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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 OCT 1, 2009, and ending SEP 30, 2010

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

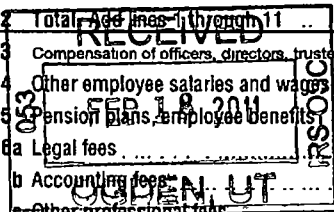
Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The Butler Foundation		A Employer identification number 31-0981683
	Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 75020		B Telephone number 859-292-5500
	City or town, state, and ZIP code Cincinnati, OH 45275		C If exemption application is pending, check here ☐
	H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,849,033. (Part I, column (d) must be on cash basis.)		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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	253,625.		N/A	
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	10.	10.		Statement 1
4	Dividends and interest from securities	104,308.	104,308.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	369,785.			
b	Gross sales price for all assets on line 6a	4,273,978.			
7	Capital gain net income (from Part IV, line 2)		369,785.		
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	3,165.	8,386.		Statement 3
12	Total. Add lines 1 through 11	730,893.	482,489.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes	1,820.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	27,404.	26,309.		1,095.
24	Total operating and administrative expenses. Add lines 13 through 23	29,224.	26,309.		1,095.
25	Contributions, gifts, grants paid	594,870.			594,870.
26	Total expenses and disbursements. Add lines 24 and 25	624,094.	26,309.		595,965.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	106,799.			
b	Net investment income (if negative, enter -0-)		456,180.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED FEB 23 2011

Revenue

Operating and Administrative Expenses



Part II Balance Sheets		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
Assets	1 Cash - non-interest-bearing	103,374.	70,897.	70,897.
	2 Savings and temporary cash investments	85,026.	36,896.	36,896.
	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 Investments - corporate stock Stmt 6	1,897,288.	3,014,669.	3,037,140.
	c Investments - corporate bonds Stmt 7	1,424,280.	625,139.	668,235.
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	157,551.	26,717.	35,865.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers)	3,667,519.	3,774,318.	3,849,033.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Foundations that follow SFAS 117, check here ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,667,519.	3,774,318.	
	30 Total net assets or fund balances	3,667,519.	3,774,318.	
31 Total liabilities and net assets/fund balances		3,667,519.	3,774,318.	

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	3,667,519.
2 Enter amount from Part I, line 27a	2	106,799.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	3,774,318.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,774,318.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Charles Schwabb-Schedule Attached	P		
b Charles Schwabb-Schedule Attached	P		
c Capital Gains Dividends			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,453,354.		2,359,493.	93,861.
b 1,820,071.		1,544,700.	275,371.
c 553.			553.
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			93,861.
b			275,371.
c			553.
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2 369,785.
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	549,431.	3,721,624.	.147632
2007	320,428.	3,842,177.	.083398
2006	270,660.	3,614,045.	.074891
2005	246,797.	3,274,601.	.075367
2004	319,581.	3,206,073.	.099680

2 Total of line 1, column (d) ...	2 .480968
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 .096194
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4 4,054,234.
5 Multiply line 4 by line 3	5 389,993.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 4,562.
7 Add lines 5 and 6	7 394,555.
8 Enter qualifying distributions from Part XII, line 4	8 595,965.

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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	4,562.
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	4,562.
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	4,562.
6 Credits/Payments.			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,400.	
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	1,400.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,162.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ Refunded ☒	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ OH		
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		See Statement 9
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ► N/A	13	X	
14	The books are in care of ► <u>Ms. Barbara Schaefer</u> Telephone no. ► <u>859-292-5500</u> Located at ► <u>P.O. Box 75020, Cincinnati, OH</u> ZIP+4 ► <u>45275</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		N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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

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?

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

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 10		0.	0.	0.

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	4,021,552.
b Average of monthly cash balances	1b	94,422.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	4,115,974.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	4,115,974.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,740.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,054,234.
6 Minimum investment return. Enter 5% of line 5	6	202,712.

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

1 Minimum investment return from Part X, line 6	1	202,712.
2a Tax on investment income for 2009 from Part VI, line 5	2a	4,562.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	4,562.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	198,150.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	198,150.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	198,150.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	595,965.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	595,965.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,562.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	591,403.

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.

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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				198,150.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	161,095.			
b From 2005	84,415.			
c From 2006	101,369.			
d From 2007	130,167.			
e From 2008	366,110.			
f Total of lines 3a through e	843,156.			
4 Qualifying distributions for 2009 from Part XII, line 4: \$	595,965.		0.	
a Applied to 2008, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required - see instructions)	0.			198,150.
c Treated as distributions out of corpus (Election required - see instructions)	397,815.			0.
d Applied to 2009 distributable amount	0.			
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	1,240,971.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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				0.
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	161,095.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,079,876.			
10 Analysis of line 9:				
a Excess from 2005	84,415.			
b Excess from 2006	101,369.			
c Excess from 2007	130,167.			
d Excess from 2008	366,110.			
e Excess from 2009	397,815.			

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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 11

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

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

[illegible]

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

- | b. If "Yes," complete the following schedule | | |
|--|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge			
	Signature of officer or trustee <u>[Signature]</u> Date <u>12/14/11</u>		Title <u>Treasurer</u>	
Paid Preparer's Use Only	Preparer's signature <u>[Signature]</u> Date <u>2/2/11</u>	Check if self-employed ☐	Preparer's identifying number <u>P00352589</u>	
	Firm's name (or yours if self-employed), address, and ZIP code <u>Crowe Horwath LLP</u> <u>1960 Brownsboro Road, Suite 400</u> <u>Louisville, Kentucky 40241</u>		EIN <u>502-326-3996</u> Phone no. <u>502-326-3996</u>	

Form **990-PF** (2009)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

The Butler Foundation

Employer identification number

31-0981683

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

The Butler Foundation

31-0981683

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Commonwealth Hotels, Inc. P.O. Box 75020 Cincinnati, OH 45275	\$ 26,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	Corporex Companies, LLC P.O. Box 75020 Cincinnati, OH 45275	\$ 180,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	Corporex Development & Construction, LLC P.O. Box 75020 Cincinnati, OH 45275	\$ 12,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	CPX Commercial Development, LLC P.O. Box 75020 Cincinnati, OH 45275	\$ 12,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	Five Seasons Country Clubs, LLC P.O. Box 75020 Cincinnati, OH 45275	\$ 12,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	MCF Advisors 50 E. RiverCenter Covington, KY 41011	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

The Butler Foundation

31-0981683

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

The Butler Foundation

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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
US Bank	10.
Total to Form 990-PF, Part I, line 3, Column A	10.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Charles Schwab	104,861.	553.	104,308.
Total to Fm 990-PF, Part I, ln 4	104,861.	553.	104,308.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Securities litigation settlement	1,673.	1,673.	
Powershare DB Commodity Index Tracking	0.	5,221.	
Powershare DB Commodity Index Tracking	1,492.	1,492.	
Total to Form 990-PF, Part I, line 11	3,165.	8,386.	

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal income tax	1,820.	0.		0.
To Form 990-PF, Pg 1, ln 18	1,820.	0.		0.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Miscellaneous Administrative	895.	0.		895.	
Investment fees	26,309.	26,309.		0.	
State fee	200.	0.		200.	
To Form 990-PF, Pg 1, ln 23	27,404.	26,309.		1,095.	

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value		Fair Market Value	
Charles Schwabb	3,014,669.		3,037,140.	
Total to Form 990-PF, Part II, line 10b	3,014,669.		3,037,140.	

Form 990-PF	Corporate Bonds		Statement	7
Description	Book Value		Fair Market Value	
Charles Schwabb	625,139.		668,235.	
Total to Form 990-PF, Part II, line 10c	625,139.		668,235.	

Form 990-PF	Other Investments		Statement	8
Description	Valuation Method	Book Value	Fair Market Value	
Charles Schwabb	COST	26,717.	35,865.	
Total to Form 990-PF, Part II, line 13		26,717.	35,865.	

Form 990-PF	Explanation Concerning Part VII-A, Line 8b	Statement	9
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Explanation

This form is not required to be filed in Ohio.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	10
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account		
William P. Butler P.O. Box 75020 Cincinnati, OH 45275	Trustee 1.00	0.	0.	0.	
Mary S. Butler P.O. Box 75020 Cincinnati, OH 45275	Trustee 3.00	0.	0.	0.	
Christa Butler P.O. Box 75020 Cincinnati, OH 45275	Trustee 0.00	0.	0.	0.	
Kevin Butler P.O. Box 75020 Cincinnati, OH 45275	Trustee 0.00	0.	0.	0.	
Marty Butler P.O. Box 75020 Cincinnati, OH 45275	Trustee 3.00	0.	0.	0.	
Tom Banta P.O. Box 75020 Cincinnati, OH 45275	Trustee 1.00	0.	0.	0.	
Barbara Schaefer P.O. Box 75020 Cincinnati, OH 45275	Trustee 20.00	0.	0.	0.	
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.	

Form 990-PF	Grant Application Submission Information	Statement 11
	Part XV, Lines 2a through 2d	

Name and Address of Person to Whom Applications Should be Submitted

C/O Barbara Schaefer
P.O. Box 75020
Cincinnati, OH 45275

Telephone Number

859-292-5500

Form and Content of Applications

Letter indicating request, tax I.D. number, IRS letter confirming tax-exempt status, and recent financial statements.

Any Submission Deadlines

October 1, and March 1

Restrictions and Limitations on Awards

Northern Ky area, for the underprivileged

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 12

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Alliance for Catholic Urban Education Covington, KY	None Operating support	501(c)(3) Public Charity	25,000.
American Red Cross Cincinnati, OH	None Program support	501(c)(3) Public Charity	1,000.
Be Concerned Covington, KY	None Operating support and Program support	501(c)(3) Public Charity	10,700.
Brighton Center Newport, KY	None Operating support and Program support	501(c)(3) Public Charity	24,506.
Campbell Lodge Boys Home Cold Spring, KY	None Operating support	501(c)(3) Public Charity	6,000.
Care Net Pregnancy Services of Northern Kentucky Covington, KY	None Operating support	501(c)(3) Public Charity	5,000.
CASA of Kenton County Covington, KY	None Operating support	501(c)(3) Public Charity	16,640.
Catholic Inner City Schools Education Fund Cincinnati, OH	None Operating support	501(c)(3) Public Charity	25,000.

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Catholic Social Services Covington, KY	None Operating support	501(c)(3) Public Charity	5,000.
Center for Independent Living Edgewood, KY	None Program support	501(c)(3) Public Charity	1,100.
Children, Inc. Covington, KY	None Program support	501(c)(3) Public Charity	5,000.
Childrens Law Center Covington, KY	None Operating and program support	501(c)(3) Public Charity	10,000.
Cincinnati Works Cincinnati, OH	None Operating support	501(c)(3) Public Charity	5,000.
Community Family Church Independence, KY	None Program support	501(c)(3) Public Charity	2,400.
Covington Catholic High School Covington, KY	None Scholarship support	501(c)(3) Public Charity	25,000.
Covington Independent Schools Covington, KY	None Program support	501(c)(3) Public Charity	850.
Covington Partners in Prevention Covington, KY	None Program support	501(c)(3) Public Charity	12,500.
Crayons to Computers Cincinnati, OH	None Operating support	501(c)(3) Public Charity	1,000.

Diocesan Catholic Childrens Home Ft Mitchell, KY	None Operating support	501(c)(3) Public Charity	10,000.
Dress for Success Cincinnati, OH	None Operating support	501(c)(3) Public Charity	2,000.
Family Nurturing Center Florence, KY	None Operating support	501(c)(3) Public Charity	2,000.
Hebron Lutheran Church Hebron, KY	None Program support	501(c)(3) Public Charity	2,000.
Homeward Bound of Marin Novato, CA	None Program support	501(c)(3) Public Charity	6,000.
Hosea House/ECHO Newport, KY	None Operating support and Program support	501(c)(3) Public Charity	3,085.
Iglesia Dios De La Profecia Covington, KY	None Operating support	501(c)(3) Public Charity	500.
Ignatious of Loyola Church Cincinnati, OH	None Operating support	501(c)(3) Public Charity	500.
Interfaith Hospitality Network Newport, KY	None Operating and program support	501(c)(3) Public Charity	7,447.
Josh Cares Cincinnati, OH	None Program support	501(c)(3) Public Charity	7,500.

Legal Aid of the Blue Grass Covington, KY	None Program support	501(c)(3) Public Charity	4,228.
Life Learning Center Covington, KY	None Operating and Program support	501(c)(3) Public Charity	108,593.
Lifepoint Solutions Cincinnati, OH	None Program support	501(c)(3) Public Charity	25,000.
Mental Health America Covington, KY	None Program support	501(c)(3) Public Charity	3,472.
Mother of God Church Covington, KY	None Operating support	501(c)(3) Public Charity	500.
Newport Central Catholic High School Newport, KY	None Scholarship support	501(c)(3) Public Charity	25,000.
Ninth Street Baptist Church Covington, KY	None Operating support	501(c)(3) Public Charity	500.
North Key Community Care Ft Thomas, KY	None Program support	501(c)(3) Public Charity	4,077.
Northern Kentucky Community Action Covington, KY	None Program support	501(c)(3) Public Charity	22,760.
Northern Kentucky Harvest Covington, KY	None Program support	501(c)(3) Public Charity	3,000.

The Butler Foundation

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Northern Kentucky Health Department Edgewood, KY	None Program support	Government entity	1,000.
Northern Kentucky University Foundation Highland Heights, KY	None Scholarship support	501(c)(3) Public Charity	30,000.
Notre Dame Academy Park Hills, KY	None Scholarship support	501(c)(3) Public Charity	25,000.
Parish Kitchen Covington, KY	None Operating support	501(c)(3) Public Charity	2,000.
Queen City Foundation Cincinnati, OH	None Scholarship support	501(c)(3) Public Charity	3,000.
Refund of prior year contribution			-2,000.
Senior Services of Northern Kentucky Covington, KY	None Operating support and Program support	501(c)(3) Public Charity	38,275.
Society of St. Vincent DePaul Crescent Springs, KY	None Program support	501(c)(3) Public Charity	8,801.
St. Agnes Church Ft. Wright, KY	None Operating support	501(c)(3) Public Charity	100.
St. Augustine Parish Covington, KY	None Program support	501(c)(3) Public Charity	13,750.

St. Charles Care Center Covington, KY	None Operating support	501(c)(3) Public Charity	3,000.
St. Elizabeth Medical Center Covington, KY	None Program support	501(c)(3) Public Charity	13,999.
St. Henry Church Erlanger, KY	None Operating support	501(c)(3) Public Charity	500.
Survive & Thrive Foundation Wilder, KY	None Program support	501(c)(3) Public Charity	7,500.
United Christian Volunteers Elsmere, KY	None Program support	501(c)(3) Public Charity	2,286.
United Ministries Erlanger, KY	None Operating and Program support	501(c)(3) Public Charity	13,001.
Urban Health Project Cincinnati, OH	None Program support	501(c)(3) Public Charity	1,500.
Welcome House Covington, KY	None Operating support	501(c)(3) Public Charity	300.
Women's Crisis Center Covington, KY	None Operating support	501(c)(3) Public Charity	13,000.
Total to Form 990-PF, Part XV, line 3a			594,870.

Form **990-W****Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(WORKSHEET)Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations)

Form **990-PF****2010**

(Keep for your records. Do not send to the Internal Revenue Service.)

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	
b	Enter the tax shown on the 2009 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	4,562.
c	2010 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	Adjusted To	10c 4,600.

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions)	11	02/15/11	03/15/11	06/15/11	09/15/11
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	1,150.	1,150.	1,150.	1,150.
13	2009 Overpayment (see instructions)	13				
14	Payment due. (Subtract line 13 from line 12.)	14	1,150.	1,150.	1,150.	1,150.

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2010)



Realized Gains and Losses From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	iShares 1-3 Year Credit Bond	08/11/2008	12/03/2009	1,661.753	168,503.56	173,364.01		4,860.45	4,860.45
91763796	iShares 1-3 Year Credit Bond	02/09/2009	12/03/2009	22.109	2,225.58	2,306.55	80.97		80.97
91763796	iShares 1-3 Year Credit Bond	02/27/2009	12/03/2009	100.000	9,949.64	10,432.60	482.96		482.96
91763796	iShares 1-3 Year Credit Bond	02/27/2009	12/03/2009	626.222	62,306.77	65,331.18	3,024.41		3,024.41
91763796	iShares 1-3 Year Credit Bond	07/09/2009	12/03/2009	16.033	1,656.15	1,672.63	16.48		16.48
91763796	iShares 1-3 Year Credit Bond	07/24/2009	12/03/2009	212.000	22,069.03	22,117.11	48.08		48.08
91763796	iShares 1-3 Year Credit Bond	08/10/2009	12/03/2009	16.304	1,697.89	1,700.98	3.09		3.09
91763796	iShares 1-3 Year Credit Bond	09/09/2009	12/03/2009	16.145	1,684.02	1,684.32	0.30		0.30
91763796	iShares 1-3 Year Credit Bond	10/08/2009	12/03/2009	15.385	1,598.47	1,605.03	6.56		6.56
91763796	iShares 1-3 Year Credit Bond	11/09/2009	12/03/2009	14.050	1,464.71	1,465.80	1.09		1.09
				2,700.000	273,155.82	281,680.21	3,663.94	4,860.45	8,524.39
91763796	iShares 1-3 Year Credit Bond	11/25/2008	12/07/2009	22.425	2,189.47	2,334.48		145.01	145.01
91763796	iShares 1-3 Year Credit Bond	12/08/2008	12/07/2009	22.137	2,179.05	2,304.51	125.46		125.46
91763796	iShares 1-3 Year Credit Bond	01/05/2009	12/07/2009	21.227	2,105.91	2,209.71	103.80		103.80
91763796	iShares 1-3 Year Credit Bond	02/27/2009	12/07/2009	60.779	6,047.24	6,327.08	279.84		279.84
91763796	iShares 1-3 Year Credit Bond	03/09/2009	12/07/2009	26.553	2,599.65	2,764.22	164.57		164.57
91763796	iShares 1-3 Year Credit Bond	04/08/2009	12/07/2009	26.879	2,657.23	2,798.10	140.87		140.87
				180.000	17,778.55	18,738.10	814.54	145.01	959.55
91763796	iShares 1-3 Year Credit Bond	11/25/2008	05/24/2010	252.766	24,678.50	26,166.90		1,488.40	1,488.40
91763796	iShares 1-3 Year Credit Bond	12/08/2009	05/24/2010	0.170	17.71	17.60	-0.11		-0.11
91763796	iShares 1-3 Year Credit Bond	12/08/2009	05/24/2010	13.865	1,444.62	1,435.29	-9.33		-9.33
91763796	iShares 1-3 Year Credit Bond	01/06/2010	05/24/2010	5.748	598.49	594.99	-3.50		-3.50
91763796	iShares 1-3 Year Credit Bond	02/08/2010	05/24/2010	6.022	628.03	623.37	-4.66		-4.66
91763796	iShares 1-3 Year Credit Bond	03/08/2010	05/24/2010	5.783	603.64	598.68	-4.96		-4.96
91763796	iShares 1-3 Year Credit Bond	04/09/2010	05/24/2010	5.450	567.15	564.17	-2.98		-2.98

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct # 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	iShares 1-3 Year Credit Bond	05/10/2010	05/24/2010	6.198	641.42	641.59	0.17		0.17
				296.000	29,179.56	30,642.59	-25.37	1,488.40	1,463.03
91763796	iShares 1-3 Year Credit Bond	11/25/2008	05/24/2010	200.000	19,526.75	20,703.85		1,177.10	1,177.10
91763796	iShares 1-3 Year Credit Bond	11/25/2008	05/24/2010	200.000	19,526.75	20,703.85		1,177.10	1,177.10
91763796	iShares 1-3 Year Credit Bond	11/25/2008	05/24/2010	200.000	19,526.75	20,703.85		1,177.10	1,177.10
				3,776.000	378,694.18	393,172.45	4,453.11	10,025.16	14,478.27
91763796	iShares Barclays TIPS Bond	02/27/2009	12/03/2009	1,003.120	97,837.20	105,961.27	8,124.07		8,124.07
91763796	iShares Barclays TIPS Bond	08/10/2009	12/03/2009	4.961	497.09	523.99	26.90		26.90
91763796	iShares Barclays TIPS Bond	09/09/2009	12/03/2009	10.544	1,070.68	1,113.75	43.07		43.07
91763796	iShares Barclays TIPS Bond	10/08/2009	12/03/2009	0.538	55.69	56.84	1.15		1.15
91763796	iShares Barclays TIPS Bond	11/09/2009	12/03/2009	3.838	401.76	405.37	3.61		3.61
				1,023.000	99,862.42	108,061.22	8,198.80		8,198.80
91763796	iShares Barclays TIPS Bond	02/27/2009	12/03/2009	155.000	15,117.60	16,372.59	1,254.99		1,254.99
91763796	iShares Barclays TIPS Bond	02/27/2009	12/03/2009	0.179	17.42	18.86	1.44		1.44
				1,178.179	114,997.44	124,452.67	9,455.23		9,455.23
91763796	iShares Cohen & Steers Realty Major	01/04/2008	12/07/2009	6.752	500.77	348.96		-151.81	-151.81
91763796	iShares Cohen & Steers Realty Major	02/15/2008	12/07/2009	31.000	2,325.80	1,602.24		-723.56	-723.56
91763796	iShares Cohen & Steers Realty Major	02/15/2008	12/07/2009	100.000	7,502.50	5,168.51		-2,333.99	-2,333.99
91763796	iShares Cohen & Steers Realty Major	03/06/2008	12/07/2009	17.000	1,273.24	878.65		-394.59	-394.59
91763796	iShares Cohen & Steers Realty Major	03/31/2008	12/07/2009	1.728	139.69	89.32		-50.37	-50.37
91763796	iShares Cohen & Steers Realty Major	07/01/2008	12/07/2009	5.151	384.67	266.21		-118.46	-118.46
91763796	iShares Cohen & Steers Realty Major	10/01/2008	12/07/2009	6.025	451.79	311.41		-140.38	-140.38
91763796	iShares Cohen & Steers Realty Major	01/02/2009	12/07/2009	21.893	942.05	1,131.54	189.49		189.49
91763796	iShares Cohen & Steers Realty Major	07/24/2009	12/07/2009	142.995	5,465.10	7,390.67	1,925.57		1,925.57

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	iShares Cohen & Steers Realty Major	09/30/2009	12/07/2009	17.457	837.22	902.27	65.05		65.05
				350.000	19,822.83	18,089.78	2,180.11	-3,913.16	-1,733.05
91763796	iShares Cohen & Steers Realty Major	11/19/2008	05/24/2010	364.110	11,973.49	20,665.55		8,692.06	8,692.06
91763796	iShares Cohen & Steers Realty Major	06/15/2009	05/24/2010	100.000	3,772.64	5,675.63	1,902.99		1,902.99
91763796	iShares Cohen & Steers Realty Major	06/15/2009	05/24/2010	146.000	5,509.51	8,286.42	2,776.91		2,776.91
91763796	iShares Cohen & Steers Realty Major	06/30/2009	05/24/2010	18.123	655.04	1,028.61	373.57		373.57
91763796	iShares Cohen & Steers Realty Major	07/24/2009	05/24/2010	674.005	25,759.79	38,254.06	12,494.27		12,494.27
91763796	iShares Cohen & Steers Realty Major	01/04/2010	05/24/2010	14.546	767.54	825.60	58.06		58.06
91763796	iShares Cohen & Steers Realty Major	03/31/2010	05/24/2010	13.215	760.22	750.02	-10.20		-10.20
				1,330.000	49,198.23	75,485.89	17,595.60	8,692.06	26,287.66
				1,680.000	69,021.06	93,575.67	19,775.71	4,778.90	24,554.61
91763796	iShares Emerging Markets Fund	01/24/2007	12/07/2009	250.000	9,672.33	10,398.53		726.20	726.20
91763796	iShares Emerging Markets Fund	01/24/2007	05/24/2010	1,050.753	40,652.92	39,106.30		-1,546.62	-1,546.62
91763796	iShares Emerging Markets Fund	07/24/2009	05/24/2010	1,944.986	68,754.03	72,387.34	3,633.31		3,633.31
91763796	iShares Emerging Markets Fund	01/04/2010	05/24/2010	37.860	1,606.76	1,409.06	-197.70		-197.70
91763796	iShares Emerging Markets Fund	01/07/2010	05/24/2010	1.402	59.77	52.18	-7.59		-7.59
				3,035.000	111,073.48	112,954.88	3,428.02	-1,546.62	1,881.40
91763796	iShares Emerging Markets Fund	01/02/2009	07/29/2010	0.083	2.09	3.40		1.31	1.31
91763796	iShares Emerging Markets Fund	01/02/2009	07/29/2010	20.554	518.33	846.53		328.20	328.20
91763796	iShares Emerging Markets Fund	06/15/2009	07/29/2010	132.000	4,316.11	5,436.53		1,120.42	1,120.42
91763796	iShares Emerging Markets Fund	06/30/2009	07/29/2010	12.766	415.78	525.76		109.98	109.98
91763796	iShares Emerging Markets Fund	07/24/2009	07/29/2010	815.015	28,810.26	33,567.03		4,756.77	4,756.77
91763796	iShares Emerging Markets Fund	07/24/2009	07/29/2010	1,000.000	35,349.38	41,185.81		5,836.43	5,836.43

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	iShares Emerging Markets Fund	06/30/2010	07/29/2010	13.666	518.08	562.85	44.77		44.77
				1,994.000	69,927.94	82,124.51	44.77	12,151.80	12,196.57
				5,279.083	190,675.84	205,481.32	3,472.79	11,332.69	14,805.48
91763796	iShares MSCI EAFE Index Fund	08/05/2009	12/07/2009	150.000	7,695.33	8,449.48	754.15		754.15
91763796	iShares MSCI EAFE Index Fund	06/15/2009	05/24/2010	1,369.000	64,187.67	65,462.88	1,275.21		1,275.21
91763796	iShares MSCI EAFE Index Fund	06/30/2009	05/24/2010	71.974	3,338.33	3,441.65	103.32		103.32
91763796	iShares MSCI EAFE Index Fund	08/05/2009	05/24/2010	84.000	4,309.34	4,016.71	-292.63		-292.63
91763796	iShares MSCI EAFE Index Fund	08/05/2009	05/24/2010	200.000	10,260.32	9,563.61	-696.71		-696.71
91763796	iShares MSCI EAFE Index Fund	08/05/2009	05/24/2010	200.000	10,260.24	9,563.61	-696.63		-696.63
91763796	iShares MSCI EAFE Index Fund	08/05/2009	05/24/2010	200.000	10,260.24	9,563.61	-696.63		-696.63
91763796	iShares MSCI EAFE Index Fund	08/05/2009	05/24/2010	700.000	35,911.06	33,472.61	-2,438.45		-2,438.45
91763796	iShares MSCI EAFE Index Fund	08/05/2009	05/24/2010	1,250.000	64,127.78	59,772.53	-4,355.25		-4,355.25
91763796	iShares MSCI EAFE Index Fund	01/04/2010	05/24/2010	58.026	3,280.76	2,774.68	-506.08		-506.08
				4,133.000	205,935.74	197,631.89	-8,303.85		-8,303.85
				4,283.000	213,631.07	206,081.37	-7,549.70		-7,549.70
91763796	iShares Russell Midcap Growth Inde	05/15/2009	12/07/2009	92.923	3,179.13	4,075.62	896.49		896.49
91763796	iShares Russell Midcap Growth Inde	09/29/2009	12/07/2009	7.077	303.01	310.41	7.40		7.40
				100.000	3,482.14	4,386.03	903.89		903.89
91763796	iShares Russell Midcap Growth Inde	05/15/2009	05/24/2010	884.885	30,274.17	40,587.69		10,313.52	10,313.52
91763796	iShares Russell Midcap Growth Inde	12/31/2009	05/24/2010	9.358	429.04	429.22	0.18		0.18
91763796	iShares Russell Midcap Growth Inde	03/31/2010	05/24/2010	5.758	280.39	264.10	-16.29		-16.29
				900.000	30,983.60	41,281.01	-16.11	10,313.52	10,297.41
91763796	iShares Russell Midcap Growth Inde	05/15/2009	05/24/2010	600.000	20,527.53	27,526.07		6,998.54	6,998.54

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	iShares Russell Midcap Growth Inde	05/15/2009	05/24/2010	300.000	10,263.77	13,763.03		3,499.26	3,499.26
91763796	iShares Russell Midcap Growth Inde	05/15/2009	05/24/2010	200.000	6,842.51	9,175.35		2,332.84	2,332.84
91763796	iShares Russell Midcap Growth Inde	05/15/2009	05/24/2010	200.000	6,842.51	9,175.35		2,332.84	2,332.84
91763796	iShares Russell Midcap Growth Inde	05/15/2009	05/24/2010	100.000	3,421.26	4,587.68		1,166.42	1,166.42
91763796	iShares Russell Midcap Growth Inde	05/15/2009	05/24/2010	100.000	3,421.26	4,587.68		1,166.42	1,166.42
91763796	iShares Russell Midcap Growth Inde	05/15/2009	05/24/2010	100.000	3,421.26	4,587.68		1,166.42	1,166.42
91763796	iShares Russell Midcap Growth Inde	05/15/2009	05/24/2010	100.000	3,421.25	4,587.66		1,166.41	1,166.41
91763796	iShares Russell Midcap Growth Inde	05/15/2009	05/24/2010	10.000	342.13	458.68		116.55	116.55
				2,710.000	92,969.22	124,116.22	887.78	30,259.22	31,147.00
91763796	iShares Russell Midcap Value Fund	01/24/2007	12/07/2009	200.000	9,977.55	7,239.06		-2,738.49	-2,738.49
91763796	iShares Russell Midcap Value Fund	01/24/2007	05/24/2010	75.640	3,773.50	2,872.59		-900.91	-900.91
91763796	iShares Russell Midcap Value Fund	01/04/2008	05/24/2010	34.825	1,576.16	1,322.56		-253.60	-253.60
91763796	iShares Russell Midcap Value Fund	08/11/2008	05/24/2010	989.535	43,297.33	37,579.87		-5,717.46	-5,717.46
				1,100.000	48,646.99	41,775.02		-6,871.97	-6,871.97
91763796	iShares Russell Midcap Value Fund	03/06/2008	05/24/2010	198.000	8,465.53	7,519.50		-946.03	-946.03
91763796	iShares Russell Midcap Value Fund	03/31/2008	05/24/2010	5.172	220.88	196.42		-24.46	-24.46
91763796	iShares Russell Midcap Value Fund	07/10/2008	05/24/2010	12.286	505.17	466.59		-38.58	-38.58
91763796	iShares Russell Midcap Value Fund	08/11/2008	05/24/2010	447.465	19,578.93	16,993.51		-2,585.42	-2,585.42
91763796	iShares Russell Midcap Value Fund	10/01/2008	05/24/2010	18.466	715.37	701.29		-14.08	-14.08
91763796	iShares Russell Midcap Value Fund	11/19/2008	05/24/2010	77.618	1,914.09	2,947.72		1,033.63	1,033.63
91763796	iShares Russell Midcap Value Fund	11/19/2008	05/24/2010	158.000	3,896.35	6,000.42		2,104.07	2,104.07
91763796	iShares Russell Midcap Value Fund	12/31/2008	05/24/2010	31.386	873.47	1,191.95		318.48	318.48
91763796	iShares Russell Midcap Value Fund	06/15/2009	05/24/2010	87.000	2,548.48	3,304.02	755.54		755.54

Realized Gains and Losses
From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

<u>Account Number</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Cost</u>	<u>Net Proceeds</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
91763796	iShares Russell Midcap Value Fund	07/10/2009	05/24/2010	24.225	656.73	919.98	263.25		263.25
91763796	iShares Russell Midcap Value Fund	09/29/2009	05/24/2010	11.146	398.84	423.28	24.44		24.44
91763796	iShares Russell Midcap Value Fund	12/31/2009	05/24/2010	18.680	700.49	709.41	8.92		8.92
91763796	iShares Russell Midcap Value Fund	03/31/2010	05/24/2010	10.557	425.76	400.92	-24.84		-24.84
				1,100.000	40,900.09	41,775.01	1,027.31	-152.39	874.92
				2,400.000	99,524.63	90,789.09	1,027.31	-9,762.85	-8,735.54
91763796	iShares S&P Smallcap	11/19/2008	05/24/2010	628.539	25,914.09	38,624.68		12,710.59	12,710.59
91763796	iShares S&P Smallcap	09/30/2009	05/24/2010	5.706	317.98	350.64	32.66		32.66
91763796	iShares S&P Smallcap	01/04/2010	05/24/2010	6.839	406.23	420.26	14.03		14.03
91763796	iShares S&P Smallcap	04/01/2010	05/24/2010	2.916	188.97	179.17	-9.80		-9.80
				644.000	26,827.27	39,574.75	36.89	12,710.59	12,747.48
91763796	iShares S&P Smallcap	11/19/2008	05/24/2010	100.000	4,122.91	6,144.36		2,021.45	2,021.45
91763796	iShares S&P Smallcap	11/19/2008	05/24/2010	100.000	4,122.91	6,144.04		2,021.13	2,021.13
91763796	iShares S&P Smallcap	11/19/2008	05/24/2010	70.000	2,886.03	4,300.83		1,414.80	1,414.80
91763796	iShares S&P Smallcap	11/19/2008	05/24/2010	30.000	1,236.87	1,843.22		606.35	606.35
				944.000	39,195.99	58,007.20	36.89	18,774.32	18,811.21
91763796	iShares S&P Smallcap	05/15/2009	05/24/2010	287.378	12,530.73	17,113.44		4,582.71	4,582.71
91763796	iShares S&P Smallcap	05/15/2009	05/24/2010	466.502	20,345.81	27,780.27		7,434.46	7,434.46
91763796	iShares S&P Smallcap	05/15/2009	05/24/2010	800.000	34,890.86	47,640.13		12,749.27	12,749.27
91763796	iShares S&P Smallcap	09/30/2009	05/24/2010	1.959	104.75	116.64	11.89		11.89
91763796	iShares S&P Smallcap	01/04/2010	05/24/2010	3.454	200.99	205.69	4.70		4.70
91763796	iShares S&P Smallcap	04/01/2010	05/24/2010	3.707	229.86	220.77	-9.09		-9.09
				1,563.000	68,303.00	93,076.94	7.50	24,766.44	24,773.94

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	Ishares S&P Smallcap	05/15/2009	05/24/2010	100.000	4,360.36	5,954.59		1,594.23	1,594.23
91763796	Ishares S&P Smallcap	05/15/2009	05/24/2010	100.000	4,360.36	5,954.51		1,594.15	1,594.15
91763796	Ishares S&P Smallcap	05/15/2009	05/24/2010	100.000	4,360.36	5,954.51		1,594.15	1,594.15
				1,863.000	81,384.08	110,940.55	7.50	29,548.97	29,556.47
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	275.000	9,740.85	9,792.24	51.39		51.39
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	319.425	11,311.25	11,374.15	62.90		62.90
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	500.000	17,710.53	17,804.08	93.45		93.45
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	1,400.000	49,589.77	49,851.44	261.67		261.67
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	1,965.000	69,602.79	69,970.04	367.25		367.25
91763796	Ishares S&P U S Pfd Fund	01/06/2010	05/24/2010	43.724	1,624.80	1,556.94	-67.86		-67.86
91763796	Ishares S&P U S Pfd Fund	02/08/2010	05/24/2010	36.763	1,351.55	1,309.07	-42.48		-42.48
91763796	Ishares S&P U S Pfd Fund	03/08/2010	05/24/2010	35.002	1,353.49	1,246.36	-107.13		-107.13
91763796	Ishares S&P U S Pfd Fund	04/09/2010	05/24/2010	38.863	1,498.41	1,383.83	-114.58		-114.58
91763796	Ishares S&P U S Pfd Fund	05/10/2010	05/24/2010	48.223	1,791.84	1,717.12	-74.72		-74.72
				4,662.000	165,575.38	166,005.27	429.89		429.89
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	150.575	5,332.05	5,361.84	29.79		29.79
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	749.425	26,538.10	26,686.40	148.30		148.30
				900.000	31,870.15	32,048.24	178.09		178.09
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	900.000	31,870.14	32,048.24	178.10		178.10
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	100.000	3,541.13	3,560.92	19.79		19.79
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	250.000	8,852.82	8,902.29	49.47		49.47
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	450.000	15,935.07	16,024.11	89.04		89.04
				800.000	28,329.02	28,487.32	158.30		158.30

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	Ishares S&P U S Pfd Fund	12/03/2009	05/24/2010	0.575	20.35	20.46	0.11		0.11
				7,262.575	257,665.04	258,609.53	944.49		944.49
91763796	JP Morgan High Yield Bond Select	06/02/2009	12/03/2009	16,299.814	109,208.75	123,878.60	14,669.85		14,669.85
91763796	JP Morgan High Yield Bond Select	08/31/2009	12/03/2009	113.825	814.99	865.07	50.08		50.08
91763796	JP Morgan High Yield Bond Select	09/30/2009	12/03/2009	114.565	853.51	870.69	17.18		17.18
91763796	JP Morgan High Yield Bond Select	10/30/2009	12/03/2009	114.291	859.47	868.61	9.14		9.14
91763796	JP Morgan High Yield Bond Select	11/30/2009	12/03/2009	110.069	832.12	836.52	4.40		4.40
				16,752.564	112,568.84	127,319.49	14,750.65		14,750.65
91763796	Oppenheimer International Bond Fu	02/27/2009	12/03/2009	12,650.484	69,071.64	85,011.25	15,939.61		15,939.61
91763796	Oppenheimer International Bond Fu	06/30/2009	12/03/2009	53.772	325.86	361.35	35.49		35.49
91763796	Oppenheimer International Bond Fu	07/31/2009	12/03/2009	44.786	278.12	300.96	22.84		22.84
91763796	Oppenheimer International Bond Fu	08/05/2009	12/03/2009	12,019.971	75,365.22	80,774.21	5,408.99		5,408.99
91763796	Oppenheimer International Bond Fu	08/31/2009	12/03/2009	73.926	466.47	496.78	30.31		30.31
91763796	Oppenheimer International Bond Fu	09/30/2009	12/03/2009	76.725	501.78	515.59	13.81		13.81
91763796	Oppenheimer International Bond Fu	10/30/2009	12/03/2009	83.974	549.19	564.31	15.12		15.12
91763796	Oppenheimer International Bond Fu	11/30/2009	12/03/2009	72.673	486.91	488.36	1.45		1.45
				25,076.311	147,045.19	168,512.81	21,467.62		21,467.62
91763796	Oppenheimer International Bond Fu	05/24/2010	07/29/2010	19,768.623	121,181.66	127,853.25	6,671.59		6,671.59
91763796	Oppenheimer International Bond Fu	05/28/2010	07/29/2010	16.902	103.78	109.32	5.54		5.54
91763796	Oppenheimer International Bond Fu	06/30/2010	07/29/2010	69.353	430.68	448.54	17.86		17.86
				19,854.878	121,716.12	128,411.11	6,694.99		6,694.99
				44,931.189	268,761.31	296,923.92	28,162.61		28,162.61
91763796	PIMCO Total Return Fund	01/31/2007	12/03/2009	13.735	141.75	151.06	9.31		9.31
91763796	PIMCO Total Return Fund	05/31/2007	12/03/2009	69.847	713.84	768.19	54.35		54.35
91763796	PIMCO Total Return Fund	06/29/2007	12/03/2009	67.313	683.90	740.32	56.42		56.42
91763796	PIMCO Total Return Fund	07/31/2007	12/03/2009	64.096	656.34	704.94	48.60		48.60

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	PIMCO Total Return Fund	09/30/2008	12/03/2009	214.318	2,203.19	2,357.11		153.92	153.92
91763796	PIMCO Total Return Fund	10/31/2008	12/03/2009	253.438	2,569.86	2,787.36		217.50	217.50
91763796	PIMCO Total Return Fund	11/25/2008	12/03/2009	14,975.207	154,569.21	164,699.85		10,130.64	10,130.64
91763796	PIMCO Total Return Fund	11/28/2008	12/03/2009	211.397	2,177.39	2,324.98		147.59	147.59
91763796	PIMCO Total Return Fund	12/19/2008	12/03/2009	242.983	2,444.97	2,672.36	227.39		227.39
91763796	PIMCO Total Return Fund	12/31/2008	12/03/2009	355.159	3,601.31	3,906.10	304.79		304.79
91763796	PIMCO Total Return Fund	01/30/2009	12/03/2009	451.190	4,579.58	4,962.26	382.68		382.68
91763796	PIMCO Total Return Fund	03/31/2009	12/03/2009	336.836	3,412.15	3,704.58	292.43		292.43
91763796	PIMCO Total Return Fund	04/30/2009	12/03/2009	334.361	3,417.17	3,677.36	260.19		260.19
91763796	PIMCO Total Return Fund	06/30/2009	12/03/2009	229.731	2,400.69	2,526.62	125.93		125.93
91763796	PIMCO Total Return Fund	07/31/2009	12/03/2009	219.193	2,330.02	2,410.72	80.70		80.70
91763796	PIMCO Total Return Fund	08/05/2009	12/03/2009	8,352.945	88,257.05	91,867.10	3,610.05		3,610.05
91763796	PIMCO Total Return Fund	08/31/2009	12/03/2009	249.618	2,690.88	2,745.34	54.46		54.46
91763796	PIMCO Total Return Fund	09/30/2009	12/03/2009	237.950	2,598.41	2,617.01	18.60		18.60
91763796	PIMCO Total Return Fund	10/30/2009	12/03/2009	218.193	2,387.03	2,399.72	12.69		12.69
91763796	PIMCO Total Return Fund	11/30/2009	12/03/2009	175.217	1,934.40	1,927.07	-7.33		-7.33
				27,272.727	283,769.14	299,950.05	5,362.58	10,818.33	16,180.91
91763796	PIMCO Total Return Fund	12/19/2008	12/07/2009	2,729.754	27,467.67	29,955.00	2,487.33		2,487.33
91763796	PIMCO Total Return Fund	12/19/2008	05/24/2010	3,995.677	40,205.79	44,409.87		4,204.08	4,204.08
91763796	PIMCO Total Return Fund	12/09/2009	05/24/2010	49.143	535.17	546.20	11.03		11.03
91763796	PIMCO Total Return Fund	12/09/2009	05/24/2010	176.669	1,923.93	1,963.58	39.65		39.65
91763796	PIMCO Total Return Fund	12/31/2009	05/24/2010	82.171	887.45	913.29	25.84		25.84
91763796	PIMCO Total Return Fund	01/29/2010	05/24/2010	54.316	595.30	603.69	8.39		8.39
91763796	PIMCO Total Return Fund	02/26/2010	05/24/2010	53.512	588.10	594.75	6.65		6.65
91763796	PIMCO Total Return Fund	03/31/2010	05/24/2010	56.070	619.01	623.19	4.18		4.18
91763796	PIMCO Total Return Fund	04/30/2010	05/24/2010	57.424	639.13	638.23	-0.90		-0.90
				4,524.982	45,993.88	50,292.80	94.84	4,204.08	4,298.92
91763796	PIMCO Total Return Fund	12/19/2008	06/16/2010	3,543.725	35,658.11	39,392.41		3,734.30	3,734.30

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	PIMCO Total Return Fund	05/28/2010	06/16/2010	50.165	556.83	557.64	0.81		0.81
				3,593.890	36,214.94	39,950.05	0.81	3,734.30	3,735.11
				38,121.353	393,445.63	420,147.90	7,945.56	18,756.71	26,702.27
91763796	Powershs Db Commdty Indx	02/27/2007	05/24/2010	51.000	1,304.55	1,093.80		-210.75	-210.75
91763796	Powershs Db Commdty Indx	12/31/2007	05/24/2010	50.638	1,942.82	1,300.51		-642.31	-642.31
91763796	Powershs Db Commdty Indx	02/15/2008	05/24/2010	488.000	16,719.31	10,466.18		-6,253.13	-6,253.13
91763796	Powershs Db Commdty Indx	11/19/2008	05/24/2010	700.000	16,301.75	15,012.96		-1,288.79	-1,288.79
91763796	Powershs Db Commdty Indx	06/15/2009	05/24/2010	505.000	12,045.84	10,830.78	-1,215.06		-1,215.06
91763796	Powershs Db Commdty Indx	07/24/2009	05/24/2010	718.362	16,644.88	15,406.77	-1,238.11		-1,238.11
				2,523.000	64,959.15	54,111.00	-2,453.17	-8394.98	-10848.15
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	100.000	1,576.02	1,566.95	-9.07		-9.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	100.000	1,576.02	1,566.95	-9.07		-9.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	100.000	1,576.02	1,566.95	-9.07		-9.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	100.000	1,576.02	1,566.95	-9.07		-9.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	250.000	3,940.05	3,917.38	-22.67		-22.67
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	875.728	13,801.64	13,722.27	-79.37		-79.37
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	4,500.000	70,920.85	70,513.01	-407.84		-407.84
91763796	Powershs Exch Trad Fd Tr	01/04/2010	05/24/2010	543.767	8,927.23	8,520.59	-406.64		-406.64
91763796	Powershs Exch Trad Fd Tr	02/01/2010	05/24/2010	270.367	4,463.22	4,236.53	-226.69		-226.69
91763796	Powershs Exch Trad Fd Tr	03/01/2010	05/24/2010	275.933	4,696.17	4,323.75	-372.42		-372.42
91763796	Powershs Exch Trad Fd Tr	04/01/2010	05/24/2010	298.887	5,206.41	4,683.43	-522.98		-522.98
91763796	Powershs Exch Trad Fd Tr	05/03/2010	05/24/2010	285.318	4,833.28	4,470.80	-362.48		-362.48
				7,700.000	123,092.93	120,655.56	-2,437.37		-2,437.37
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	7,000.000	110,321.31	109,686.87	-634.44		-634.44
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	7,000.000	110,321.31	109,686.87	-634.44		-634.44
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	7,000.000	110,321.32	109,686.87	-634.45		-634.45

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	387.000	6,099.19	6,064.12	-35.07		-35.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	1,513.000	23,845.16	23,708.03	-137.13		-137.13
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	2,100.000	33,096.39	32,906.06	-190.33		-190.33
				4,000.000	63,040.74	62,678.21	-362.53		-362.53
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	46.728	735.97	732.21	-3.76		-3.76
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	100.000	1,575.02	1,566.95	-8.07		-8.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	100.000	1,575.02	1,566.95	-8.07		-8.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	100.000	1,575.02	1,566.95	-8.07		-8.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	200.000	3,150.04	3,133.91	-16.13		-16.13
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	250.000	3,937.55	3,917.38	-20.17		-20.17
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	300.000	4,725.06	4,700.87	-24.19		-24.19
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	400.000	6,300.08	6,267.82	-32.26		-32.26
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	500.000	7,880.09	7,834.78	-45.31		-45.31
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	539.000	8,494.74	8,445.89	-48.85		-48.85
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	564.272	8,893.03	8,841.90	-51.13		-51.13
				3,100.000	48,841.62	48,575.61	-266.01		-266.01
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	953.272	15,014.22	14,937.34	-76.88		-76.88
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	1,546.728	24,361.26	24,236.54	-124.72		-124.72
				2,500.000	39,375.48	39,173.88	-201.60		-201.60
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	2,150.000	33,862.90	33,689.54	-173.36		-173.36
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	2,100.000	33,075.39	32,906.06	-169.33		-169.33
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	1,200.000	18,900.23	18,803.46	-96.77		-96.77
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	1,139.000	17,939.46	17,870.39	-69.07		-69.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	1,000.000	15,750.19	15,669.55	-80.64		-80.64

Realized Gains and Losses
From 10/01/2009 to 09/30/2010

Robert M Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	1,000.000	15,750.19	15,669.55	-80.64		-80.64
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	1,000.000	15,750.19	15,669.55	-80.64		-80.64
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	500.000	7,875.09	7,834.77	-40.32		-40.32
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	500.000	7,875.09	7,834.78	-40.31		-40.31
				1,000.000	15,750.18	15,669.55	-80.63		-80.63
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	100.000	1,575.02	1,568.95	-6.07		-6.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	100.000	1,575.02	1,568.95	-6.07		-6.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	100.000	1,575.02	1,568.95	-6.07		-6.07
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	100.000	1,575.01	1,566.95	-8.06		-8.06
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	10.728	168.97	168.11	-0.86		-0.86
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	24.272	382.29	380.33	-1.96		-1.96
				35.000	551.26	548.44	-2.82		-2.82
91763796	Powershs Exch Trad Fd Tr	12/03/2009	05/24/2010	0.272	4.28	4.25	-0.03		-0.03
				49,324.272	778,949.05	772,918.01	-6,031.04		-6,031.04
91763796	Vanguard Growth	07/24/2009	12/07/2009	86.640	3,999.59	4,514.12	514.53		514.53
91763796	Vanguard Growth	10/01/2009	12/07/2009	38.360	1,871.38	1,998.65	127.27		127.27
				125.000	5,870.97	6,512.77	641.80		641.80
91763796	Vanguard Growth	07/24/2009	12/07/2009	100.000	4,616.35	5,210.20	593.85		593.85
91763796	Vanguard Growth	07/24/2009	12/07/2009	100.000	4,616.36	5,210.13	593.77		593.77

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
91763796	Vanguard Growth	11/19/2008	05/24/2010	1,943.000	71,261.27	99,771.29		28,510.02	28,510.02
91763796	Vanguard Growth	11/19/2008	05/24/2010	900.000	33,008.31	46,214.18		13,205.87	13,205.87
91763796	Vanguard Growth	11/19/2008	05/24/2010	74.424	2,729.19	3,821.66		1,092.47	1,092.47
91763796	Vanguard Growth	11/19/2008	05/24/2010	125.576	4,605.62	6,448.35		1,842.73	1,842.73
				200.000	7,334.81	10,270.01		2,935.20	2,935.20
91763796	Vanguard Growth	11/19/2008	05/24/2010	100.000	3,667.09	5,135.01		1,467.92	1,467.92
91763796	Vanguard Growth	11/19/2008	05/24/2010	100.000	3,667.09	5,135.01		1,467.92	1,467.92
91763796	Vanguard Growth	11/19/2008	05/24/2010	100.000	3,667.09	5,135.01		1,467.92	1,467.92
91763796	Vanguard Growth	11/19/2008	05/24/2010	100.000	3,667.09	5,134.91		1,467.82	1,467.82
91763796	Vanguard Growth	11/19/2008	05/24/2010	1,530.569	56,134.98	78,593.31		22,458.33	22,458.33
91763796	Vanguard Growth	12/30/2008	05/24/2010	40.802	1,562.26	2,095.15		532.89	532.89
91763796	Vanguard Growth	04/02/2009	05/24/2010	35.299	1,382.31	1,812.59		430.28	430.28
91763796	Vanguard Growth	05/15/2009	05/24/2010	100.000	4,112.34	5,134.91		1,022.57	1,022.57
91763796	Vanguard Growth	05/15/2009	05/24/2010	900.000	37,020.10	46,214.19		9,194.09	9,194.09
91763796	Vanguard Growth	05/15/2009	05/24/2010	1,600.000	65,813.51	82,158.53		16,345.02	16,345.02
91763796	Vanguard Growth	06/15/2009	05/24/2010	835.000	36,348.15	42,876.49	6,528.34		6,528.34
91763796	Vanguard Growth	07/01/2009	05/24/2010	42.518	1,857.49	2,183.24	325.75		325.75
91763796	Vanguard Growth	07/24/2009	05/24/2010	39.360	1,817.01	2,021.12	204.11		204.11
91763796	Vanguard Growth	12/30/2009	05/24/2010	43.024	2,307.69	2,209.27	-98.42		-98.42
91763796	Vanguard Growth	04/01/2010	05/24/2010	33.428	1,875.60	1,716.48	-159.12		-159.12
				5,200.000	210,231.44	267,015.28	6,800.66	49,983.18	56,783.84
91763796	Vanguard Growth	11/19/2008	06/16/2010	190.000	6,967.47	10,021.17		3,053.70	3,053.70
				9,158.000	358,575.34	470,764.97	8,630.08	103,559.55	112,189.63

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #. 91763796

Realized Gains and Losses

<u>Account Number</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Cost</u>	<u>Net Proceeds</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
91763796	Vanguard Total Bond Market Index	05/24/2010	06/16/2010	3,802.445	40,393.89	40,217.97	-175.92		-175.92
91763796	Vanguard Total Bond Market Index	05/28/2010	06/16/2010	2.586	27.33	27.36	0.03		0.03
				3,805.031	40,421.22	40,245.33	-175.89		-175.89
91763796	Vanguard Value	06/15/2009	12/07/2009	311.741	12,641.94	14,997.35	2,355.41		2,355.41
91763796	Vanguard Value	10/01/2009	12/07/2009	88.259	4,019.84	4,246.00	226.16		226.16
				400.000	16,661.78	19,243.35	2,581.57		2,581.57
91763796	Vanguard Value	11/19/2008	05/24/2010	375.393	14,096.26	17,575.94		3,479.68	3,479.68
91763796	Vanguard Value	11/19/2008	05/24/2010	956.000	35,888.90	44,760.03		8,871.13	8,871.13
91763796	Vanguard Value	11/19/2008	05/24/2010	1,052.690	39,518.70	49,287.06		9,768.36	9,768.36
91763796	Vanguard Value	11/19/2008	05/24/2010	3,600.000	135,146.49	168,552.45		33,405.96	33,405.96
91763796	Vanguard Value	12/30/2008	05/24/2010	125.199	4,970.03	5,861.81		891.78	891.78
91763796	Vanguard Value	06/15/2009	05/24/2010	1,207.259	48,957.61	56,524.00	7,566.39		7,566.39
91763796	Vanguard Value	07/01/2009	05/24/2010	101.894	4,062.06	4,770.69	708.63		708.63
91763796	Vanguard Value	12/30/2009	05/24/2010	111.646	5,379.06	5,227.26	-151.80		-151.80
91763796	Vanguard Value	04/01/2010	05/24/2010	69.920	3,563.83	3,273.66	-290.17		-290.17
				7,600.000	291,582.94	355,832.90	7,833.05	56,416.91	64,249.96
91763796	Vanguard Value	11/19/2008	05/24/2010	213.000	7,996.17	9,972.47		1,976.30	1,976.30
91763796	Vanguard Value	11/19/2008	05/24/2010	200.000	7,508.14	9,363.82		1,855.68	1,855.68
91763796	Vanguard Value	11/19/2008	05/24/2010	100.000	3,754.07	4,682.23		928.16	928.16
91763796	Vanguard Value	11/19/2008	05/24/2010	100.000	3,754.07	4,681.91		927.84	927.84
91763796	Vanguard Value	11/19/2008	06/16/2010	210.000	7,883.54	10,113.08		2,229.54	2,229.54
91763796	Vanguard Value	11/19/2008	07/29/2010	216.453	8,125.79	10,284.84		2,159.05	2,159.05

Realized Gains and Losses

From 10/01/2009 to 09/30/2010

Robert M. Butler Memorial CS - Corporate Acct #: 91763796

Realized Gains and Losses

<u>Account Number</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Cost</u>	<u>Net Proceeds</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
91763796	Vanguard Value	07/01/2010	07/29/2010	33.547	1,487.82	1,594.00	106.18		106.18
				250.000	9,613.61	11,878.84	106.18	2,159.05	2,265.23
				9,073.000	348,754.32	425,768.60	10,520.80	66,493.48	77,014.28
	Short Term Gains				2,359,493.52	2,453,354.23	93,860.71		
	Total Long Gains				1,544,699.89	1,820,071.06		275,371.17	
	Total (Sales)				3,904,193.41	4,273,425.29	93,860.71	275,371.17	369,231.88