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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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

Name of foundation THE BUTLER FOUNDATION C/O CHARTER TRUST COMPANY		**A Employer identification number** 22-2701588
Number and street (or P O box number if mail is not delivered to street address) 90 NORTH MAIN ST	Room/suite	**B** Telephone number (see page 10 of the instructions) (603) 224-1350
City or town, state, and ZIP code CONCORD, NH 03301		**C** If exemption application is pending, check here ☐ **D 1.** Foreign organizations, check here ☐ **2.** Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 9,230,880

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	246,654	153,646		
	4	Dividends and interest from securities	95,597	95,597		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,228			
	b	Gross sales price for all assets on line 6a 1,769,513				
	7	Capital gain net income (from Part IV, line 2)		4,228		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	4,212			
	12	**Total.** Add lines 1 through 11	350,691	253,471		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	91,547			91,547
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	7,629			7,629
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,200			2,200
	c	Other professional fees (attach schedule)	10,728	7,520		3,208
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	5,363			5,363
	22	Printing and publications				
	23	Other expenses (attach schedule)	75			75
	24	**Total operating and administrative expenses.** Add lines 13 through 23	117,542	7,520		110,022
	25	Contributions, gifts, grants paid	588,005			588,005
	26	**Total expenses and disbursements.** Add lines 24 and 25	705,547	7,520		698,027
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-354,856			
	b	**Net investment income** (if negative, enter -0-)		245,951		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	311,755	524,024	524,024
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	4,618,124	4,065,998	4,089,149
	b Investments—corporate stock (attach schedule)	1,901,796	2,419,414	3,275,684
	c Investments—corporate bonds (attach schedule)	1,504,408	605,538	641,748
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	322,693	686,916	700,275
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,658,776	8,301,890	9,230,880
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	5,850,510	5,850,510	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,808,266	2,451,380	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	8,658,776	8,301,890	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	8,658,776	8,301,890	

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	8,658,776
2	Enter amount from Part I, line 27a	2	-354,856
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,303,920
5	Decreases not included in line 2 (itemize) ▶	5	2,030
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,301,890

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	4,228
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	9,820

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	524,505	8,735,838	0 060041
2008	432,865	8,777,649	0 049314
2007	325,866	6,984,683	0 046654
2006	319,452	6,773,413	0 047163
2005	297,737	6,652,027	0 044759

2	**Total** of line 1, column (d).	2	0 247931
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 049586
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	8,935,372
5	Multiply line 4 by line 3.	5	443,069
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,460
7	Add lines 5 and 6.	7	445,529
8	Enter qualifying distributions from Part XII, line 4.	8	698,027

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

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	2,460
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,460
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,460
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 2,560		
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	2,560
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	100
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 100 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NONE

14 The books are in care of ▶CHARTER TRUST COMPANY Telephone no ▶(603) 224-1350

Located at ▶90 NORTH MAIN STREET CONCORD NH ZIP+4 ▶03301

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 | |

16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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)?	1b		No
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2010?	1c		
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☑ No			
If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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 2010 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 2010.)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2010?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☑ Yes ☐ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☐ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	8,579,787
b	Average of monthly cash balances	1b	491,657
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	9,071,444
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,071,444
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	136,072
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,935,372
6	**Minimum investment return.** Enter 5% of line 5	6	446,769

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	446,769
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,460		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,460
3	Distributable amount before adjustments Subtract line 2c from line 1			3	444,309
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	444,309
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	444,309

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	698,027
b	Program-related investments—total from Part IX-B	1b	
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	698,027
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,460
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	695,567

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				444,309
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			224,844	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 698,027				
a Applied to 2009, but not more than line 2a			224,844	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2010 distributable amount.				444,309
e Remaining amount distributed out of corpus	28,874			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,874			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	28,874			
10 Analysis of line 9				
a Excess from 2006. . . .				
b Excess from 2007. . . .				
c Excess from 2008. . . .				
d Excess from 2009. . . .				
e Excess from 2010. . . . 28,874				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

CHARTER TRUST COMPANY
90 NORTH MAIN ST
CONCORD, NH 03301
(603) 224-1350

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

FOR SCHOLARSHIPS ONLY - THERE IS NO FORMAL SUBMISSION DEADLINE THE APPLICANT SUBMITS THE APPLICATION TO CHARTER TRUST COMPANY THE APPLICANT IS REQUIRED TO WRITE AN ESSAY AND SUPPLY HIGH SCHOOL GRADES IN ADDITION TO OTHER INFORMATION

c Any submission deadlines

THERE IS NO FORMAL SUBMISSION DEADLINE

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

US APPLICANTS ARE LIMITED TO THE CHILDREN OF EMPLOYEES OF NES LABS THE TRUST IS CURRENTLY WORKING WITH EARTH UNIVERSITY FOUNDATION TO GIVE A SCHOLARSHIP TO AN INDIGENOUS CHILD FROM ECUADOR TO ATTEND THE UNIVERSITY THERE IS NO RESTRICTION ON THIS GRANT OTHER THAN THAT THE CHILD COME FROM A POORER COMMUNITY WITHIN CERTAIN AREAS OF ECUADOR EARTH UNIVERSITY FOUNDATION DOES THE SELECTION PROCESS FOR THIS ECUADORIAN SCHOLARSHIP

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				588,005
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	246,654	
4 Dividends and interest from securities			14	95,597	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,228	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a 2009 FEDERAL TAX REFUND			1	4,212	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				350,691	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 350,691

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

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

****** | 2011-05-11 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	KAREN M CAREW	2011-05-13		
Firm's name	CAREW & WELLS PLLC		Firm's EIN	
Firm's address	3 NORTH SPRING ST SUITE 100 CONCORD, NH 03301		Phone no (603) 224-3950	

Additional Data

Software ID:
Software Version:
EIN: 22-2701588
Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	514 02 SHS FNMA MTG PASS 5 5% 5/01/1	P	2001-08-15	2010-01-15
B	4,355 3 SHS FNMA PL 4% 4/01/24	P	2009-03-30	2010-01-25
C	235 21 SHS FNMA POOL 7% 8/01/14	P	1999-07-27	2010-02-25
D	418 18 SHS FHLMC GD 4 5% 6/1/19	P	2005-06-03	2010-03-15
E	529 05 SHS FHLMC GD PL 4% 5/1/24	P	2009-05-04	2010-04-15
F	1,500 SHS ISHARES MSCI EMU INDEX	P	2009-03-16	2010-04-29
G	624 47 SHS FNMA POOL 4 5% 7/1/18	P	2003-07-21	2010-05-25
H	60 08 SHS FNMA POOL 6% 11/1/16	P	2001-10-19	2010-06-25
I	170 89 SHS FNMA POOL 6 5% 5/1/19	P	2000-12-07	2010-07-25
J	2,340 93 SHS FHLMC GD PL 4% 5/1/24	P	2009-05-04	2010-08-15
K	833 81 SHS FHLMC GD PL 4% 5/1/24	P	2009-04-28	2010-09-15
L	118 68 SHS FNMA MTG PASS 5 5% 5/1/16	P	2001-08-15	2010-10-15
M	15,996 25 SHS FNMA PL 4% 4/1/24	P	2009-03-30	2010-10-25
N	61 75 SHS FNMA POOL 6% 11/01/16	P	2001-10-19	2010-11-25
O	17 77 SHS FED NAT'L MTG ASOC 8% 8/1/	P	1998-12-09	2010-12-25
P	3,370 75 SHS FHLMC 4 5% 5/01/24	P	2009-06-09	2010-01-15
Q	601 08 SHS BANK AMERICA CORP	P	2004-04-15	2010-02-04
R	26 SHS FED NAT'L MTG ASSOC 7% 6/01/1	P	1996-12-12	2010-02-25
S	2,403 48 SHS FED HOME LOAN MTG SER	P	1998-11-05	2010-03-15
T	1,279 12 SHS FHLMC GD PL 5% 11/1/13	P	2003-10-22	2010-04-15
U	388 66 SHS FNMA MTG PASS 5 5% 5/1/16	P	2001-08-15	2010-05-15
V	6,323 68 SHS FNMA PL 4% 4/1/24	P	2009-03-30	2010-05-25
W	4 7 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-06-25
X	110 57 SHS FNMA POOL 7% 8/1/14	P	1999-07-27	2010-07-25
Y	799 28 SHS FHLMC GD PL 5% 11/1/13	P	2003-10-22	2010-08-15
Z	4 379 15 SHS FHLMC GD PL 4% 5/1/24	P	2009-05-04	2010-09-15
AA	2,277 85 SHS FHLMC PL 4 5% 5/1/24	P	2009-06-09	2010-10-15
AB	175 SHS INTERNATIONAL FLAVORS & FRAG	P	2009-03-16	2010-11-05
AC	5 07 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-11-25
AD	63 1 SHS FNMA POOL 6% 11/1/16	P	2001-10-19	2010-12-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
AE	13,688 69 SHS FHLMC GD 4% 5/01/24	P	2009-04-28	2010-01-15
AF	99 92 SHS BANK AMERICA CORP	P	2004-11-19	2010-02-04
AG	3 49 SHS FED NAT'L MTG ASSOC 7% 6/01	P	2008-09-28	2010-02-25
AH	100,000 SHS STANLEY WORKS 5% 3/15/10	P	2007-11-16	2010-03-15
AI	1,243 46 SHS FHLMC GD PL 4 5% 6/1/19	P	2005-06-03	2010-04-15
AJ	768 3 SHS FHLMC PL 4 5% 5/1/24	P	2009-06-09	2010-05-15
AK	250,000 SHS GTE NORTHWEST 6 3% 6/1/1	P	1999-06-21	2010-06-01
AL	986 79 SHS FNMA POOL 4 5% 7/1/18	P	2003-07-21	2010-06-25
AM	44 79 SHS FED NAT'L MTG ASSOC 7% 6/1	P	1996-12-12	2010-07-25
AN	392 54 SHS FHLMC GD PL 4 5% 6/1/19	P	2005-06-03	2010-08-15
AO	1,003 58 SHS FHLMC GD PL 5% 11/1/13	P	2003-10-22	2010-09-15
AP	12,558 21 SHS FHLMC GD PL 4% 5/1/24	P	2009-04-28	2010-10-15
AQ	161 79 SHS FNMA MTG PASS 5 5% 5/1/16	P	2001-08-15	2010-11-15
AR	886 81 SHS FNMA POOL 4 5% 7/1/18	P	2003-07-21	2010-11-25
AS	5 08 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-12-25
AT	498 95 SHS FHLMC GD 4% 5/01/24	P	2009-05-04	2010-01-15
AU	155 14 SHS FNMA MTG PASS 5 5% 5/1/16	P	2001-08-15	2010-02-15
AV	1,224 56 SHS FED NAT'L MTG ASSOC 8%	P	1998-12-09	2010-02-25
AW	106 23 SHS FNMA POOL 6 5% 5/01/19	P	2000-12-07	2010-03-25
AX	4,447 27 SHS FED HOME LOAN	P	1998-11-05	2010-04-15
AY	1,081 58 SHS FHLMC GD PL 4% 5/1/24	P	2009-04-28	2010-05-15
AZ	192 29 SHS FNMA MTG PASS 5 5% 5/1/16	P	2001-08-15	2010-06-15
BA	5,192 74 SHS FNMA PL 4% 4/1/24	P	2009-03-30	2010-06-25
BB	6 01 SHS FED NAT'L MTG ASSOC 7% 6/1/	P	2008-09-18	2010-07-25
BC	5,903 39 SHS FED HOME LOAN MTG SER 5	P	1998-11-05	2010-08-15
BD	379 76 SHS FHLMC GD PL 4 5% 6/1/19	P	2005-06-03	2010-09-15
BE	486 15 SHS FHLMC GD PL 4% 5/1/24	P	2009-05-04	2010-10-15
BF	2,563 56 SHS FHLMC PL 4 5% 5/1/24	P	2009-06-09	2010-11-15
BG	21,974 06 SHS FNMA PL 4% 4/1/24	P	2009-03-30	2010-11-25
BH	817 59 SHS FNMA POOL 4 5% 7/1/18	P	2003-07-21	2010-12-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
BI	1,216 55 SHS FHLMC GD 5% 11/01/13	P	2003-10-22	2010-01-15
BJ	1,203 43 SHS FHLMC 4 5% 5/01/24	P	2009-06-09	2010-02-15
BK	91 16 SHS FNMA POOL 6% 11/01/16	P	2001-10-19	2010-02-25
BL	137 65 SHS FNMA POOL 7% 8/1/14	P	1999-07-27	2010-03-25
BM	265 33 SHS FNMA POOL 6 5% 5/1/19	P	2000-12-07	2010-04-25
BN	544 01 SHS FHLMC GD PL 4% 5/1/24	P	2009-05-04	2010-05-15
BO	1,221 29 SHS FHLMC PL 4 5% 5/1/24	P	2009-06-09	2010-06-15
BP	137 SHS FNMA MTG PASS 5 5% 5/1/16	P	2001-08-15	2010-07-15
BQ	101 47 SHS FED NAT'L MTG ASOC 8% 8/1	P	1998-12-09	2010-07-25
BR	295 89 SHS FNMA POOL 6 5% 5/1/19	P	2000-12-07	2010-08-25
BS	2,083 84 SHS FED HOME LOAN MTG SER 6	P	1998-11-05	2010-09-15
BT	958 81 SHS FHLMC GD PL 5% 11/1/13	P	2003-10-22	2010-10-15
BU	785 89 SHS FHLMC GD PL 4% 5/1/24	P	2009-04-28	2010-11-15
BV	118 13 SHS FNMA MTG PASS 5 5% 5/1/16	P	2001-08-15	2010-12-15
BW	17,632 28 SHS FNMA PL 4% 4/1/24	P	2009-03-30	2010-12-25
BX	411 94 SHS FHLMC GD 4 5% 6/01/19	P	2005-06-03	2010-01-15
BY	1,023 47 SHS FHLMC 4% 5/01/24	P	2009-04-28	2010-02-15
BZ	4 64 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-02-25
CA	25 78 SHS FED NAT'L MTG ASSOC 7% 6/1	P	1996-12-12	2010-03-25
CB	209 9 SHS FNMA POOL 7% 8/1/14	P	1999-07-27	2010-04-25
CC	800 57 SHS FHLMC GD PL 5% 11/1/13	P	2003-10-22	2010-05-15
CD	902 65 SHS FHLMC GD PL 4% 5/1/24	P	2009-04-28	2010-06-15
CE	3,784 34 SHS FHLMC PL 4 5% 5/1/24	P	2009-06-09	2010-07-15
CF	60 41 SHS FNMA POOL 6% 11/1/16	P	2001-10-19	2010-07-25
CG	111 56 SHS FNMA POOL 7% 8/1/14	P	1999-07-27	2010-08-25
CH	100,000 SHS SLM CORP 5 45% 4/25/11	P	2006-09-12	2010-09-22
CI	480 17 SHS FHLMC GD PL 4 5% 6/1/19	P	2005-06-03	2010-10-15
CJ	5,640 09 SHS FHLMC GD PL 4% 5/1/24	P	2009-05-04	2010-11-15
CK	2,451 44 SHS FHLMC PL 4 5% 5/1/24	P	2009-06-09	2010-12-15
CL	3,755 59 SHS FED HOME LOAN MTG SER 1	P	1998-11-05	2010-01-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CM	639 17 SHS FHLMC GD 4% 5/01/24	P	2009-05-04	2010-02-15
CN	848 82 SHS FNMA POOL 4 5% 7/1/18	P	2003-07-21	2010-02-25
CO	3 46 SHS FED NAT'L MTG ASSOC 7% 6/1/	P	2008-09-18	2010-03-25
CP	26 14 SHS FED NAT'L MTG ASSOC 7% 6/1	P	1996-12-12	2010-04-25
CQ	1,090 14 SHS FHLMC GD PL 4 5% 6/1/19	P	2005-06-03	2010-05-15
CR	634 94 SHS FHLMC GD PL 4% 5/1/24	P	2009-05-04	2010-06-15
CS	7,694 44 SHS FHLMC GD PL 4% 5/1/24	P	2009-04-28	2010-07-15
CT	4 72 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-07-25
CU	22 71 SHS FED NAT'L MTG ASSOC 7% 6/1	P	1996-12-12	2010-08-25
CV	146 47 SHS FNMA POOL 6 5% 5/1/19	P	2000-12-07	2010-09-25
CW	2,597 88 SHS FED HOME LOAN MTG SER 6	P	1998-11-05	2010-10-15
CX	1,211 42 SHS FHLMC GD PL 5% 11/1/13	P	2003-10-22	2010-11-15
CY	859 54 SHS FHLMC GD PL 4% 5/1/24	P	2009-04-28	2010-12-15
CZ	278 96 SHS FNMA POOL 6 5% 5/01/19	P	2000-12-07	2010-01-25
DA	1,011 86 SHS FHLMC GD 5% 11/01/13	P	2003-10-22	2010-02-15
DB	4,066 51 SHS FNMA PL 4% 4/01/24	P	2009-03-30	2010-02-25
DC	23 92 SHS FED NAT'L MTG ASSOC 8% 8/1	P	1998-12-09	2010-03-25
DD	3 51 SHS FED NAT'L MTG ASSOC 7% 6/1/	P	2008-09-18	2010-04-25
DE	3,653 15 SHS FED HOME LOAN MTG SER 6	P	1998-11-05	2010-05-15
DF	909 18 SHS FHLMC GD PL 5% 11/1/13	P	2003-10-22	2010-06-15
DG	509 77 SHS FHLMC GD PL 4% 5/1/24	P	2009-05-04	2010-07-15
DH	381 48 SHS FNMA POOL 4 5% 7/1/18	P	2003-07-21	2010-07-25
DI	3 05 SHS FED NAT'L MTG ASSOC 7% 6/1/	P	2008-09-18	2010-08-25
DJ	107 2 SHS FNMA POOL 7% 8/1/14	P	1999-07-27	2010-09-25
DK	179 SHS FNMA POOL 6 5% 5/1/19	P	2000-12-07	2010-10-25
DL	391 84 SHS FHLMC GD PL 4 5% 6/1/19	P	2005-06-03	2010-11-15
DM	450 84 SHS FHLMC GD PL 4% 5/1/24	P	2009-05-04	2010-12-15
DN	208 92 SHS FNMA POOL 7% 8/01/14	P	1999-07-27	2010-01-25
DO	399 18 SHS FHLMC GD 4 5% 6/1/19	P	2005-06-03	2010-02-15
DP	400 SHS UNITED TECHNOLOGIES CORP	P	2002-02-04	2010-03-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
DQ	3,226 34 SHS FNMA POOL 6% 11/1/16	P	2001-10-19	2010-03-25
DR	35 77 SHS FED NAT'L MTG ASOC 8% 8/1/	P	1998-12-09	2010-04-25
DS	183 54 SHS FNMA POOL 6 5% 5/1/19	P	2000-12-07	2010-05-25
DT	403 5 SHS FHLMC GD PL 4 5% 6/1/19	P	2005-06-03	2010-06-15
DU	1,398 7 SHS FHLMC GD PL 5% 11/1/13	P	2003-10-22	2010-07-15
DV	6,597 58 SHS FNMA PL 4% 4/1/24	P	2009-03-30	2010-07-25
DW	17 27 SHS FED NAT'L MTG ASOC 8% 8/1/	P	1998-12-09	2010-08-25
DX	22 87 SHS FED NAT'L MTG ASSOC 7% 6/1	P	1996-12-12	2010-09-25
DY	110 86 SHS FNMA POOL 7% 8/1/14	P	1999-07-27	2010-10-25
DZ	2,700 94 SHS FED HOME LOAN MTG SER 6	P	1998-11-05	2010-11-15
EA	2,868 02 SHS FHLMC GD PL 5% 11/1/13	P	2003-10-22	2010-12-15
EB	25 64 SHS FED NAT'L MTG ASSOC 7% 6/1	P	1996-12-12	2010-01-25
EC	2,141 66 SHS FED HOME LOAN MTG SER 6	P	1998-11-05	2010-02-15
ED	625 SHS UNITED TECHNOLOGIES CORP	P	2007-08-14	2010-03-10
EE	4 66 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-03-25
EF	59 75 SHS FNMA POOL 6% 11/1/16	P	2001-10-19	2010-04-25
EG	112 82 SHS FNMA POOL 7% 8/1/14	P	1999-07-27	2010-05-25
EH	2,253 34 SHS FED HOME LOAN MTG SER 6	P	1998-11-05	2010-06-15
EI	1,652 8 SHS FHLMC GD PL 4 5% 6/1/19	P	2005-06-03	2010-07-15
EJ	0 032 SHS FRONTIER COMMUNICATIONS CO	P	2002-08-30	2010-07-28
EK	60 74 SHS FNMA POOL 6% 11/1/16	P	2001-10-19	2010-08-25
EL	3 07 SHS FED NAT'L MTG ASSOC 7% 6/1/	P	2008-09-18	2010-09-25
EM	23 SHS FED NAT'L MTG ASSOC 7% 6/1/11	P	1996-12-12	2010-10-25
EN	900 SHS ISHARES BARCLAYS AGGREGATE B	P	2009-08-03	2010-11-16
EO	396 18 SHS FHLMC GD PL 4 5% 6/1/19	P	2005-06-03	2010-12-15
EP	3 44 SHS FED NAT'L MTG ASSOC 7% 6/1	P	2008-09-28	2010-01-25
EQ	250,000 SHS BANK OF AMERICA CORP 5 2	P	2006-01-13	2010-02-18
ER	207 68 SHS FNMA MTG PASS 5 5% 5/1/16	P	2001-08-15	2010-03-15
ES	505 96 SHS FNMA POOL 4 5% 7/1/18	P	2003-07-21	2010-03-25
ET	4 67 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-04-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
EU	26 31 SHS FED NAT'L MTG ASSOC 7% 6/1	P	1996-12-12	2010-05-25
EV	271 3 SHS FNMA POOL 6 5% 5/1/	P	2000-12-07	2010-06-25
EW	6,496 48 SHS FED HOME LOAN MTG SER 6	P	1998-11-05	2010-07-15
EX	150,000 US TREASURY NOTES 3 25% 7/31	P	2009-08-03	2010-08-02
EY	5 03 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-08-25
EZ	17 39 SHS FED NAT'L MTG ASOC 8% 8/1/	P	1998-12-09	2010-09-25
FA	3 09 SHS FED NAT'L MTG ASSOC 7% 6/1/	P	2008-09-18	2010-10-25
FB	127 05 SHS FNMA POOL 6 5% 5/1/19	P	2000-12-07	2010-11-25
FC	2,231 11 SHS FED HOME LOAN MTG SER 6	P	1998-11-05	2010-12-15
FD	35 83 SHS FED NAT'L MTG ASOC 8% 8/01	P	1998-12-09	2010-01-25
FE	390 SHS ISHARES MSCI UNITED KINGDOM	P	2006-02-23	2010-02-18
FF	815 15 SHS FHLMC 4 5% 5/1/24	P	2009-06-09	2010-03-15
FG	3,365 33 SHS FNMA PL 4% 4/1/24	P	2009-03-30	2010-03-25
FH	524 12 SHS FNMA POOL 4 5% 7/1/18	P	2003-07-21	2010-04-25
FI	3 53 SHS FED NAT'L MTG ASSOC 7% 6/1/	P	2008-09-18	1996-12-12
FJ	115 02 SHS FNMA POOL 7% 8/1/14	P	1999-07-27	2010-06-25
FK	192 SHS FRONTIER COMMUNICATIONS CORP	P	1995-09-15	2010-07-15
FL	100,000 FHLB 4 55% 8/6/10	P	2004-05-13	2010-08-06
FM	1,127 73 SHS FNMA POOL 4 5% 7/1/18	P	2003-07-21	2010-08-25
FN	61 08 SHS FNMA POOL 6% 11/1/16	P	2001-10-19	2010-09-25
FO	17 52 SHS FED NAT'L MTG ASOC 8% 8/1/	P	1998-12-09	2010-10-25
FP	245 81 SHS FNMA POOL 7% 8/1/14	P	1999-07-27	2010-11-25
FQ	226 15 SHS FNMA POOL 6 5% 5/1/19	P	2000-12-07	2010-12-25
FR	90 65 SHS FNMA POOL 6^ 11/01/16	P	2001-10-19	2010-01-25
FS	100 SHS ISHARES FTSE CHINA 25 INDEX	P	2006-02-23	2010-02-18
FT	5,679 63 SHS FHLMC GD 4% 5/1/24	P	2009-04-28	2010-03-15
FU	255 6 SHS FNMA MTG PASS 5 5% 5/1/16	P	2001-08-15	2010-04-15
FV	6,224 12 SHS FNMA PL 4% 4/1/24	P	2009-03-30	2010-04-25
FW	24 26 SHS FED NAT'L MTG ASOC 8% 8/1/	P	1998-12-09	2010-05-25
FX	25 55 SHS FED NAT'L MTG ASSOC 7% 6/1	P	1996-12-12	2010-06-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
FY	58 8626 SHS FRONTIER COMMUNICATIONS	P	1998-03-03	2010-07-15
FZ	387 12 SHS FNMA MTG PASS 5 5% 5/1/16	P	2001-08-15	2010-08-15
GA	9,993 19 SHS FNMA PL 4% 4/1/24	P	2009-03-30	2010-08-25
GB	5 04 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-09-25
GC	61 41 SHS FNMA POOL 6% 11/1/16	P	2001-10-19	2010-10-25
GD	23 15 SHS FED NAT'L MTG ASSOC 7% 6/1	P	1996-12-12	2010-11-25
GE	112 34 SHS FNMA POOL 7% 8/1/14	P	1999-07-27	2010-12-25
GF	4 63 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-01-25
GG	200,000 SHS MERRILL LYNCH & CO	P	2006-09-12	2010-02-18
GH	490 28 SHS FHLMC GD 4% 5/01/24	P	2009-05-04	2010-03-15
GI	1,522 04 SHS FHLMC PL 4 5% 5/1/24	P	2009-06-09	2010-04-15
GJ	950 SHS ISHARES MSCI EMU INDEX	P	2006-02-23	2010-04-29
GK	59 75 SHS FNMA POOL 6% 11/1/16	P	2001-10-19	2010-05-25
GL	3 43 SHS FED NAT'L MTG ASSOC 7% 6/1/	P	2008-09-18	2010-06-25
GM	65 3053 SHS FRONTIER COMMUNICATIONS	P	1998-02-18	2010-07-15
GN	1,183 37 SHS FHLMC PL 4 5% 5/1/24	P	2009-06-09	2010-08-15
GO	339 4 SHS FNMA MTG PASS 5 5% 5/1/16	P	2001-08-15	2010-09-15
GP	1,076 43 SHS FNMA POOL 4 5% 7/1/18	P	2003-07-21	2010-09-25
GQ	5 05 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-10-25
GR	3 11 SHS FED NAT'L MTG ASSOC 7% 6/1/	P	2008-09-18	2010-11-25
GS	35 89 SHS FED NAT'L MTG ASSOC 7% 6/1	P	1996-12-12	2010-12-25
GT	488 76 SHS FNMA POOL 4 5% 7/01/18	P	2003-07-21	2010-01-25
GU	215 82 SHS FNMA POOL 6 5% 5/01/19	P	2000-12-07	2010-02-25
GV	1,331 2 SHS FHLMC GD 5% 11/01/13	P	2003-10-22	2010-03-15
GW	995 42 SHS FHLMC GD PL 4%	P	2009-04-28	2010-04-15
GX	600 SHS ISHARES MSCI EMU INDEX	P	2007-04-26	2010-04-29
GY	4 69 SHS FNMA ARM 4 702% 8/1/32	P	2002-08-09	2010-05-25
GZ	24 52 SHS FED NAT'L MTG ASOC 8% 8/1/	P	1998-12-09	2010-06-25
HA	16 2907 SHS FRONTIER COMMUNICATIONS	P	2002-08-30	2010-07-15
HB	3,712 64 SHS FHLMC GD PL 4% 5/1/24	P	2009-04-28	2010-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
HC	3,792 12 SHS FHLMC PL 4 5% 5/1/24	P	2009-06-09	2010-09-15
HD	19,962 76 SHS FNMA PL 4% 4/1/24	P	2009-03-30	2010-09-25
HE	849 1 SHS FNMA POOL 4 5% 7/1/18	P	2003-07-21	2010-10-25
HF	17 65 SHS FED NAT'L MTG ASOC 8% 8/1/	P	1998-12-09	2010-11-25
HG	4 82 SHS FED NAT'L MTG ASSOC 7% 6/1/	P	2008-09-18	2010-12-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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	514		506	8
B	4,355		4,427	-72
C	235		236	-1
D	418		418	
E	529		536	-7
F	51,279		35,420	15,859
G	624		623	1
H	60		61	-1
I	171		169	2
J	2,341		2,372	-31
K	834		849	-15
L	119		117	2
M	15,996		16,261	-265
N	62		63	-1
O	18		18	
P	3,371		3,389	-18
Q	8,914		30,497	-21,583
R	26		26	
S	2,403		2,437	-34
T	1,279		1,319	-40
U	389		383	6
V	6,324		6,428	-104
W	5		5	
X	111		111	
Y	799		824	-25
Z	4,379		4,438	-59
AA	2,278		2,290	-12
AB	9,258		5,034	4,224
AC	5		5	
AD	63		64	-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
AE	13,688		13,937	-249
AF	1,482		5,322	-3,840
AG	4		4	
AH	100,000		101,510	-1,510
AI	1,243		1,242	1
AJ	768		772	-4
AK	250,000		240,449	9,551
AL	987		985	2
AM	45		45	
AN	393		392	1
AO	1,004		1,035	-31
AP	12,558		12,786	-228
AQ	162		159	3
AR	887		885	2
AS	5		5	
AT	499		506	-7
AU	155		153	2
AV	1,225		1,274	-49
AW	106		105	1
AX	4,447		4,508	-61
AY	1,082		1,101	-19
AZ	192		189	3
BA	5,193		5,279	-86
BB	6		6	
BC	5,903		5,985	-82
BD	380		379	1
BE	486		493	-7
BF	2,564		2,577	-13
BG	21,974		22,338	-364
BH	817		816	1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
BI	1,217		1,254	-37
BJ	1,203		1,210	-7
BK	91		93	-2
BL	138		138	
BM	265		262	3
BN	544		551	-7
BO	1,221		1,228	-7
BP	137		135	2
BQ	101		106	-5
BR	296		292	4
BS	2,084		2,112	-28
BT	959		988	-29
BU	786		800	-14
BV	118		116	2
BW	17,632		17,924	-292
BX	412		412	
BY	1,023		1,042	-19
BZ	5		5	
CA	26		26	
CB	210		210	
CC	801		825	-24
CD	903		919	-16
CE	3,784		3,804	-20
CF	60		62	-2
CG	112		112	
CH	101,750		100,182	1,568
CI	480		480	
CJ	5,640		5,716	-76
CK	2,451		2,464	-13
CL	3,756		3,807	-51

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
CM	639		648	-9
CN	849		847	2
CO	3		3	
CP	26		26	
CQ	1,090		1,089	1
CR	635		643	-8
CS	7,694		7,834	-140
CT	5		5	
CU	23		23	
CV	146		145	1
CW	2,598		2,634	-36
CX	1,211		1,249	-38
CY	860		875	-15
CZ	279		276	3
DA	1,012		1,043	-31
DB	4,067		4,134	-67
DC	24		25	-1
DD	4		4	
DE	3,653		3,703	-50
DF	909		937	-28
DG	510		517	-7
DH	381		381	
DI	3		3	
DJ	107		107	
DK	179		177	2
DL	392		391	1
DM	451		457	-6
DN	209		209	
DO	399		399	
DP	28,654		13,607	15,047

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
DQ	3,226		3,289	-63
DR	36		37	-1
DS	184		181	3
DT	404		403	1
DU	1,399		1,442	-43
DV	6,598		6,707	-109
DW	17		18	-1
DX	23		23	
DY	111		111	
DZ	2,701		2,738	-37
EA	2,868		2,957	-89
EB	26		26	
EC	2,142		2,171	-29
ED	44,771		45,884	-1,113
EE	5		5	
EF	60		61	-1
EG	113		113	
EH	2,253		2,284	-31
EI	1,653		1,651	2
EJ				
EK	61		62	-1
EL	3		3	
EM	23		23	
EN	96,248		92,385	3,863
EO	396		396	
EP	3		4	-1
EQ	253,123		251,958	1,165
ER	208		204	4
ES	506		505	1
ET	5		5	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
EU	26		26	
EV	271		268	3
EW	6,496		6,586	-90
EX	160,363		149,888	10,475
EY	5		5	
EZ	17		18	-1
FA	3		3	
FB	127		126	1
FC	2,231		2,262	-31
FD	36		38	-2
FE	6,029		7,734	-1,705
FF	815		819	-4
FG	3,365		3,421	-56
FH	524		523	1
FI	4		4	
FJ	115		115	
FK	374		404	-30
FL	100,000		98,682	1,318
FM	1,128		1,126	2
FN	61		62	-1
FO	18		18	
FP	246		246	
FQ	226		223	3
FR	91		92	-1
FS	3,926		2,471	1,455
FT	5,680		5,783	-103
FU	256		252	4
FV	6,224		6,327	-103
FW	24		25	-1
FX	26		26	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
FY	427		668	-241
FZ	387		381	6
GA	9,993		10,159	-166
GB	5		5	
GC	61		63	-2
GD	23		23	
GE	112		113	-1
GF	5		5	
GG	200,300		204,771	-4,471
GH	490		497	-7
GI	1,522		1,530	-8
GJ	32,476		40,043	-7,567
GK	60		61	-1
GL	3		3	
GM	474		901	-427
GN	1,183		1,190	-7
GO	339		334	5
GP	1,076		1,075	1
GQ	5		5	
GR	3		3	
GS	36		36	
GT	489		489	
GU	216		213	3
GV	1,331		1,372	-41
GW	995		1,013	-18
GX	20,511		34,819	-14,308
GY	5		5	
GZ	25		26	-1
HA	118		126	-8
HB	3,713		3,780	-67

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
HC	3,792		3,812	-20
HD	19,963		20,293	-330
HE	849		848	1
HF	17		18	-1
HG	5		5	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A				8
B				-72
C				-1
D				
E				-7
F				15,859
G				1
H				-1
I				2
J				-31
K				-15
L				2
M				-265
N				-1
O				
P				-18
Q				-21,583
R				
S				-34
T				-40
U				6
V				-104
W				
X				
Y				-25
Z				-59
AA				-12
AB				4,224
AC				
AD				-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
AE				-249
AF				-3,840
AG				
AH				-1,510
AI				1
AJ				-4
AK				9,551
AL				2
AM				
AN				1
AO				-31
AP				-228
AQ				3
AR				2
AS				
AT				-7
AU				2
AV				-49
AW				1
AX				-61
AY				-19
AZ				3
BA				-86
BB				
BC				-82
BD				1
BE				-7
BF				-13
BG				-364
BH				1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
BI				-37
BJ				-7
BK				-2
BL				
BM				3
BN				-7
BO				-7
BP				2
BQ				-5
BR				4
BS				-28
BT				-29
BU				-14
BV				2
BW				-292
BX				
BY				-19
BZ				
CA				
CB				
CC				-24
CD				-16
CE				-20
CF				-2
CG				
CH				1,568
CI				
CJ				-76
CK				-13
CL				-51

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
CM				-9
CN				2
CO				
CP				
CQ				1
CR				-8
CS				-140
CT				
CU				
CV				1
CW				-36
CX				-38
CY				-15
CZ				3
DA				-31
DB				-67
DC				-1
DD				
DE				-50
DF				-28
DG				-7
DH				
DI				
DJ				
DK				2
DL				1
DM				-6
DN				
DO				
DP				15,047

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
DQ				-63
DR				-1
DS				3
DT				1
DU				-43
DV				-109
DW				-1
DX				
DY				
DZ				-37
EA				-89
EB				
EC				-29
ED				-1,113
EE				
EF				-1
EG				
EH				-31
EI				2
EJ				
EK				-1
EL				
EM				
EN				3,863
EO				
EP				-1
EQ				1,165
ER				4
ES				1
ET				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
EU				
EV				3
EW				-90
EX				10,475
EY				
EZ				-1
FA				
FB				1
FC				-31
FD				-2
FE				-1,705
FF				-4
FG				-56
FH				1
FI				
FJ				
FK				-30
FL				1,318
FM				2
FN				-1
FO				
FP				
FQ				3
FR				-1
FS				1,455
FT				-103
FU				4
FV				-103
FW				-1
FX				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
FY				-241
FZ				6
GA				-166
GB				
GC				-2
GD				
GE				-1
GF				
GG				-4,471
GH				-7
GI				-8
GJ				-7,567
GK				-1
GL				
GM				-427
GN				-7
GO				5
GP				1
GQ				
GR				
GS				
GT				
GU				3
GV				-41
GW				-18
GX				-14,308
GY				
GZ				-1
HA				-8
HB				-67

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
HC				-20
HD				-330
HE				1
HF				-1
HG				

Form 990PF Part VIII Line 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
CYNTHIA WENTWORTH 90 NORTH MAIN STREET CONCORD, NH 03301	EX DIR & TTE 25 00	91,547	0	0
STEVEN ALBRECHT 90 NORTH MAIN STREET CONCORD, NH 03301	TRUSTEE 1 50	0	0	0
CLARA BUTLER PO BOX 462 NEW LONDON, NH 03257	TRUSTEE 1 50	0	0	0
BARBARA BUTLER 9 BENDER LANE WOODSTOCK, VT 05091	TRUSTEE 1 50	0	0	0
F GRAHAM MCSWINEY ESQ PO BOX 2450 NEW LONDON, NH 03257	TRUSTEE 1 50	0	0	0
MARJORIE BUTLER 1341 WHIG HILL ROAD STRAFFORD, NH 03884	TRUSTEE 0 50	0	0	0
BONNIE BUNNING 9026A LIBBY ROAD NORTHEAST OLYMPIA, WA 98506	TRUSTEE 0 50	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
STONE FLOWER FOUNDATION PO BOX 2894 ISSAQUAH, WA 98027	NONE	PUBLIC CHARI	FURNISHING A LIBRARY & PURCHASE OF B	8,115
COMMUNITY OF HUAYCOPUNGO HUAYCOPUNGO SAN RAFAEL, IMBABURA EC	NONE	PUBLIC CHARI	GRANT PAYMENTS	19,804
COMMUNITY OF HUAYCOPUNGO HUAYCOPUNGO SAN RAFAEL, IMBABURA EC	NONE	PUBLIC CHARI	GRANT PAYMENTS	55,620
ENFIELD SHAKER MUSEUM 447 NH ROUTE 4A ENFIELD, NH 03748	NONE	PUBLIC CHARI	GRANT PAYMENTS	51,000
ENDOWMENT UNIVERSITY OF 2806 P STREET NW WASHINGTON, DC 20007	NONE	PUBLIC CHARI	GRANT PAYMENTS	159,250
UNIVERSITY OF WISCONSIN - 518 SOUTH 7TH AVENUE WAUSAU, WI 54401	NONE	PUBLIC CHARI	GRANT PAYMENTS	31,784
THE NATURE CONSERVANCY NH 22 BRIDGE STREET 4TH FLO CONCORD, NH 03301	NONE	PUBLIC CHARI	GRANT PAYMENTS	100,000
STRAFFORD SCHOOL 22 ROLLER COASTER ROAD 1 STRAFFORD, NH 03884	NONE	PUBLIC CHARI	SMART BOARD & TABLES	17,245
NHPTV 268 MAST ROAD DURHAM, NH 03824	NONE	PUBLIC CHARI	SONGBIRD PROJECT	66,587
UNIVERSITY OF MAINE 2 ALUMNI PLACE ORONO, ME 04469	NONE	PUBLIC CHARI	SCHOLARSHIP - AMY BECKER	7,000
UNIVERSITY OF COLORADO - EUCLID AUTOPARK BOULDER, CO 80309	NONE	PUBLIC CHARI	SCHOLARSHIP - AUDRA LUDINGTON	7,000
EARTH UNIVERSITY 3525 PIEDMONT ROAD NE ATLANTA, GA 30305	NONE	PUBLIC CHARI	SCHOLARSHIP - CRISTIAN BARRERA	15,450
EARTH UNIVERSITY 3525 PIEDMONT ROAD NE ATLANTA, GA 30305	NONE	PUBLIC CHARI	SCHOLARSHIP - DIGNA ANDRADE	14,150
RENSSELAER POLYTECH INSTI 110 EIGHTH ST TROY, NY 12180	NONE	PUBLIC CHARI	SCHOLARSHIP - JAMES WILHELMI	7,000
NHTI CONCORD COMMUNITY CO 31 COLLEGE DRIVE CONCORD, NH 03301	NONE	PUBLIC CHARI	SCHOLARSHIP - KATI PESARESI	5,000
Total . . . . ▶ **3a**				588,005

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NEW ENGLAND COLLEGE 98 BRIDGE STREET HENNIKER, NH 03242	NONE	PUBLIC CHARI	SCHOLARSHIP - MEGAN NESMAN	7,000
UNIVERSITY OF NEW HAMPSHI 9 EDGEWOOD DRIVE DURHAM, NH 03824	NONE	PUBLIC CHARI	SCHOLARSHIP - MICHELLE ENOS	6,000
ST ANSELM'S COLLEGE 100 ST ANSELM DRIVE MANCHESTER, NH 03102	NONE	PUBLIC CHARI	SCHOLARSHIP - RORY NESMAN	7,000
UNIVERSITY OF NEW HAMPSHI 9 EDGEWOOD DRIVE DURHAM, NH 03824	NONE	PUBLIC CHARI	SCHOLARSHIP - SCOTT ENOS	3,000
Total . . . . ▶ **3a**				588,005

TY 2010 Accounting Fees Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	2,200			2,200

TY 2010 Compensation Explanation

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Person Name	Explanation
CYNTHIA WENTWORTH	
STEVEN ALBRECHT	
CLARA BUTLER	
BARBARA BUTLER	
F GRAHAM MCSWINEY ESQ	
MARJORIE BUTLER	
BONNIE BUNNING	

TY 2010 Investments Corporate Bonds Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORP & FOREIGN BONDS	605,538	641,748

TY 2010 Investments Corporate Stock Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON EQ SECURITIES	1,624,448	2,080,336
CLOSED END INTERNATIONAL EQUITY FUND	274,314	381,917
CLOSED END DOMESTIC EQUITY FUND	520,652	813,431

TY 2010 Investments - Other Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIXED INC MUTUAL FUNDS	AT COST	234,195	240,971
CLOSED END FIXED INCOME	AT COST	452,721	459,304

TY 2010 Other Decreases Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Description	Amount
ACCRUED INV INC REPORTABLE CY, REC'D IN PRIOR YEAR	2,030

TY 2010 Other Expenses Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
NH STATE FILING FEE	75			75

TY 2010 Other Income Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
2009 FEDERAL TAX REFUND	4,212		

TY 2010 Other Professional Fees Schedule

Name: THE BUTLER FOUNDATION
C/O CHARTER TRUST COMPANY

EIN: 22-2701588

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	10,552	7,344		3,208
REGULATORY COMPLIANCE FEE	176	176		