009	Committed for 2010
Hmong Cultural Center of Minnesota 995 University Avenue West, Suite 214 St. Paul, MN 55104	7/6/2009	support for the Qeej musical instrument program	\$5,000.00	\$0.00
Hope Community, Inc. 611 E. Franklin Ave. Minneapolis, MN 55404	7/6/2009	general operations	\$20,000.00	\$20,000.00
Jeremiah Program 1510 Laurel Avenue, Ste. 100 Minneapolis, MN 55403-1244	7/6/2009	general operations	\$20,000.00	\$20,000.00
Jeremiah Program 1510 Laurel Avenue, Ste. 100 Minneapolis, MN 55403-1244	7/6/2009	general operations	\$25,000.00	\$0.00
La Oportunidad, Inc. 2700 E. Lake St., Suite 3100 Minneapolis, MN 55406	7/6/2009	Padres Parenting Program	\$10,000.00	\$10,000.00
Lao Family Community of MN, Inc. 320 West University Avenue St. Paul, MN 55103	7/6/2009	Uniting Families Program	\$10,000.00	\$10,000.00
Lifetrack Resources 709 University Avenue West St. Paul, MN 55104	7/6/2009	Early Childhood & Family Services	\$20,000.00	\$20,000.00
Light Health & Wellness Comprehensive Services PO Box 25535 Baltimore, MD 21217	7/6/2009	in support of YANA services for victims of prostitution and human trafficking	\$20,000.00	\$0.00
Little Sisters of the Poor 330 South Exchange St. Paul, MN 55102	12/7/2009	holiday food program	\$5,000.00	\$0.00
Lutheran Social Service of Minnesota 2485 Como Ave. St. Paul, MN 55108	7/6/2009	the Metro Homeless Youth Program	\$22,500.00	\$22,500.00
MacPhail Center for Music 1128 LaSalle Avenue Minneapolis, MN 55403	7/6/2009	support for Pathways to Performance	\$15,000.00	\$0.00
MAP for Nonprofits 2314 University Ave. W Suite #28 St. Paul, MN 55114	7/6/2009	general operating support	\$10,000.00	\$0.00
Meals on Wheels and More 3227 E 5th St. Austin, TX 78702	7/6/2009	most urgent need	\$15,000.00	\$0.00
Methow Arts Alliance PO Box 723 Twisp, WA 98856	7/6/2009	general operations	\$10,000.00	\$0.00
Methow Conservancy 315 Riverside Ave. P.O. Box 71 Winthrop, WA 98862	7/6/2009	general operations	\$30,000.00	\$0.00
Methow Recycles PO Box 1057 Twisp, WA 98856	7/6/2009	general operations	\$10,000.00	\$0.00

Part XV - Line 3 - Grants Paid During the Year or Approved for Future Payments - Statement 16

Organization Name	Paid Date	Grant Type	Grant Paid in 2009	Committed for 2010
Milkweed Editions 1011 Washington Ave. S., Ste. 300 Minneapolis, MN 55415	7/6/2009	general operating support	\$12,000.00	\$0.00
Minnesota Center for Book Arts 1011 Washington Ave. S. Ste. 100 Minneapolis, MN 55415	7/6/2009	general operating support	\$7,500.00	\$0.00
MN Center for Environmental Advocacy 26 East Exchange Street #206 Saint Paul, MN 55101-1667	7/6/2009	general operating support	\$15,000.00	\$0.00
Minnesota Children's Museum 10 West Seventh Street St. Paul, MN 55102	7/6/2009	general operating support	\$30,000.00	\$0.00
Minnesota Council on Foundations 100 Portland Ave. S., #225 Minneapolis, MN 55401-2575	1/12/2009	2009 Annual Membership	\$6,750.00	\$0.00
Minnesota Council of Non-Profits 2314 University Avenue W, Ste. 20 St. Paul, MN 55114	7/6/2009	general operating support	\$25,000.00	\$0.00
Minnesota Environmental Partnership 546 Rice St., Ste. 100 St. Paul, MN 55103	7/6/2009	general operating support	\$22,500.00	\$0.00
Minnesota Historical Society 345 Kellogg Blvd. West St. Paul, MN 55102-1906	7/6/2009	general operating support	\$25,000 00	\$0.00
Minnesota Humanities Center 987 East Ivy Avenue St. Paul, MN 55106-2046	7/6/2009	support for Museum on Main Street: Between Fences/Journey Stories	\$20,000.00	\$0.00
Minnesota Indian Women's Resource Center 2300 15th Avenue South Minneapolis, MN 55404	7/6/2009	services for sexual abuse and violence against women	\$10,000.00	\$0.00
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis, MN 55404	7/6/2009	general operating support	\$32,500.00	\$0.00
Minnesota Land Trust 2356 University Avenue W, #240 St Paul, MN 55114	7/6/2009	general operating support	\$12,500.00	\$0.00
Minnesota Organization on Fetal Alcohol Syndrome 1885 University Ave. Suite 395 St. Paul, MN 55104	7/6/2009	Growing New Beginnings	\$15,000.00	\$15,000.00
Minnesota Waters 720 W. Saint Germain St., Suite 143 St. Cloud, MN 56301	7/6/2009	general operating support (\$15,000 per year for two years and organizational development (\$5,000) per year	\$20,000 00	\$0.00
Mississippi River Fund 26 E. Exchange St., Suite 408 St. Paul, MN 55101	7/6/2009	general operating support	\$25,000.00	\$0.00
Neighborhood House 179 East Robie Street St. Paul, MN 55107	7/6/2009	the Family Support and Education program	\$25,000.00	\$25,000.00

Part XV - Line 3 - Grants Paid During the Year or Approved for Future Payments - Statement 16

Organization Name	Paid Date	Grant Type	Grant Paid in 2009	Committed for 2010
Nonprofits Assistance Fund 2801 21st Ave. S., Suite 210 Minneapolis, MN 55407	7/6/2009	support for educational programs	\$7,500.00	\$0.00
Northern Clay Center 2424 Franklin East Minneapolis, MN 55406	7/6/2009	general operating support	\$13,000.00	\$0.00
Opportunity Neighborhood 1417 10th St. NW, #104 New Brighton, MN 55112	7/6/2009	the Live Together Grow Together program	\$10,000.00	\$10,000.00
Parks & Trails Council of Minnesota 275 E 4th Street Suite #642 St. Paul, MN 55101-1651	7/27/2009	general operations	\$5,000.00	\$0.00
People, Inc. 317 York Avenue St. Paul, MN 55130	7/6/2009	homeless services	\$25,000.00	\$0.00
Peta Wakan Tipi, Inc. 459 North Wheeler St. Paul, MN 55104	7/6/2009	general operations	\$12,500.00	\$12,500.00
Prevent Child Abuse Minnesota 1821 University, Ste 202-S St. Paul, MN 55104	7/6/2009	general operations	\$20,000.00	\$20,000.00
Project for Pride in Living, Inc. 1035 E. Franklin Ave. Minneapolis, MN 55404	7/6/2009	general operations	\$40,000.00	\$40,000.00
Prostitution Research & Education P.O. Box 16254 San Francisco, CA 94116-0254	7/6/2009	general operations	\$20,000.00	\$0.00
Ramsey County Historical Society 75 West 5th St, #323 St. Paul, MN 55102	7/6/2009	general operating support	\$20,000.00	\$0.00
Range Women's Advocates 301 First St. S. #100 Virginia, MN 55792	7/6/2009	general operations	\$16,500.00	\$16,500.00
Resources for Child Caring 10 Yorkton Court St Paul, MN 55117	7/6/2009	general operations	\$20,000.00	\$20,000.00
Science Museum of Minnesota 120 West Kellogg Blvd. St. Paul, MN 55102	7/6/2009	general operating support	\$35,000.00	\$0.00
Schubert Club 75 W. 5th St., Suite 302 St. Paul, MN 55102	7/6/2009	support for Project CHEER	\$10,000.00	\$0.00
Sisters of St. Joseph of Carondelet 1884 Randolph Ave. St. Paul, MN 55105	7/6/2009	Sarah's . . an Oasis for Women	\$15,000.00	\$15,000.00
Southside Family Nurturing Center 2448 18th Avenue S. Minneapolis, MN 55404	7/6/2009	Early Childhood Education Services	\$20,000.00	\$20,000.00
St. Stephen's Human Services 2211 Clinton Avenue South Minneapolis, MN 55404	7/6/2009	general operations	\$20,000.00	\$20,000.00

Part XV - Line 3 - Grants Paid During the Year or Approved for Future Payments - Statement 16

Organization Name	Paid Date	Grant Type	Grant Paid in 2009	Committed for 2010
Textile Center of Minnesota 3000 University Ave SE, Suite 100 Minneapolis, MN 55414	7/6/2009	general operating support	\$7,500.00	\$0.00
The Loft Literary Center 1011 Washington Avenue S., #200 Minneapolis, MN 55415	7/6/2009	general operating support	\$18,000.00	\$0.00
The Nature Conservancy in MN 1101 West River Pkwy., Ste. 200 Minneapolis, MN 55415	7/6/2009	support for the Northeast Minnesota and Minnesota Forest Legacy programs	\$30,000.00	\$0.00
The Saint Paul Foundation 55 E. Fifth Street, #600 St Paul, MN 55101-1797	7/6/2009	emergency assistance to east metro community through the Community Sharing Fund	\$150,000 00	\$0.00
The Saint Paul Foundation 55 E. Fifth Street, #600 St Paul, MN 55101-1797	7/6/2009	regranting through the Wicklow Fund	\$50,000 00	\$0.00
The Saint Paul Foundation 55 E. Fifth Street, #600 St Paul, MN 55101-1797	7/6/2009	Community Sharing Fund	\$10,000.00	\$10,000.00
Trust for Public Lands 2610 University Avenue, Suite 300 St. Paul, MN 55114	7/6/2009	general operating support	\$20,000.00	\$0.00
Twin Cities Habitat for Humanity 3001 4th Street SE Minneapolis, MN 55414	7/6/2009	general operations	\$35,000.00	\$35,000.00
Union Gospel Mission 77 Ninth St. E. St. Paul, MN 55101	7/6/2009	general operations for the Naomi Family Residence	\$25,000.00	\$0.00
Vermont Food Bank PO Box 254 South Barre, VT 05670	7/6/2009	general operations	\$25,000.00	\$0.00
Vermont Partnership for Fairness & Diversity 214 Main St Brattleboro, VT 05301	7/6/2009	general operations	\$12,500.00	\$0.00
Violence Prevention Center PO Box 134 21 W. 2nd Street Grand Marais, MN 55604	7/6/2009	general operations	\$12,000.00	\$12,000.00
Walker Art Center 725 Vineland Place Minneapolis, MN 55403	7/6/2009	general operating support	\$25,000.00	\$0.00
Wayside House, Inc 3705 Park Center Blvd. St Louis Park, MN 55416	7/6/2009	Incarnation House	\$25,000.00	\$25,000.00
Wellstone Action Fund 2446 University Ave W. Ste. 170 St. Paul, MN 55114	7/6/2009	general operations	\$10,000.00	\$0.00
Women's Advocates 588 Grand Avenue St. Paul, MN 55102	7/6/2009	general operations	\$15,000 00	\$15,000 00
Women's Crisis Center PO Box 933 Brattleboro, VT 05302	7/6/2009	housing and aide to women and children in need	\$12,500.00	\$0.00
Women's Foundation of Minnesota 155 Fifth Avenue S., Ste 900 Minneapolis, MN 55401	12/21/2009	discretionary grant for general operations	\$15,000.00	\$0 00
YouthLink 41 N. 12th Street Minneapolis, MN 55403	7/6/2009	support for the SISTERS program	\$10,000 00	\$10,000.00
			<b>\$2,655,920.00</b>	<b>\$848,500.00</b>



**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](http://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 <b>PATRICK AND AIMEE BUTLER FAMILY FOUNDATION</b>	Employer identification number <b>41-6009902</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>332 MINNESOTA STREET, E-1420</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>ST. PAUL, MN 55101-1369</b>	

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 |

**BUTLER OFFICE, INC.**

- The books are in the care of ► **E-1420 FIRST NATL BK BLDG - ST. PAUL, MN 55101-1369**  
Telephone No. ► **651-222-2565** FAX No. ► **651-222-2566**

- 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 **AUGUST 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	\$	<b>19,831.</b>
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	\$	<b>99,942.</b>
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	\$	<b>0.</b>

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.

LHA 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).

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> 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 <b>PATRICK AND AIMEE BUTLER FAMILY FOUNDATION</b>	Employer identification number <b>41-6009902</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>332 MINNESOTA STREET, E-1420</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>ST. PAUL, MN 55101-1369</b>	

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

- ☐ Form 990    ☐ Form 990-EZ    ☐ Form 990-T (sec. 401(a) or 408(a) trust)    ☐ Form 1041-A    ☐ Form 5227    ☐ Form 8870  
☐ Form 990-BL    ☒ Form 990-PF    ☐ Form 990-T (trust other than above)    ☐ Form 4720    ☐ Form 6069

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

**BUTLER OFFICE, INC.**

- The books are in the care of **E-1420 FIRST NATL BK BLDG - ST. PAUL, MN 55101-1369**  
 Telephone No. **651-222-2565** FAX No. **651-222-2566**
- 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 **NOVEMBER 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  
**ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.**

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	\$	19,834.
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	\$	99,942.
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	\$	0.

**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 **Barbara Buckley** Title **CPA** Date **8/10/10**

Form 8868 (Rev. 4-2009)