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Form **990****Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-0047

2009**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning, 2009, and ending, 20

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization BUTTERFIELD MEMORIAL FOUNDATION		D Employer identification number 73-1448149
		Doing Business As		E Telephone number (405) 608-0517
		Number and street (or P O box if mail is not delivered to street address) Room/suite 1900 NW EXPRESSWAY, STE. 310		
		City or town, state or country, and ZIP + 4 OKLAHOMA CITY, OK 73118		
F Name and address of principal officer EVAN R. COLLINS 1900 NW EXPRESSWAY, STE. 310 OKLAHOMA CITY, OK 73118		G Gross receipts \$ 4,532,882.		
I Tax-exempt status ☒ 501(c)(3) (insert no) 4947(a)(1) or 527		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions)		
J Website. WWW.BUTTERFIELDFOUNDATION.ORG		H(c) Group exemption number ▶		
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶		L Year of formation 1994 M State of legal domicile OK		

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities THE BUTTERFIELD MEMORIAL FOUNDATION IS A CHRISTIAN CHARITABLE ORGANIZATION SERVING THE HEALTH NEEDS OF THE COMMUNITY IN HARMONY WITH THE TENETS OF THE FREE METHODIST CHURCH OF NORTH AMERICA	
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets	
	3	Number of voting members of the governing body (Part VI, line 1a)	15
	4	Number of independent voting members of the governing body (Part VI, line 1b)	14
	5	Total number of employees (Part V, line 2a)	0
	6	Total number of volunteers (estimate if necessary)	14
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	
7b	Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year: 223,291. Current Year: 935,400.
	9	Program service revenue (Part VIII, line 2g)	371,717. 463,754.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,481,870. 3,094,188.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	25,640.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,076,878. 4,518,982.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	612,445. 137,800.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	832,102. 841,411.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
	16b	Total fundraising expenses, Part IX, column (D), line 25	
Expenses	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,461,815. 1,143,974.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,906,362. 2,123,185.
	19	Revenue less expenses Subtract line 18 from line 12	-829,484. 2,395,797.
	20	Total assets (Part X, line 16)	Beginning of Year: 79,634,717. End of Year: 95,561,608.
Net Assets or Fund Balances	21	Total liabilities (Part X, line 26)	
	22	Net assets or fund balances Subtract line 21 from line 20	79,634,717. 95,561,608.

Part II Signature Block

Sign Here	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 officer) is based on all information of which preparer has any knowledge.	
	Signature of officer: <i>Evan R. Collins</i> Type or print name and title: <i>Evan R. Collins, President</i>	Date: <i>5/3/10</i>
Paid Preparer's Use Only	Preparer's signature: <i>Anne Adams</i> Firm's name (or yours if self-employed), address, and ZIP + 4: <i>BKD, LLP 6120 S. YALE, #1400 TULSA, OK 74136-4223</i>	Date: <i>4-27-2010</i> Check if self-employed: ☐ Preparer's identifying number (see instructions): <i>P00887943</i> EIN: <i>44-0160260</i> Phone no: <i>918-584-2900</i>

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions *

Form 990 (2009)

917 9

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Part III Statement of Program Service Accomplishments**1** Briefly describe the organization's mission:

ATTACHMENT 2

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code _____) (Expenses \$ 2,123,185 including grants of \$ 137,800) (Revenue \$ 1,395,699)

PROVIDE COUNSELING, ASSISTANCE AND ADOPTION SERVICES TO WOMEN IN
 CRISIS PREGNANCIES AND SUPPORT CHRISTIAN NONPROFIT ORGANIZATIONS
 FOR HEALTHCARE AND RELATED ACTIVITIES. THE ORGANIZATION ALSO
 OPERATES A FREE CLINIC IN THE OKLAHOMA CITY AREA.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4c** (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4d** Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **▶** 2,123,185.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		X
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		
• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		
• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
12A Was the organization included in consolidated, independent audited financial statement for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	Yes	No
		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	23 X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25.</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III.</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	28a	X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>	33 X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	34 X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	35 X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38 X	

Form 990 (2009)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns. Enter -0- if not applicable. 1a 9		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1b 0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 0		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	X	
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

	Yes	No
a Enter the number of voting members of the governing body	1a	15
1b Enter the number of voting members that are independent	1b	14
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9a	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13 Does the organization have a written whistleblower policy?	13	X
14 Does the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization	15b	
If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ OK,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ EVAN COLLINS 1900 NW EXPRESSWAY, STE. 310 OKLAHOMA CITY, OK 73118
 405-608-0517

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
REV. DENISE ABSTON DIRECTOR	5.00	X						0.	0.	0.
DR. JON AXTON DIRECTOR	5.00	X						0.	0.	0.
ERIC BAIRD CHAIRMAN	5.00	X		X				0.	0.	0.
REV. CHRISTIAN BAYLES DIRECTOR	5.00	X						0.	0.	0.
ROBERT HARTLEY, SR. DIRECTOR	5.00	X						0.	0.	0.
MICHAEL HICKS DIRECTOR	5.00	X						0.	0.	0.
DR. INGRID JACKSON DIRECTOR	5.00	X						0.	0.	0.
REV. DR. JEFFREY JOHNSON VICE CHAIRMAN	5.00	X		X				0.	0.	0.
MELVIN SPENCER DIRECTOR	5.00	X						0.	0.	0.
DR. ROLAND WALTERS SECRETARY	5.00	X		X				0.	0.	0.
REV. HUGH WAYMAN DIRECTOR	5.00	X						0.	0.	0.
EVAN COLLINS PRESIDENT	40.00	X		X				201,152.	0.	8,447.
THOMAS PHILLIPS TREASURER	5.00	X		X				0.	0.	0.
MICHAEL JOSEPH DIRECTOR	5.00	X						0.	0.	0.
AVILLA WILLIAMS DIRECTOR	5.00	X						0.	0.	0.

[illegible]

	Yes	No
3		X
4	X	
5	X	

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

210173 K931

Part VIII Statement of Revenue

73-1448149

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	32,012			
	d	Related organizations	1d	805,855			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	97,533			
	g	Noncash contributions included in lines 1a-1f \$		20,249			
	h	Total. Add lines 1a-1f		935,400			
Program Service Revenue				Business Code			
	2a	COUNSELING AND ADOPTION SERVICES	624100	463,754	463,754		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		463,754			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	ATTACHMENT 4	1,695,004			1,695,004
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		11,296			11,296
			(i) Real (ii) Personal				
	6a	Gross Rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0			
	7a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
			1,399,184				
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)	1,399,184				
	d	Net gain or (loss)		1,399,184			1,399,184
	8a	Gross income from fundraising events (not including \$ 32,012 of contributions reported on line 1c) See Part IV, line 18	ATCH 5				
			a 13,900				
	b	Less direct expenses	b 13,900				
	c	Net income or (loss) from fundraising events	ATCH 6	0			
	9a	Gross income from gaming activities See Part IV, line 19	a				
			b				
	b	Less direct expenses	b				
c	Net income or (loss) from gaming activities		0				
10a	Gross sales of inventory, less returns and allowances	a					
		b					
b	Less cost of goods sold	b					
c	Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue				Business Code			
11a	OTHER INCOME	900099	14,344	14,344			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		14,344				
12	Total Revenue. See instructions		4,518,982	478,098		3,105,484	

Part IX Statement of Functional Expenses**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21 . . .	137,800.	137,800.		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0.			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0.			
4	Benefits paid to or for members	0.			
5	Compensation of current officers, directors, trustees, and key employees	201,152.	201,152.		
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	0.			
7	Other salaries and wages	486,334.	486,334.		
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	8,169.	8,169.		
9	Other employee benefits	89,709.	89,709.		
10	Payroll taxes	56,047.	56,047.		
11	Fees for services (non-employees)	0.			
a	Management				
b	Legal	62,652.	62,652.		
c	Accounting	67,719.	67,719.		
d	Lobbying	0.			
e	Professional fundraising services See Part IV, line 17	0.			
f	Investment management fees	549,188.	549,188.		
g	Other	9,433.	9,433.		
12	Advertising and promotion	84,948.	84,948.		
13	Office expenses	11,336.	11,336.		
14	Information technology	1,109.	1,109.		
15	Royalties	0.			
16	Occupancy	83,177.	83,177.		
17	Travel	21,167.	21,167.		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19	Conferences, conventions, and meetings	0.			
20	Interest	0.			
21	Payments to affiliates	0.			
22	Depreciation, depletion, and amortization	0.			
23	Insurance	23,627.	23,627.		
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	MINOR EQUIPMENT	22,926.	22,926.		
b	TELEPHONE	16,651.	16,651.		
c	PURCHASED SERVICES	77,399.	77,399.		
d	EQUIPMENT RENTAL	19,804.	19,804.		
e	MEDICAL INSURANCE	39,946.	39,946.		
f	All other expenses	52,892.	52,892.		
25	Total functional expenses. Add lines 1 through 24f	2,123,185.	2,123,185.		
26	Joint Costs. Check here ☐ If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	141,492.	1	115,085.
	2 Savings and temporary cash investments	9,381,849.	2	15,757,437.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	860,000.	7	4,071,722.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10 a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b	10c	
	11 Investments - publicly traded securities	69,164,595.	11	75,524,617.
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	86,781.	15	92,747.
16 Total assets. Add lines 1 through 15 (must equal line 34)	79,634,717.	16	95,561,608.	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25		26	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	79,634,717.	27	95,561,608.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	79,634,717.	33	95,561,608.
34 Total liabilities and net assets/fund balances	79,634,717.	34	95,561,608.	

Form 990 (2009)

Part XI Financial Statements and Reporting

	Yes	No
1 Accounting method used to prepare the Form 990 ☐ Cash ☐ Accrual ☒ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	X	
b Were the organization's financial statements audited by an independent accountant?	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	X	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

BUTTERFIELD MEMORIAL FOUNDATION

Employer identification number

73-1448149

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____
- (ii) A family member of a person described in (i) above? _____
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	181,711	219,947	145,951	361,709	937,850	1,847,168
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	181,711	219,947	145,951	361,709	937,850	1,847,168
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						1,847,168

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	181,711	219,947	145,951	361,709	937,850	1,847,168
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,099,248	501,565	2,880,552	1,481,870	3,105,484	11,068,719
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						12,915,887
12 Gross receipts from related activities, etc. (see instructions)					12	2,054,044
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	14.30 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	10.34 %
16a 33 1/3 % support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
b 33 1/3 % support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
17a 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☒
b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19 a 33 1/3 % support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3 % support tests - 2008 If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10, Part II, line 17a or 17b, or Part III, line 12. Provide any other additional information. See instructions.

10% FACTS & CIRCUMSTANCES TEST EXPLANATION

SCHEDULE A, PART II, LINE 17A

SEE ATTACHED STATEMENT

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000

Revenue		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events (add col (a) through col (c))
		FASHION SHOW (event type)	(event type)	(total number)	
Revenue	1 Gross receipts	45,912.		0	45,912.
	2 Less Charitable contributions	32,012.			32,012.
	3 Gross income (line 1 minus line 2)	13,900.			13,900.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	13,900.			13,900.
	10 Direct expense summary Add lines 4 through 9 in column (d)				(13,900.)
11 Net income summary Combine line 3, column (d), and line 10					

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a

Revenue		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No	
	7 Direct expense summary Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary Combine line 1, column d, and line 7				

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities _____		
a Is the organization licensed to operate gaming activities in each of these states?	9a	
b If "No," explain _____		
10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," explain _____		
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

13 Indicate the percentage of gaming activity operated in

- | | | |
|--|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ _____

Address ▶ _____

15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue?**15a**

- b** If "Yes," enter the amount of gaming revenue received by the organization \$_____ and the amount of gaming revenue retained by the third party \$_____
- c** If "Yes," enter name and address of the third party

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶\$ _____

Description of services provided ▶ _____

☐ Director/officer

 ☐ Employee

 ☐ Independent contractor
17 Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$

17a

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Department of the Treasury
Internal Revenue Service

Name of the organization

BUTTERFIELD MEMORIAL FOUNDATION

Employer identification number

73-1448149

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to

Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

[illegible]

- | | | |
|---|--|-------|
| 2 | Enter total number of section 501(c)(3) and government organizations | |
| 3 | Enter total number of other organizations | |

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2009

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Use Part IV and Schedule I-1 (Form 990) if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

1

SCHEDULE I, PART 1, LINE 2

GRANTEES ARE REQUIRED TO SUBMIT REGULAR REPORTS INCLUDING A BUDGET

OUTLINING THE USE OF FUNDS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ **Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.**

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

BUTTERFIELD MEMORIAL FOUNDATION

Employer identification number

73-1448149

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- ☐ First-class or charter travel
☒ Travel for companions
☐ Tax indemnification and gross-up payments
☐ Discretionary spending account

- ☐ Housing allowance or residence for personal use
☐ Payments for business use of personal residence
☐ Health or social club dues or initiation fees
☐ Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- ☐ Compensation committee
☐ Independent compensation consultant
☐ Form 990 of other organizations
☐ Written employment contract
☒ Compensation survey or study
☒ Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
b Any related organization?
If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
b Any related organization?
If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b X

2 X

4a X

4b X

4c X

5a X

5b X

6a X

6b X

7 X

8 X

9

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2009

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information

1

FORM 990, PART VII, LINE 5

MIDWEST HR PAID COMPENSATION TO THE PRESIDENT IN THE AMOUNT OF \$201,152.

2

SCHEDULE J, PART 1, LINE 1A

TRAVEL WAS PROVIDED TO THE PRESIDENT'S SPOUSE IN 2009 AND A FORM 1099 WAS

PROVIDED TO THE SPOUSE.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

BUTTERFIELD MEMORIAL FOUNDATION

Employer identification number

73-1448149

ATTACHMENT 1

1

FORM 990, PART VI, LINE 11

THE FORM 990 WAS REVIEWED AND APPROVED BY THE BOARD AT THE APRIL 2010
MEETING PRIOR TO FILING WITH THE IRS.

2

FORM 990, PART VI, LINE 12C

EXTENSIVE CONFLICT OF INTEREST REQUIREMENTS ARE INCORPORATED INTO THE
FOUNDATION'S BY-LAWS AND A CONFLICT OF INTEREST STATEMENT IS REQUIRED TO
BE COMPLETED BY ALL BOARD MEMBERS ANNUALLY.

3

FORM 990, PART VI, LINE 15

ON JANUARY 14, 2010 AN EXECUTIVE SESSION WAS HELD BY THE BOARD OF
DIRECTORS TO DETERMINE THE SALARY OF THE PRESIDENT, EVAN COLLINS. THE
AGREED UPON LEVEL WAS BASED UPON THE MEDIAN FIGURE FOR PRESIDENTS OF
FOUNDATIONS OF COMPARABLE SIZE NATIONWIDE AS DETERMINED BY THE COUNCIL OF
FOUNDATION'S ANNUAL GRANTMAKER'S SALARY AND BENEFITS REPORT. APPROPRIATE
ADJUSTMENTS WERE MADE TO ACCOUNT FOR REGIONAL DIFFERENCES. SALARY LEVELS
FOR CEOS OF COMPARABLE LOCAL FOUNDATIONS WERE ALSO CONSIDERED.

THERE ARE NO OTHER COMPENSATED OFFICERS OR KEY EMPLOYEES OF THE
ORGANIZATION.

Name of the organization

BUTTERFIELD MEMORIAL FOUNDATION

Employer identification number

73-1448149

ATTACHMENT 1 (CONT'D)

4

FORM 990, PART VI, LINE 19

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST
POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

5

FORM 990, PART XI, LINE 1

THE ORGANIZATION'S CONSOLIDATED FINANCIAL STATEMENTS WERE PREPARED ON THE
MODIFIED CASH BASIS OF ACCOUNTING.

ATTACHMENT 2FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE BUTTERFIELD MEMORIAL FOUNDATION IS A CHRISTIAN CHARITABLE
ORGANIZATION FORMED TO SERVE THE HEALTH NEEDS OF THE COMMUNITY. IT IS
AN AFFILIATE ORGANIZATION OF THE FREE METHODIST CHURCH OF NORTH
AMERICAN AND OPERATES AS A VOLUNTARY MEMBER OF THE CHURCH'S
ASSOCIATION OF HUMAN SERVICE MINISTRIES (AHSM).

ATTACHMENT 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
J. P. MORGAN 1200 NW 63RD STREET OKLAHOMA CITY, OK 73116	INVESTMENT MANAGER	102,462.
GOLDMAN SACHS 100 CRESCENT COURT DALLAS, TX 75201	INVESTMENT MANAGER	285,560.
TOTAL COMPENSATION		<u>388,022.</u>

Name of the organization

BUTTERFIELD MEMORIAL FOUNDATION

Employer identification number

73-1448149

ATTACHMENT 4FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	(A) <u>TOTAL REVENUE</u>	(B) <u>RELATED OR EXEMPT REVENUE</u>	(C) <u>UNRELATED BUSINESS REV.</u>	(D) <u>EXCLUDED REVENUE</u>
DIVIDENDS	974,422			974,422
INTEREST	720,582			720,582
TOTALS	<u>1,695,004</u>			<u>1,695,004</u>

ATTACHMENT 5FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ANGELS OF DESTINY FASHION SHOW	32,012.
TOTAL	<u>32,012.</u>

ATTACHMENT 6FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>
ANGELS OF DESTINY FASHION SHOW	13,900.	13,900.
TOTALS	<u>13,900.</u>	<u>13,900.</u>

ATTACHMENT 7FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
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Name of the organization

BUTTERFIELD MEMORIAL FOUNDATION

Employer identification number

73-1448149

ATTACHMENT 7 (CONT'D)

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
INVESTMENTS-UNRESTRICTED	75,524,617.	FMV
TOTALS	<u>75,524,617.</u>	

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2009

**Open to Public
Inspection**

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36 or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

BUTTERFIELD MEMORIAL FOUNDATION

Employer identification number

73-1448149

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
DEACONESS PREGNANCY & ADOPTION SVCS, LLC 20-2621399 5300 N. GRAND BLVD, STE #9 OKLAHOMA CITY, OK	ADOPTIONS	OK	555,324.	119,292.	N/A
OPEN ARMS CLINIC, LLC 26-0193936 1900 N. EXP. STE 310 OKLAHOMA CITY, OK	FREE CLINIC	OK	60,141.	1,323.	N/A

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
WITTEMAN CORPORATION 73-0578957 1900 NW EXPRESSWAY STE 310 OKLAHOMA CITY, OK	HEALTH CARE	OK	501 (C) (3)	3	N/A
FREE METHODIST CHURCH OF NCRTH AMERICA 35-0877568 INDIANAPOLIS, IN	CHURCH	IN	501 (C) (3)	1	N/A

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2009

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)		X
c Gift, grant, or capital contribution from other organization(s)	X	
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets		X
n Sharing of paid employees		X
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(1)	WITTEMAN CORPORATION	C	805,855.
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2009

Explanation to Part 2. Section C. Question 17A

Question 17A requests that we submit an explanation of how Butterfield Memorial Foundation ("Butterfield") meets the "facts and circumstances test" in support of continuing our status as a publicly supported organization described in Sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code. Butterfield has a continuous and bona fide program for solicitation of funds from the public, its governing board is public in nature in that the entire board is comprised of community and religious leaders and its facilities and programs are publicly available and serve a critical public need.

Public Mission

Butterfield is a ministry of the Free Methodist Church of North America, is voluntarily affiliated with the Free Methodist Church of North America, and operates in a manner that is consistent with the doctrines, principles, and practices of the Free Methodist Church of North America contained in its Book of Discipline. Butterfield is recognized as a social services agency of the Free Methodist Church of North America. As a social services agency, the Free Methodist Church requires that a majority of the members of the board of directors of Butterfield must be members of the Free Methodist Church. Its Chief Executive Officer must also be a member of the Free Methodist Church. Butterfield is subject to the rules, regulations and the Book of Discipline of the Free Methodist Church of North America as from time to time adopted by the General Conference of the Church, insofar as such rules, regulations and the Book of Discipline do not contravene federal or state laws or regulations.

Butterfield conducts several programs as part of its public mission. One program is Deaconess Pregnancy and Adoption Services. Deaconess Pregnancy and Adoption Services is a social service agency of the Free Methodist Church of North America and its purpose is charitable and religious in nature. It promotes the good health and strength of families by its unconditional acceptance of women in crisis due to unplanned pregnancy, improving the homes of children, facilitating the adoption of children, assisting adoptive parents in the creation of their family and providing crisis intervention and counseling services.

Another program Butterfield conducts is its operation of the Open Arms Free Clinic. The Open Arms Free Clinic is a collaborative effort among Butterfield, the MacArthur Free Methodist Church, the Oklahoma Medical Society, and Deaconess Hospital. The Open Arms Free Clinic is located at the 5013 N Meridian Avenue and offers patients a calm setting for their spiritual and physical healing. Ministers are available to assist patients with prayer and spiritual guidance. The Open Arms Free Clinic serves and ministers to the medically uninsured and disadvantaged residents of Oklahoma County by providing medically necessary, free, clinic-based health care, education, and spiritual encouragement. The Open Arms Free Clinic treats acute illnesses, infections, colds, and flu using the services of volunteer physicians and nurses.

Other programs Butterfield conducts include education programs, leadership development programs, and board matching programs.

Fundraising Program

Butterfield has a continuous and bona fide program for solicitation of funds from the general public. Butterfield's fundraising efforts have been focused on several areas depending upon the specific program for which it is raising funds. Its fundraising efforts include annual mailings. Each year Butterfield sends three annual campaign mailings following a special event mailing and match campaign mailing. It also sends newsletters to update donors and volunteers on program activities. Last year Butterfield received contributions from approximately 300 donors. Butterfield also conducted several events with over 210 individuals in attendance. In addition to events and mailings, Butterfield also makes presentations to targeted groups promoting financial support for Deaconess Home and the Open Arms Clinic. During 2008, there were approximately 15 presentations to different groups. Butterfield is also active in community activities to improve its community networking and donor relations. Butterfield also employs a development specialist whose focus is fundraising for our programs. The development specialist frequently attends special events promoting the vision and mission, meets frequently with individual donors and with various members of the media in the Oklahoma City area to promote the services and programs.

Board Membership

Butterfield's Board of Directors is comprised of the following 15 individuals

Rev Denise Abston, *Pastor FMC of Midwest City*
Jon C Axton, M D , *Medical Doctor*
Eric L Bair, *Supervisory Aviation Safety Inspector, FAA*
Rev Christian Bayles, *Pastor Resurrection FMC*
Evan R Collins, *Butterfield Memorial Foundation*
Robert L Hartley, Sr , *Retired FMC Pastor*
Michael D Hicks, *Financial Advisor, ING Financial Partners*
Rev Dr Jeffrey P Johnson, *Superintendent Mid-America Conf FMC of NA*
Ingrid W Jackson, M D , *Medical Doctor*
Michael E Joseph, *Attorney*
Thompson S Phillips, Jr , *President T.S. Phillips Investment Company*
Melvin J Spencer, *Retired Attorney*
Roland A Walters, M D , *Medical Doctor*
Rev Hugh D Wayman, *Retired FMC Conference Superintendent and Pastor*
Avilla Williams, *President Integris Health, Edmond*

None of the members of the Board would be classified as substantial contributors. Instead, as evidenced by a brief description of each Board member's profession, Butterfield's Board of Directors is comprised of people who are active in the community and share Butterfield's mission as a social services agency for the Free Methodist Church. As a social services ministry, Butterfield's bylaws require that at least 51% of its Board members be members of the Free Methodist Church. As a result, 9 of the 15 Board members are members of various Free Methodist Churches. Although those individuals have a common Church affiliation, they represent various backgrounds. Diverse backgrounds and varied strengths give Butterfield sound leadership for decision-making, fundraising, and guidance.

As discussed above, Butterfield satisfies the criteria listed in the facts and circumstances test because it has a continuous and bona fide program for solicitation of funds, its governing board is public in nature in that all of the Board members are community leaders and represent a broad cross section of the community and its facilities and programs are publicly available and serve a critical public need. As a result, we respectfully request that Butterfield's status as a publicly-supported organization described in Sections 509(a)(1) and 170(b)(1)(A)(vi) be continued.