



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



Return of Private Foundation

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Serviceor 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

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation PATRICK AND AIMEE BUTLER FAMILY FOUNDATION		A Employer identification number 41-6009902
Number and street (or P.O. box number if mail is not delivered to street address) 332 MINNESOTA STREET, E-1420		B Telephone number 651-222-2565
City or town, state, and ZIP code ST. PAUL, MN 55101-1369		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 59,853,848.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		15,386.	15,386.		STATEMENT 1
4 Dividends and interest from securities		1,523,142.	1,522,861.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,507,208.			
b Gross sales price for all assets on line 6a		4,107,587.			
7 Capital gain net income (from Part IV, line 2)			1,507,208.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		3,045,736.	3,045,455.		
13 Compensation of officers, directors, trustees, etc		50,000.	0.		50,000.
14 Other employee salaries and wages		21,625.	12,025.		9,600.
15 Pension plans, employee benefits		9,103.	1,542.		7,561.
16a Legal fees STMT 3		7,000.	0.		7,000.
b Accounting fees STMT 4		13,500.	6,750.		6,750.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		22,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy		10,775.	2,155.		8,620.
21 Travel, conferences, and meetings		3,357.	402.		2,955.
22 Printing and publications					
23 Other expenses STMT 6		119,263.	108,658.		10,605.
24 Total operating and administrative expenses. Add lines 13 through 23		256,623.	131,532.		103,091.
25 Contributions, gifts, grants paid		2,585,045.			2,585,045.
26 Total expenses and disbursements. Add lines 24 and 25		2,841,668.	131,532.		2,688,136.
27 Subtract line 26 from line 12		204,068.			
a Excess of revenue over expenses and disbursements			2,913,923.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

023501
12-07-10

LHA For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)

**PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION**

Form 990-PF (2010)

41-6009902 Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,786,003.	2,865,405.	2,865,405.
	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 STMT 8	630,115.	1,647,660.	1,647,660.
	b Investments - corporate stock STMT 9	35,510,780.	40,372,020.	40,372,020.
	c Investments - corporate bonds STMT 10	2,401,965.	1,963,355.	1,963,355.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	11,320,813.	12,893,215.	12,893,215.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 12)	146,049.	112,193.	112,193.	
16 Total assets (to be completed by all filers)	55,795,725.	59,853,848.	59,853,848.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	848,500.	751,500.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	848,500.	751,500.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	54,947,225.	59,102,348.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	54,947,225.	59,102,348.		
31 Total liabilities and net assets/fund balances	55,795,725.	59,853,848.		

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)	54,947,225.
2 Enter amount from Part I, line 27a	204,068.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3,987,333.
4 Add lines 1, 2, and 3	59,138,626.
5 Decreases not included in line 2 (itemize) ▶ DECREASE IN EXCISE TAXES RECEIVABLE	36,278.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	59,102,348.

**PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION**

Form 990-PF (2010)

41-6009902 Page 3

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 L/T CAPITAL GAINS-SEE ATT. SCH.	P	VARIOUS	VARIOUS
b ST. PAUL TRAVELERS-LITIGATION SETTLEMENT	P	VARIOUS	VARIOUS
c MERRILL LYNCH-LITIGATION SETTLEMENT	P	VARIOUS	VARIOUS
d BRISTOL-MYERS SQUIBB-LIT. SETTLEMENT	P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,094,462.		2,600,379.	1,494,083.
b 1,408.			1,408.
c 1,088.			1,088.
d 1,854.			1,854.
e 8,775.			8,775.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,494,083.
b			1,408.
c			1,088.
d			1,854.
e			8,775.

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	1,507,208.
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))
2009	2,743,505.	49,804,249.	.055086
2008	3,285,959.	59,739,077.	.055005
2007	3,129,326.	67,875,296.	.046104
2006	2,701,372.	62,803,865.	.043013
2005	2,432,780.	58,665,964.	.041468

2 Total of line 1, column (d)	2	.240676
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	.048135
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	55,429,063.
5 Multiply line 4 by line 3	5	2,668,078.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	29,139.
7 Add lines 5 and 6	7	2,697,217.
8 Enter qualifying distributions from Part XII, line 4	8	2,688,136.

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

**PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION**

Form 990-PF (2010)

41-6009902 Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	58,278.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	58,278.
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	58,278.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 82,000.		
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	82,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	23,722.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	23,722. Refunded	11	0.

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?		
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) MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (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

N/A

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.BUTLERFAMILYFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>BUTLER OFFICE, INC.</u> Telephone no ► <u>651-222-2565</u> Located at ► <u>332 MINNESOTA STREET, E-1420, ST. PAUL, MN</u> ZIP+4 ► <u>55101-1369</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
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? 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 ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		X

Form 990-PF (2010)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		50,000.	2,400.	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

Form 990-PF (2010)

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	56,067,872.
b	Average of monthly cash balances	1b	128,082.
c	Fair market value of all other assets	1c	77,206.
d	Total (add lines 1a, b, and c)	1d	56,273,160.
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	56,273,160.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	844,097.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,429,063.
6	Minimum investment return. Enter 5% of line 5	6	2,771,453.

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	2,771,453.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	58,278.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	58,278.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,713,175.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,713,175.
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	2,713,175.

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	2,688,136.
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	2,688,136.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,688,136.

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

Form 990-PF (2010)

**PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION**

Form 990-PF (2010)

41-6009902 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,713,175.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			2,046,684.	
b Total for prior years		0.		
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	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,688,136.				
a Applied to 2009, but not more than line 2a			2,046,684.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				641,452.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				2,071,723.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
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				

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 2010, enter the date of the ruling

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

☐ 4942(i)(3) or ☐ 4942(i)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- 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**

- 3 Subtract line 2d from line 2c
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(i)(3)(B)(iii)**

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

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 14

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

- c Any submission deadlines**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SUPPORTING SCHEDULES - STATEMENT 16				2585045.
Total				2585045.
b Approved for future payment				
Total				751,500.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	15,386.	
		14	1,523,142.	
		18	1,507,208.	
	0.		3,045,736.	0.
			13	3,045,736.

[illegible]

Yes	No
-----	----

1a(1)	X
-------	---

1a(2)		X
-------	--	---

1b(1)		X
-------	--	---

1b(2)		X
-------	--	---

1b(3)		X
-------	--	---

1b(4)		X
-------	--	---

1b(5)		X
-------	--	---

1b(6)		X
--------------	--	----------

1c		X
----	--	---

ther assets,

now in

☐ Yes ☒ No

(c) Description of relationship

Paid Preparer Use Only	Print/Type preparer's name ROGER A. KATZENMAIER	Preparer's signature <i>Roger A. Katzenmaier</i> ROGER A. KATZENMAIER	Date 08/26/11	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ WILKERSON, GUTHMANN & JOHNSON, LTD			Firm's EIN ▶	
	Firm's address ▶ 55 EAST FIFTH STREET, SUITE 1300 ST. PAUL, MN 55101-1790			Phone no 651 222-1801	

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

SOURCE	AMOUNT
MERRILL LYNCH INSTITUTIONAL FUND	15,252.
SCHWAB ADV CASH RESERVE PREM	57.
SCHWAB VALUE ADVANTAGE FUND	59.
U.S. BANK NA-CHECKING ACCOUNT	18.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15,386.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BAILLARD, BIEHL & KAISER REAL ESTATE INVESTMENT	18,384.	8,775.	9,609.
CORPORATE BONDS (NET OF AMORTIZATION)-MERRILL LYNCH	144,875.	0.	144,875.
PARTNERSHIPS	376,812.	0.	376,812.
PREFERRED STOCKS-MERRILL LYNCH	68,375.	0.	68,375.
SIT MID CAP GROWTH FUND	0.	0.	0.
STOCKS-CHARLES SCHWAB	787,931.	0.	787,931.
U.S. TREASURY NTS & OBLIGATIONS-MERRILL LYNCH	38,861.	0.	38,861.
VANGUARD HIGH-YIELD CORP FUND	96,679.	0.	96,679.
TOTAL TO FM 990-PF, PART I, LN 4	1,531,917.	8,775.	1,523,142.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BRIGGS AND MORGAN PROFESSIONAL ASSN-LEGAL FEES	7,000.	0.		7,000.
TO FM 990-PF, PG 1, LN 16A	7,000.	0.		7,000.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILKERSON, GUTHMANN & JOHNSON, LTD-AUDIT & 990 PF	13,500.	6,750.		6,750.
TO FORM 990-PF, PG 1, LN 16B	13,500.	6,750.		6,750.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES-12/31/10	22,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22,000.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIP AND ASSOCIATION EXPENSE	3,055.	1,528.		1,527.
OFFICE EXPENSES	11,064.	1,986.		9,078.
INVESTMENT FEES	105,119.	105,119.		0.
MISCELLANEOUS	25.	25.		0.
TO FORM 990-PF, PG 1, LN 23	119,263.	108,658.		10,605.

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

DESCRIPTION	AMOUNT
INCREASE IN INTEREST & DIVIDENDS RECEIVABLE	22,530.
INCREASE IN UNREALIZED GAINS	3,867,803.
DECREASE IN GRANTS PAYABLE	97,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,987,333.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TSY BD, 7.5%, DUE 11/15/16	X		642,615.	642,615.
FED. FARM CREDIT BK, 2.95%, 04/27/15	X		504,620.	504,620.
FED. HOME LN MTG CORP, 3%, 01/15/16	X		500,425.	500,425.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,647,660.	1,647,660.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,647,660.	1,647,660.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP STOCKS-SEE ATTACHED SCH.	39,373,620.	39,373,620.
MERRILL LYNCH PFD CAPITAL TRUST III, 7.375%, DUE 9/15/62	501,600.	501,600.
USB CAPITAL XII TRUST, 6.30%, DUE 2/15/67	496,800.	496,800.
TOTAL TO FORM 990-PF, PART II, LINE 10B	40,372,020.	40,372,020.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AETNA INC, 7.875%, 3/1/11	505,630.	505,630.	
HSBC HOLDINGS PLC, 5.25%, 12/12/12	531,735.	531,735.	
AMERICAN GENERAL FINANCE, 6.0%, DUE 10/15/14	423,665.	423,665.	
DOW CHEMICAL CO., 5.9%, DUE 9/15/15	502,325.	502,325.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,963,355.	1,963,355.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SIT MID CAP GROWTH FUND, INC.	FMV	668,918.	668,918.
NORTHSTAR SEIDLER MEZZANINE II LP	FMV	63,343.	63,343.
NORTHSTAR MEZZANINE III LP	FMV	1,370,134.	1,370,134.
BAILARD BIEHL & KAISER REAL ESTATE INVESTMENT TRUST	FMV	2,021,077.	2,021,077.
MORGAN STANLEY OFFSHORE INFRASTRUCTURE PARTNERS, LP	FMV	2,066,993.	2,066,993.
MONDORIAN INTERNATIONAL EQUITY FUND, LP	FMV	5,088,301.	5,088,301.
MORGAN STANLEY REAL ESTATE FUND VII OFFSHORE INVESTORS GLOBAL, LP	FMV	333,550.	333,550.
VANGUARD HIGH-YIELD CORPORATE FUNDS	FMV	1,280,899.	1,280,899.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,893,215.	12,893,215.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDENDS RECEIVABLE	65,941.	88,471.	88,471.
FEDERAL EXCISE TAX RECEIVABLE	80,108.	23,722.	23,722.
TO FORM 990-PF, PART II, LINE 15	146,049.	112,193.	112,193.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER M. BUTLER 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	PRESIDENT & TRUSTEE 2.00	0.	0.	0.
PATRICK BUTLER, JR. 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	VICE-PRESIDENT & TRUSTEE 1.00	0.	0.	0.
JOHN K. BUTLER 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	TREASURER & TRUSTEE 3.00	0.	0.	0.
SHEHLA P. TAUSCHER 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	SECRETARY 1.00	0.	0.	0.
BRIGID M. BUTLER 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.
PATRICIA M. BUTLER 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.
PAUL S. BUTLER 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.
SANDRA K. BUTLER 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.
SUZANNE A. LEFEVOUR 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.
CATHERINE BUTLER 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.
KERRIEANNE BLEVINS 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	FOUNDATION DIRECTOR 24.00	50,000.	2,400.	0.

MELANIE MARTINEZ	TRUSTEE			
332 MINNESOTA ST, E-1420	1.00	0.	0.	0.
ST PAUL, MN 55101				
TEMPLE PETERSON	TRUSTEE			
332 MINNESOTA ST, E-1420	1.00	0.	0.	0.
ST PAUL, MN 55101				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>50,000.</u>	<u>2,400.</u>	<u>0.</u>

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

651-222-2565

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

MAY 15, 2011-ARTS & HUMANITIES, ENVIRONMENT, AND PHILANTHROPY & NON-PROFIT
MGMT FDTN INITIATIVE FD.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION'S GRANTING PRIORITY IS GIVEN TO ORGANIZATIONS THAT SERVE THE
ST. PAUL AND MINNEAPOLIS AREA. THE FOUNDATION DOES NOT FUND: CRIMINAL
JUSTICE, ECONOMIC DEVELOPMENT OR EDUCATION; EMPLOYMENT OR VOCATIONAL
PROGRAMS; FILMS OR VIDEOS; HEALTH, HOSPITALS OR MEDICAL RESEARCH; THEATER
OR DANCE; PUBLIC BROADCAST MEDIA; OR LOANS OR GRANTS TO INDIVIDUALS. NO
GRANTS ARE MADE OUTSIDE THE UNITED STATES. APPLICATIONS FOR COMMUNITY
GRANTS FUNDING IN THE AREA OF HUMAN SERVICES WILL BE CONSIDERED IN 2011.
CAPITAL GRANTS ARE MADE ONLY THROUGH THE SPECIAL PROJECTS OR FOUNDATION
INITIATIVE FUND PROGRAMS BY INVITATION OF THE FOUNDATION.

Part II, Line 10b - Corporate Stocks (See Statement 9)

Corporate Stocks	End of Year	
	Cost	Fair Value
3M Company	\$ 961,601	\$ 1,294,500
Associated Banc Corp Wis	696,887	454,500
BP PLC ADR	1,261,979	1,325,100
Badger Meter Inc.	348,029	397,980
Baxter International, Inc.	480,563	759,300
Bemis Co., Inc.	785,388	1,143,100
Bristol-Myers Squibb Co.	388,005	529,600
ConocoPhillips	447,867	1,021,500
Corning, Inc.	473,239	676,200
Donaldson Company, Inc.	212,682	1,049,040
Ecolab, Inc.	576,582	655,460
Emerson Electric Co.	628,842	1,257,740
Fiserv Inc.	735,822	878,400
G&K Services, Inc. Class A	698,309	772,750
General Electric Company	1,401,651	1,188,850
General Mills Inc.	916,537	1,352,420
Graco, Inc.	643,348	1,104,600
Home Depot, Inc.	1,176,332	1,472,520
Honeywell Incorporated	671,256	1,063,200
Hormel Foods Corp	313,521	512,600
International Business Machines Corp.	374,590	733,800
JP Morgan Chase & Co.	468,000	636,300
Johnson & Johnson	225,452	927,750
Medtronic, Inc.	13,075	1,112,700
Merck & Co., Inc.	694,579	612,680
Microsoft Corporation	436,158	558,200
Patterson Companies	831,319	765,750
Pentair Inc.	486,289	912,750
Pfizer Incorporated	971,869	612,850
Principal Financial Group	953,305	814,000
Schlumberger Ltd.	641,080	1,419,500
St. Jude Medical Inc.	655,436	769,500
Supervalu, Inc.	296,575	144,450
TCF Financial Corp.	658,119	592,400
Target Corporation	988,027	1,623,510
Techne Corp.	505,116	525,360
US Bancorp	899,544	943,950
United Parcel Service B, Class B	1,443,966	1,451,600
Valspar Corporation	820,775	1,275,760
Verizon Communications Company	853,482	894,500
Washington Post Co., Class B	9,234	659,250
Wells Fargo & Co.	799,444	929,700
Western Union Company	686,392	742,800
Zimmer Holdings, Inc.	917,535	805,200
Merrill Lynch PFD Capital Trust III, 7.375%, Due September 15, 2062	499,594	501,600
USB Capital XII Trust, 6.30%, Due February 15, 2067	460,705	496,800
Total Corporate Stocks	\$30,408,100	\$40,372,020

PART IV - REALIZED GAINS AND LOSSES

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Gain Or Loss			
				Cost Basis	Proceeds	Short Term	Long Term
1/3/2002	2/18/2010	1,000	Merck & Co Inc	56,032.80	37,346.54		(18,686.26)
2/22/2002	2/18/2010	1,000	Merck & Co Inc	58,304.35	37,346.54		(20,957.81)
3/5/2002	2/18/2010	1,000	Merck & Co Inc	58,995.30	37,346.54		(21,648.76)
11/10/1999	2/18/2010	1,000	Emerson Electric Co	28,858.72	47,723.41		18,864.68
12/3/1999	2/18/2010	2,000	Emerson Electric Co	57,529.95	95,446.82		37,916.87
3/7/1980	2/19/2010	2,000	3M Company	11,731.57	162,303.78		150,572.21
9/30/2008	3/15/2010	413	Mondrian Investment Group, Inc	8,690.00	8,641.33		(48.67)
11/19/2007	4/20/2010	2,000	Amgen Incorporated	112,936.95	121,312.77		8,375.82
12/14/2007	4/20/2010	3,000	Amgen Incorporated	143,289.95	181,969.15		38,679.20
11/10/1999	4/20/2010	2,000	Bemis Co Inc.	32,967.50	61,489.78		28,522.28
12/15/1999	4/20/2010	1,600	Bemis Co Inc	26,024.00	49,191.82		23,167.82
12/15/1999	4/20/2010	1,400	Bemis Co Inc.	22,858.50	43,042.85		20,184.35
4/16/1980	4/20/2010	10,000	Bristol-Myers Squibb Co.	11,729.77	254,528.74		242,798.97
4/11/2000	4/20/2010	2,000	Donaldson Company Inc	22,780.00	92,308.28		69,528.28
2/7/2000	4/20/2010	4,000	Emerson Electric Co	101,935.00	208,032.12		106,097.12
3/29/2000	4/20/2010	1,000	Emerson Electric Co.	24,072.50	52,008.03		27,935.53
10/31/2008	4/20/2010	2,000	Graco, Inc.	55,628.16	63,998.56		8,370.40
9/17/2002	4/20/2010	3,000	Pentair Inc	58,845.00	110,299.76		51,454.76
9/25/2002	4/20/2010	2,000	Pentair Inc.	37,390.00	73,533.18		36,143.18
6/9/2004	4/20/2010	5,000	Pfizer Incorporation	179,725.00	84,039.62		(95,685.38)
9/25/2000	4/20/2010	5,000	Valspar Corporation	55,300.00	152,025.48		96,725.48
4/19/2005	4/20/2010	1,000	XCEL Energy Inc	17,043.32	21,558.84		4,515.52
6/2/2006	4/20/2010	4,000	XCEL Energy Inc.	75,649.95	86,235.38		10,585.43
3/7/1980	4/20/2010	1,200	3M Company	7,038.94	101,670.95		94,632.01
12/31/1987	4/20/2010	800	3M Company	4,693.44	67,780.63		63,087.19
5/12/2000	7/2/2010	1	Frontier Communications	13.03	7.00		(6.03)
1/4/2006	7/15/2010	500,000	LaSalle Funding	500,000.00	500,000.00		0.00
			5 000% Due 07-15-10				
7/25/2006	8/9/2010	10,000	A D C Telecommunication	121,791.95	127,085.88		5,293.93
5/7/2008	8/9/2010	5,000	A D C Telecommunication	74,698.45	63,542.94		(11,155.51)
5/12/2000	9/3/2010	157	Frontier Communications	2,064.75	1,245.04		(819.71)
7/19/2000	9/3/2010	562	Frontier Communications	6,700.24	4,442.08		(2,258.16)
8/10/2000	9/3/2010	960	Frontier Communications	9,461.45	7,593.30		(1,868.15)
3/5/2002	9/3/2010	240	Frontier Communications	2,832.13	1,898.32		(933.81)
4/1/2002	9/3/2010	240	Frontier Communications	2,751.26	1,898.32		(852.94)
4/18/2002	9/3/2010	720	Frontier Communications	7,622.32	5,694.97		(1,927.35)
7/16/2002	9/3/2010	240	Frontier Communications	2,065.08	1,898.32		(166.76)
7/19/2003	9/3/2010	240	Frontier Communications	2,144.76	1,898.32		(246.44)
9/2/2005	9/3/2010	720	Frontier Communications	5,803.40	5,694.97		(108.43)
11/4/2005	9/3/2010	480	Frontier Communications	3,664.58	3,796.65		132.07
12/16/2005	9/3/2010	720	Frontier Communications	5,457.34	5,694.97		237.63
2/9/2009	9/3/2010	720	Frontier Communications	5,843.85	5,694.99		(148.86)
8/24/2005	10/25/2010	46,839	Northstar Mezzanine Partners III	46,839.00	46,839.00		0.00
12/31/2005	10/25/2010	965	Northstar Mezzanine Partners III	965.00	965.00		0.00
5/12/2000	11/17/2010	2,000	Donaldson Company Inc	24,030.00	100,476.15		76,446.15
3/29/2000	11/17/2010	2,000	Emerson Electric Co	48,145.00	109,212.39		61,067.39
8/3/2000	11/17/2010	1,000	Emerson Electric Co	30,983.75	54,606.19		23,622.44
10/31/2008	11/17/2010	2,000	Graco, Inc	55,628.16	70,956.85		15,328.69
11/1/1993	11/17/2010	1,150	Home Depot Inc	10,260.56	35,750.61		25,490.05
8/4/1994	11/17/2010	1,850	Home Depot Inc	16,917.22	57,511.86		40,594.64
6/5/2002	11/17/2010	2,000	Honeywell Incorporated	73,960.00	97,437.99		23,477.99
7/1/2002	11/17/2010	1,000	Honeywell Incorporated	34,670.00	48,718.99		14,048.99
6/21/2002	11/17/2010	3,000	Schlumberger LTD	73,755.00	222,565.39		148,810.39
6/5/2002	11/17/2010	3,000	Target Corporation	119,400.00	166,698.23		47,298.23
9/25/2000	11/17/2010	2,000	Valspar Corporation	22,120.00	62,304.38		40,184.38
7/16/2002	11/17/2010	1,000	Valspar Corporation	19,740.00	31,152.19	0.00	11,412.19
TOTAL GAINS						0.00	1,671,602.27
TOTAL LOSSES						0.00	(177,519.04)
TOTALS				2,600,378.96	4,094,462.19	0.00	1,494,083.23

APPLICATION COVER FORM

DATE:

FED ID#:

ORGANIZATION:

YEAR FOUNDED:

Name of Executive Director

Address

City, State, Zip

Telephone & Fax

E-mail & Website

Contact Person for this request (name & title)

ORGANIZATION DESCRIPTION (two or three sentences):

REQUEST INFORMATION: ☐ General Operating

☐ Project/Program

PROJECT NAME (for program/project grants only):

SUMMARY OF REQUEST (two or three sentences):

Dollar Amount Requested (over 2 years):

Total Organization Budget.

Program/Project Budget:

Fiscal Year or Program/Project Period:

BUTLER FAMILY FOUNDATION GIVING PROGRAMS:

☐ **FOUNDATION INITIATIVE FUND**
(Invited applicants)

☐ **SPECIAL PROJECTS**
(Invited applicants)

☐ **COMMUNITY GRANTS**

PROGRAM AREA (Select one for Community Grants only)

Human Services

☐ Abuse

☐ Children & Families

☐ Chemical Dependency

☐ Housing

Please note the Butler Family Foundation will not be considering applications in the areas of Arts & Humanities, Environment, or Philanthropy & Non-Profit Management in 2011

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

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

APPLICATION CHECKLIST

DATE:

ORGANIZATION:

INFORMATION TO BE INCLUDED WITH YOUR PROPOSAL:

GENERAL FOR ALL APPLICANTS:

- ☐ Butler Family Foundation Application Cover form
- ☐ 501 (C) 3 Ruling Letter
- ☐ Board of Directors List
- ☐ Most recent Audit with comparative 2 year figures (form 990 may be substituted if audits are not required)
- ☐ Proposal Narrative including Purpose and Goals (one copy of seven pages or less)
- ☐ Organization Budget and Program/Project Budgets (if requesting program support)
- ☐ List of Organization's Major Contributors listing amounts received, committed or pending

CURRENT GRANTEES (organizations that received grants in 2009 or 2010):

- ☐ Report on 2009 or 2010 grants -
 - ☐ Mid-cycle report (for grants received in 2010)
 - ☐ Final report (for grants received in 2009)

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

**2011 DEADLINE: MAY 15 for Human Services
Foundation Initiative Fund *(Invited Applicants Only)***

PLEASE NOTE

- *Arts & Humanities, Environment, and Philanthropy & Non-Profit Management applications will not be accepted through the Community Grants Program in 2011*
- *Application materials must be postmarked on or before the deadline or your grant request will be immediately denied. Applications may be hand delivered until 3pm the day of the deadline. Faxed or e-mailed applications are not accepted.*

Patrick and Aimee Butler Family Foundation				
41-6009902				
Y.E. 12/31/2010	Part XV - Line 3 - Grants Paid During the Year of Approved for Future Payment-Stmt 16			
Organization Name	Paid Date	Grant Type	Grant Paid in 2010	Committed for 2011
1000 Friends of Minnesota 1031 W 7th St. St. Paul, MN 55102	10/25/2010	general operations	\$20,000	\$20,000
African American Family Services 2616 Nicollet Ave Minneapolis, MN 55408	10/25/2010	general operations	\$10,000	\$0
An Dah Yung 1089 Portland Avenue St. Paul, MN 55104	10/25/2010	general operations	\$10,000	\$0
Amherst H. Wilder Foundation 451 Lexington Pkwy N St. Paul, MN 55104	9/27/2010	Homeless Families Study	\$1,000	\$0
Amherst H. Wilder Foundation 451 Lexington Pkwy N St. Paul, MN 55104	10/25/2010	Jackson Street Village Townhomes	\$20,000	\$0
Avenues for Homeless Youth 1708 Oak Park Avenue N Minneapolis, MN 55411	10/25/2010	general operations	\$25,000	\$0
Bell Museum of Natural History 10 Church St. SE Minneapolis, MN 55455	10/25/2010	general operations	\$7,500	\$7,500
Breaking Free 770 University Ave W St. Paul, MN 55104	10/25/2010	general operations	\$35,000	\$0
Breaking Free 770 University Ave W St. Paul, MN 55104	10/25/2010	general operating	\$10,000	\$0
Bridge for Youth, Inc. 1111 W 22nd St Minneapolis, MN 55405	10/25/2010	general operations	\$25,000	\$0
Cabrini Partnership 1025 SE Sixth Street Minneapolis, MN 55414	10/25/2010	general operations	\$7,500	\$0
Capital Area Food Bank of Texas 8201 S Congress Ave. Austin, TX 78745	10/25/2010	Kids Cafe program	\$20,000	\$0
Casa de Esperanza P.O. Box 75177 St. Paul, MN 55175	10/25/2010	general operations	\$25,000	\$0
Catholic Charities of St. Paul and Minneapolis 1200 Second Avenue South Minneapolis, MN 55403-2500	10/25/2010	general operations for services for children and families	\$40,000	\$0
Catholic Charities of St. Paul and Minneapolis 1200 Second Avenue South Minneapolis, MN 55403-2500	10/25/2010	emergency services	\$100,000	\$0
Children's Home Society & Family Services 1605 Eustis Street St. Paul, MN 55108-1219	10/25/2010	Parent Support Services	\$15,000	\$0
Children's Safety Centers Network 281 Mana Avenue St. Paul, MN 55106	10/25/2010	general operations	\$20,000	\$0
Coalition Against Trafficking in Women 520 Eight Ave., Suite 2020 New York, NY 10018	10/25/2010	general operations	\$50,000	\$0
Coalition Against Trafficking in Women 520 Eight Ave., Suite 2020 New York, NY 10018	10/25/2010	general operations	\$30,000	\$0
Coffee House Press 79 Thirteenth St. NE, #110 Minneapolis, MN 55413	10/25/2010	general operations	\$12,500	\$12,500

Patrick and Aimee Butler Family Foundation					
41-6009902					
Y.E. 12/31/2010	Part XV - Line 3 - Grants Paid During the Year of Approved for Future Payment - Stmt 16				
Collegeville Institute for Ecumenical & Cultural Research 14027 Fruit Farm Rd , Box 2000 Collegeville, MN 56321-2000	10/25/2010	general operations	\$15,000	\$15,000	
COMPAS 75 W 5th St., #304 St Paul, MN 55102	10/25/2010	general operations	\$14,000	\$14,000	
Conservation Fund 1655 N Fort Myer Dr , Suite 1300 Arlington, VA 22209	10/25/2010	Minnesota based activities of the Upper Midwest Initiative	\$20,000	\$20,000	
Council on Foundations 2121 Crystal Dr., Suite 700 Arlington, VA 22202	1/4/2010	2010 annual membership dues	\$7,490	\$0	
Division of Indian Work 1001 E Lake St Minneapolis, MN 55407-0509	10/25/2010	Strengthening Family Circles program	\$10,000	\$0	
Dodge Nature Center 365 Marie Ave. W West Saint Paul, MN 55118	10/25/2010	general operations	\$20,000	\$20,000	
Domestic Abuse Project 204 West Franklin Ave Minneapolis, MN 55404	11/1/2010	Discretionary grant for general operating support	\$9,000	\$0	
Duluth Superior Area Community Foundation 324 West Superior St , Suite 212 Duluth, MN 55802	10/25/2010	support for the Cook County Community Fund	\$50,000	\$0	
Eagle Bluff Environmental Learning Center 1991 Brightsdales Rd , Rte 2, Box 156A Lanesboro, MN 55949	10/25/2010	general operations	\$15,000	\$15,000	
East Metro Women's Council 3521 Century Ave N. White Bear Lake, MN 55110	10/25/2010	general operations	\$30,000	\$0	
Eco Education 1295 Bandana Blvd , Suite 118 St Paul, MN 55108	10/25/2010	the Urban Environmental Initiative	\$15,000	\$15,000	
Family Housing Fund 801 Nicollet Mall, Suite 1825 Minneapolis, MN 55402	10/25/2010	Visible Child Training Series	\$25,000	\$0	
Family Housing Fund 801 Nicollet Mall, Suite 1825 Minneapolis, MN 55402	11/29/2010	Metro Stewardship Council- Supportive Housing Preservation (Heading Home Minnesota Partners' Fund in support of stabilization of family supportive housing in the metro area)	\$150,000	\$0	
Family Partnership 414 South Eighth Street Minneapolis, MN 55404	10/25/2010	PRIDE program	\$10,000	\$0	
Friends of the Minnesota Valley 10800 Lyndale Ave S., Suite 120 Bloomington, MN 55420	10/25/2010	general operations	\$12,500	\$12,500	
Friends of the Mississippi River 360 Robert St N , Ste 400 St Paul, MN 55101	10/25/2010	general operations	\$25,000	\$25,000	
Genesis II for Families 3036 University Ave SE Minneapolis, MN 55414-3342	10/25/2010	general operations	\$20,000	\$0	
Graywolf Press 250 Third Ave N #600 Minneapolis, MN 55401	10/25/2010	general operations	\$14,000	\$14,000	
Greater Minneapolis Crisis Nursery 5400 Glenwood Avenue Minneapolis, MN 55422	10/25/2010	general operations	\$17,500	\$0	

Patrick and Aimee Butler Family Foundation					
41-6009902					
Y E 12/31/2010	Part XV - Line 3 - Grants Paid During the Year of Approved for Future Payment - Stmt 16				
Greater Twin Cities United Way 404 S. 8th Street Minneapolis, MN 55404	11/29/2010	Emergency Food Fund	\$150,000	\$0	
Greater Twin Cities United Way 404 S. 8th Street Minneapolis, MN 55404	10/25/2010	general operations	\$35,000	\$0	
Green Doors 1503 S. IH 35 Austin, TX 78741	10/25/2010	general operations for the Veterans Housing Stability Project	\$15,000	\$0	
Hamline University 1536 Hewitt Avenue St Paul, MN 55104	10/25/2010	Rivers Institutes 2010 and 2011	\$20,000	\$20,000	
Hazelden Foundation CO3, PO Box 11 Center City, MN 55012	10/25/2010	the Substance Abuse Treatment Fund for Youth	\$25,000	\$0	
Headwaters Foundation for Justice 2801 21st Ave S Ste 132-B Minneapolis, MN 55407	10/25/2010	Social Change Fund	\$25,000	\$25,000	
Highpoint Center for Printmaking 912 W Lake St Minneapolis, MN 55408	10/25/2010	general operations	\$10,000	\$10,000	
Hmong American Partnership 1075 Arcade Street St Paul, MN 55106	10/25/2010	Youth and Family Services	\$15,000	\$0	
Hmong Cultural Center of Minnesota 995 University Avenue West, Suite 214 St Paul, MN 55104	10/25/2010	the Qeej Musical Instrument program	\$10,000	\$0	
Hope Community, Inc 611 E Franklin Ave Minneapolis, MN 55404	10/25/2010	general operations	\$20,000	\$0	
Jeremiah Program 1510 Laurel Avenue, Ste 100 Minneapolis, MN 55403-1244	10/25/2010	general operations	\$20,000	\$0	
La Oportunidad, Inc 2700 E. Lake St , Suite 3100 Minneapolis, MN 55406	10/25/2010	Padres Parenting Program	\$10,000	\$0	
Lao Family Community of MN, Inc 320 West University Avenue St Paul, MN 55103	10/25/2010	Uniting Families Program	\$10,000	\$0	
Lifetrack Resources 709 University Avenue West St Paul, MN 55104	10/25/2010	Early Childhood & Family Services	\$20,000	\$0	
Comprehensive Services PO Box 25535 Baltimore, MD 21217	10/25/2010	the Y A N A program	\$15,000	\$0	
Little Sisters of the Poor 330 South Exchange St Paul, MN 55102	11/8/2010	support for the holiday food programs	\$2,500	\$0	
Little Sisters of the Poor 330 South Exchange St Paul, MN 55102	3/15/2010	support for the holiday food program	\$2,500	\$0	
Lutheran Social Service of Minnesota 2485 Como Ave St Paul, MN 55108	10/25/2010	the Metro Homeless Youth Program	\$22,500	\$0	
MacPhail Center for Music 501 S 2nd St Minneapolis, MN 55401	10/25/2010	Pathways to Performance	\$17,500	\$17,500	
MAP for Nonprofits 2314 University Ave. W Suite #28 St Paul, MN 55114	10/25/2010	general operations	\$11,000	\$11,000	

Patrick and Aimee Butler Family Foundation					
41-6009902					
Y E. 12/31/2010	Part XV - Line 3 - Grants Paid During the Year of Approved for Future Payment - Stmt 16				
Meals on Wheels and More 3227 E. 5th St Austin, TX 78702	10/25/2010	most needed project	\$15,000	\$0	
Methow Arts Alliance PO Box 723 Twisp, WA 98856	10/25/2010	general operations	\$10,000	\$0	
Methow Conservancy 315 Riverside Ave , P.O Box 71 Winthrop, WA 98862	10/25/2010	general operations	\$35,000	\$0	
Milkweed Editions 1011 Washington Ave S , Ste 300 Minneapolis, MN 55415	10/25/2010	general operations	\$12,000	\$12,000	
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis, MN 55404	10/25/2010	general operations	\$32,500	\$32,500	
Minneapolis Riverfront Corporation 2117 West River Rd Minneapolis, MN 55414	3/29/2010	general operations	\$5,000	\$0	
Minnesota Center for Book Arts 1011 Washington Ave S Ste 100 Minneapolis, MN 55415	10/25/2010	general operations	\$7,500	\$7,500	
Minnesota Center for Environmental Advocacy 26 East Exchange Street #206 Saint Paul, MN 55101-1667	10/25/2010	general operations	\$15,000	\$15,000	
Minnesota Children's Museum 10 West Seventh Street St Paul, MN 55102	10/25/2010	general operations	\$30,000	\$30,000	
Minnesota Council of Nonprofits 2314 University Avenue W, Ste 20 St Paul, MN 55114	10/25/2010	general operations	\$25,000	\$25,000	
Minnesota Council on Foundations 100 Portland Ave S , #225 Minneapolis, MN 55401-2575	1/4/2010	2010 annual membership dues	\$5,055	\$0	
Minnesota Environmental Partnership 546 Rice St , Ste 100 St Paul, MN 55103	10/25/2010	general operations	\$25,000	\$0	
Minnesota Historical Society 345 Kellogg Blvd West St Paul, MN 55102-1906	10/25/2010	general operations	\$25,000	\$25,000	
Minnesota Humanities Center 987 East Ivy Avenue St Paul, MN 55106-2046	10/25/2010	American Indian Treaties	\$20,000	\$20,000	
Minnesota Indian Women's Resource Center 2300 15th Avenue South Minneapolis, MN 55404	10/25/2010	services for women victims of sexual violence	\$10,000	\$0	
Minnesota Land Trust 2356 University Avenue W, #240 St Paul, MN 55114	10/25/2010	general operations	\$15,000	\$15,000	
MN Organization on Fetal Alcohol Syndrome 1885 University Ave. Suite 395 St Paul, MN 55104	10/25/2010	Growing New Beginnings	\$15,000	\$0	
Minnesota Waters 720 W. Saint Germain St , Suite 143 St Cloud, MN 56301	10/25/2010	general operations	\$20,000	\$20,000	
Mississippi River Fund 111 E. Kellogg Blvd , suite 105 St Paul, MN 55101	10/25/2010	general operations	\$25,000	\$25,000	
Neighborhood House 179 East Robie Street St Paul, MN 55107	10/25/2010	the Family Support and Education program	\$25,000	\$0	

Patrick and Aimee Butler Family Foundation					
41-6009902					
Y E. 12/31/2010	Part XV - Line 3 - Grants Paid During the Year of Approved for Future Payment - Stmt 16				
Nonprofits Assistance Fund 2801 21st Ave S., Suite 210 Minneapolis, MN 55407	10/25/2010	general operating support	\$7,500	\$7,500	
Northern Clay Center 2424 Franklin East Minneapolis, MN 55406	10/25/2010	general operations of \$30,000 over two years plus one time grant of \$15,000 for 20th Anniversary programs and leadership transition	\$30,000	\$15,000	
Opportunity Neighborhood 1417 10th St. NW, #104 New Brighton, MN 55112	10/25/2010	the Live Together Grow Together program	\$10,000	\$0	
Parks & Trails Council of Minnesota 275 E 4th Street Suite #250 St. Paul, MN 55101-1625	10/25/2010	general operations	\$15,000	\$15,000	
Peta Wakan Tipi, Inc. 459 North Wheeler St. Paul, MN 55104	10/25/2010	general operations	\$12,500	\$0	
Prevent Child Abuse Minnesota 709 University Ave W., Suite 234 St. Paul, MN 55104	10/25/2010	general operations	\$20,000	\$0	
Project for Pride in Living, Inc 1035 E. Franklin Ave Minneapolis, MN 55404	10/25/2010	general operations	\$40,000	\$0	
Prostitution Research & Education P.O. Box 16254 San Francisco, CA 94116-0254	10/25/2010	general operations	\$40,000	\$0	
Ramsey County Historical Society 75 West 5th St, #323 Landmark Center St. Paul, MN 55102	10/25/2010	general operations	\$20,000	\$20,000	
Range Women's Advocates 301 First St S #100 Virginia, MN 55792	10/25/2010	general operations	\$16,500	\$0	
Resources for Child Carng 10 Yorkton Court St Paul, MN 55117	10/25/2010	general operations	\$20,000	\$0	
Saint Paul Conservatory of Music 29 E Exchange St St Paul, MN 55101	10/25/2010	Music For All program	\$12,500	\$12,500	
Saint Paul Parks Conservancy 1 West Water Street, Suite 265 St Paul, MN 55107	10/25/2010	the Lilydale Regional Park project	\$50,000	\$0	
Schubert Club 75 W 5th St, Suite 302 St Paul, MN 55102	10/25/2010	Project CHEER	\$10,000	\$10,000	
Science Museum of Minnesota 120 West Kellogg Blvd. St Paul, MN 55102	10/25/2010	general operations	\$35,000	\$35,000	
Sisters of St Joseph of Carondelet 1884 Randolph Ave St Paul, MN 55105	10/25/2010	Sarah's . an Oasis for Women	\$15,000	\$0	
Southside Family Nurturing Center 2448 18th Avenue S. Minneapolis, MN 55404	10/25/2010	Early Childhood Education Services	\$20,000	\$0	
St Stephen's Human Services 2211 Clinton Avenue South Minneapolis, MN 55404	10/25/2010	general operations	\$20,000	\$0	
Textile Center of Minnesota 3000 University Ave SE, Suite 100 Minneapolis, MN 55414	10/25/2010	general operations	\$7,500	\$7,500	
The Cove 128 Glover St, PO Box 895 Twisp, WA 98856	10/25/2010	general operations	\$5,000	\$0	

Patrick and Aimee Butler Family Foundation					
41-6009902					
Y.E. 12/31/2010	Part XV - Line 3 - Grants Paid During the Year of Approved for Future Payment - Stmt 16				
The Loft Literary Center 1011 Washington Avenue S., #200 Minneapolis, MN 55415	10/25/2010	general operations	\$18,000	\$18,000	
The Nature Conservancy in MN 1101 West River Pkwy, Ste. 200 Minneapolis, MN 55415	10/25/2010	the Northeast Minnesota Program	\$30,000	\$30,000	
The Saint Paul Foundation 55 E Fifth Street, #600 St Paul, MN 55101-1797	10/25/2010	regranting through the Wicklow Fund	\$50,000	\$0	
The Saint Paul Foundation 55 E Fifth Street, #600 St Paul, MN 55101-1797	10/25/2010	the Community Sharing Fund	\$10,000	\$0	
Trust for Public Lands 2610 University Avenue, Suite 300 St Paul, MN 55114	10/25/2010	general operations	\$22,500	\$22,500	
Twin Cities Habitat for Humanity 3001 4th Street SE Minneapolis, MN 55414	10/25/2010	general operations	\$35,000	\$0	
University of Maryland School of Social Work 525 W. Redwood Street Baltimore, MD 21201	9/20/2010	Promise Heights/Parent University Project	\$30,000	\$0	
Vermont Food Bank PO Box 254 South Barre, VT 05670	10/25/2010	general operations	\$25,000	\$0	
Vermont Partnership for Fairness & Diversity 214 Main St Brattleboro, VT 05301	10/25/2010	general operations	\$12,500	\$0	
Violence Prevention Center PO Box 134 21 W 2nd Street Grand Marais, MN 55604	10/25/2010	general operations	\$12,000	\$0	
Walker Art Center 725 Vineland Place Minneapolis, MN 55403	10/25/2010	general operations	\$25,000	\$25,000	
Wayside House, Inc 3705 Park Center Blvd. St Louis Park, MN 55416	10/25/2010	Incarnation House	\$25,000	\$0	
Women's Advocates 588 Grand Avenue St Paul, MN 55102	10/25/2010	general operations	\$15,000	\$0	
Women's Crisis Center PO Box 933 Brattleboro, VT 05302	10/25/2010	housing and aid to women and children in need	\$12,500	\$0	
Women's Foundation of Minnesota 155 Fifth Avenue S, Ste 500 Minneapolis, MN 55401	5/17/2010	planning support for A Future Not A Past	\$7,500	\$0	
Women's Foundation of Minnesota 155 Fifth Avenue S, Ste 500 Minneapolis, MN 55401	10/25/2010	general operations of \$32,500 each year for two years and a one-time grant of \$15,000 for the A Future Not A Past Initiative	\$47,500	\$32,500	
YouthLink 41 N 12th Street Minneapolis, MN 55403	10/25/2010	support for the SISTERS program	\$10,000	\$0	
Totals			\$2,585,045	\$751,500	

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization	Employer identification number
	PATRICK AND AIMEE BUTLER FAMILY FOUNDATION	41-6009902
	Number, street, and room or suite no. If a P O box, see instructions	
	332 MINNESOTA STREET, E-1420	
City, town or post office, state, and ZIP code For a foreign address, see instructions.		
ST. PAUL, MN 55101-1369		

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **BUTLER OFFICE, INC.**

Telephone No. ► **651 222-2565**

FAX No ► **651 222-2566**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15**, 20 **11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ **X** calendar year 20 **10** or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2** If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	50,742.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	82,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2011)

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

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

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

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number	
	PATRICK AND AIMEE BUTLER FAMILY FOUNDATION	41-6009902	
	Number, street, and room or suite no. If a P.O. box, see instructions.	332 MINNESOTA STREET, E-1420	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	ST. PAUL, MN 55101-1369	

Enter the Return code for the return that this application is for (file a separate application for each return)

05

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

BUTLER OFFICE, INC.

- The books are in the care of ☒ 332 MINNESOTA STREET, E-1420 - ST. PAUL, MN 55101-1369
Telephone No. ☒ 651-222-2565 FAX No. ☒ 651-222-2566

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.
- 5 For calendar year 2010, or other tax year beginning _____, and ending _____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	58,278.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	82,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature Title CPA Date

Form 8868 (Rev. 1-2011)

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

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

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

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization PATRICK AND AIMEE BUTLER FAMILY FOUNDATION	Employer identification number 41-6009902
	Number, street, and room or suite no. If a P.O. box, see instructions. 332 MINNESOTA STREET, E-1420	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST. PAUL, MN 55101-1369	

Enter the Return code for the return that this application is for (file a separate application for each return) **05**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

BUTLER OFFICE, INC.

- The books are in the care of **332 MINNESOTA STREET, E-1420 - ST. PAUL, MN 55101-1369**
Telephone No. **651-222-2565** FAX No. **651-222-2566**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**
- 5 For calendar year **2010**, or other tax year beginning _____, and ending _____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	58,278.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	82,000.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature **Barbara Duckley** Title **CPA** Date **8/3/11**

Form 8868 (Rev. 1-2011)