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Form 990-PF

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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 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
PATTERSON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
1031 MENDOTA HEIGHTS ROAD

Room/suite

City or town, state, and ZIP code
ST PAUL, MN 55120

A Employer identification number
74-3076772

B Telephone number (see page 10 of the instructions)
(651) 686-1725

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 ☐

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 ☐

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)☐\$ 15,984,495

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

Part I Analysis of Revenue and Expenses <small>(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))</small>		(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)	30,853			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	446,519	446,519		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	419,770			
	b Gross sales price for all assets on line 6a _____ 7,775,236				
	7 Capital gain net income (from Part IV , line 2)		419,770		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	897,142	866,289	0	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	14,623	5,066	0	9,557
	c Other professional fees (attach schedule)	141,967	110,149	0	32,966
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	15,021	0	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				233
	22 Printing and publications				
	23 Other expenses (attach schedule)	35,917	0	0	32,917
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	207,528	115,215	0	75,673
	25 Contributions, gifts, grants paid	576,255			576,255
	26 Total expenses and disbursements. Add lines 24 and 25	783,783	115,215	0	651,928
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	113,359			
	b Net investment income (if negative, enter -0-)		751,074		
	c Adjusted net income (if negative, enter -0-)			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	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	23,056	63,590	63,590
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ 20,842 Less allowance for doubtful accounts ▶ _____ 1,000	47,153	19,842	19,842
	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	50		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	14,281,301	15,867,919	15,867,919
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	38,874	33,144	33,144
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,390,434	15,984,495	15,984,495
	17	Accounts payable and accrued expenses	29,242	29,514	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	0	8,733	
	23	Total liabilities (add lines 17 through 22)	29,242	38,247	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	14,361,192	15,946,248	
	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 (see page 17 of the instructions)	14,361,192	15,946,248	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,390,434	15,984,495	

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)	14,361,192
2	Enter amount from Part I, line 27a	113,359
3	Other increases not included in line 2 (itemize) ▶ _____	1,471,697
4	Add lines 1, 2, and 3	15,946,248
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	15,946,248

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)
1 a	WELLS FARGO INVESTMENT STATEMENTS	P		
b	INVESTMENTS GENERATING UNRELATED BUSINESS INCOME	P		
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 7,775,236		7,346,118	429,118
b		9,348	-9,348
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			429,118
b			-9,348
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	419,770
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	

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	571,296	12,571,637	0 045443
2008	744,765	15,514,126	0 048006
2007	724,857	16,961,798	0 042735
2006	578,263	15,319,068	0 037748
2005	963,764	14,257,105	0 067599

2 Total of line 1, column (d).	2	0 241531
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 048306
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	14,310,066
5 Multiply line 4 by line 3.	5	691,262
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	7,511
7 Add lines 5 and 6.	7	698,773
8 Enter qualifying distributions from Part XII, line 4.	8	651,928

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	15,021
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	15,021
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	15,021
6 Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,288
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	21,288
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	6,267
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 6,267 Refunded		11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?			Yes No
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)? 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.		1a	No
c Did the foundation file Form 1120-POL for this year?.		1b	No
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		1c	No
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.		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	Yes
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	Yes
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) MN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	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? Website address ▶ WWW.PATTERSONFOUNDATION.NET	13	Yes	
14	The books are in care of ▶ R STEPHEN ARMSTRONG Telephone no ▶ (651) 686-1600 Located at ▶ 1031 MENDOTA HEIGHTS ROAD ST PAUL MN ZIP+4 ▶ 55120			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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		No
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? <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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>).	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
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.				0

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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	14,434,564
b	Average of monthly cash balances.	1b	40,436
c	Fair market value of all other assets (see page 24 of the instructions).	1c	52,986
d	Total (add lines 1a, b, and c).	1d	14,527,986
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	14,527,986
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	217,920
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,310,066
6	Minimum investment return. Enter 5% of line 5.	6	715,503

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	715,503
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	15,021
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,021
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	700,482
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	700,482
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	700,482

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	651,928
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	651,928
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	651,928
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			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 386,913			
b	Total for prior years 20____, 20____, 20____ 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 ➤ \$ 651,928			
a	Applied to 2009, but not more than line 2a 386,913			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . 0			
d	Applied to 2010 distributable amount. 265,015			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2010 0			
(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 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 page 27 of the instructions . . . 0			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 435,467			
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) 0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) 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 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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

KIM POIRIER ADMINISTRATOR
1031 MENDOTA HEIGHTS ROAD
ST PAUL, MN 55120
(651) 686-1929

b

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

APPLICATIONS SHOULD INCLUDE ALL ITEMS REQUESTED IN THE GRANT APPLICATION. GRANT APPLICATIONS CAN BE OBTAINED BY WRITING, EMAILING (INFORMATION@PATTERSONFOUNDATION.NET) OR CALLING (651) 686-1929. THE GRANT APPLICATION INCLUDES A BRIEF DESCRIPTION OF YOUR PROJECT AND STATEMENT OF NEED, SUMMARY OF THE ORGANIZATION, ITS MISSION AND GOALS, ORGANIZATION BUDGET, AND A PROJECT BUDGET.

c

Any submission deadlines

MOST APPLICATIONS THAT RECEIVE FUNDING REQUIRE 60 TO 140 DAYS FOR CONSIDERATION AND APPROVAL.

d

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

THE FOUNDATION FOCUSES ON PROVIDING GRANTS IN EDUCATION, HEALTH AND HUMAN SERVICES, AND EDUCATIONAL SCHOLARSHIPS. EDUCATION GRANTS ARE SUPPORT FOR EDUCATION IN THE FOUNDATION'S FOCUS AREAS OF ORAL HEALTH, ANIMAL HEALTH, AND OCCUPATIONAL AND PHYSICAL REHABILITATION. HEALTH AND HUMAN SERVICES GRANTS ASSIST PROGRAMS THAT BENEFIT ECONOMICALLY DISADVANTAGED PEOPLE OR YOUTH WITH SPECIAL NEEDS. EDUCATIONAL SCHOLARSHIPS ARE SUPPORT FOR DEPENDENTS OF PATTERSON COMPANIES, INC. EMPLOYEES.

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	576,255
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

1a(1)

1a(2)

1b(1)

1b(2)

1b(3)

1b(4)

1b(5)

1b(6)

1c

Yes

No

(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.

2011-08-31

Signature of officer or trustee

Date

Title

Paid Preparer's Use Only

Preparer's Signature

Date

Check if self-employed

PTIN

Firm's name

RYAN J TERRY LTD

Firm's EIN

Firm's address

550 MAIN STREET SUITE 550

Phone no

ST PAUL, MN 55112 (651) 636-3806

Form 990-PF (2010)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of organization PATTERSON FOUNDATION	Employer identification number 74-3076772
--	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization PATTERSON FOUNDATION	Employer identification number 74-3076772
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Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	<div>SIT INVESTMENTS</div> <div>3300 IDS CEENTER 80 SOUTH 8TH STREE</div> <div>MINNEAPOLIS, MN 55402</div> <div></div>	\$ <u>12,437</u>	<div> <div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> </div> <div>(Complete Part II if there is a noncash contribution)</div>
<u>2</u>	<div>TIM WAGSTAFF</div> <div>13518 TAYLORCREST ROAD</div> <div>HOUSTON, TX 77079</div> <div></div>	\$ <u>5,000</u>	<div> <div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> </div> <div>(Complete Part II if there is a noncash contribution)</div>
<u>3</u>	<div>PAUL GUGGENHEIM</div> <div>1009 SUMMIT AVENUE</div> <div>ST PAUL, MN 55104</div> <div></div>	\$ <u>5,249</u>	<div> <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> </div> <div>(Complete Part II if there is a noncash contribution)</div>
<u> </u>	<div></div> <div></div> <div></div> <div></div>	\$ <u> </u>	<div> <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> </div> <div>(Complete Part II if there is a noncash contribution)</div>
<u> </u>	<div></div> <div></div> <div></div> <div></div>	\$ <u> </u>	<div> <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> </div> <div>(Complete Part II if there is a noncash contribution)</div>
<u> </u>	<div></div> <div></div> <div></div> <div></div>	\$ <u> </u>	<div> <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> </div> <div>(Complete Part II if there is a noncash contribution)</div>

Name of organization PATTERSON FOUNDATION	Employer identification number 74-3076772
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$

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

TY 2010 Accounting Fees Schedule

Name: PATTERSON FOUNDATION

EIN: 74-3076772

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND AUDITING	14,623	5,066	0	9,557

TY 2010 General Explanation Attachment

Name: PATTERSON FOUNDATION

EIN: 74-3076772

Identifier	Return Reference	Explanation
	990-PF, PART I, LINE 6	THE FOUNDATION IS REPORTING THE NET GAIN FROM INVESTMENT TRANSACTIONS ON LINE 6 THE FOUNDATION'S ACCOUNTING SYSTEM RECORDED THESE INVESTMENT TRANSACTIONS OBTAINING THE DATA OF GROSS SALES PRICE ON A TRANSACTION-BY-TRANSACTION BASIS WOULD REQUIRE SUBSTANTIAL ADDITIONAL ACCOUNTING COST AND EFFORT THE FOUNDATION IS AUDITED BY INDEPENDENT CPA'S AND THE GAIN OR LOSS AND COST FIGURES ARE REGULARLY RECONCILED TO THE CUSTODIAN'S RECORDS THE DETAIL IS ULTIMATELY AVAILABLE IN THE FOUNDATION'S RETAINED RECORDS

TY 2010 Investments - Other Schedule**Name:** PATTERSON FOUNDATION**EIN:** 74-3076772

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MONEY MARKET FUNDS	FMV	20,512	20,512
EQUITIES	FMV	10,082,122	10,082,122
BONDS AND NOTES	FMV	3,089,014	3,089,014
POOLED, COMMON AND COLLECTIVE FUNDS	FMV	2,676,271	2,676,271

TY 2010 Other Assets Schedule

Name: PATTERSON FOUNDATION

EIN: 74-3076772

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED EXCISE TAX RECEIVABLE	6,610	322	322
ACCRUED INTEREST AND DIVIDENDS	32,264	32,822	32,822

TY 2010 Other Expenses Schedule

Name: PATTERSON FOUNDATION

EIN: 74-3076772

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	520	0	0	520
WRITE-OFF OF PROMISE TO GIVE	3,000	0	0	0
FUNDRAISING - DVD	32,397	0	0	32,397

TY 2010 Other Increases Schedule

Name: PATTERSON FOUNDATION

EIN: 74-3076772

Description	Amount
UNREALIZED GAINS	1,471,697

TY 2010 Other Liabilities Schedule

Name: PATTERSON FOUNDATION

EIN: 74-3076772

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	0	8,733

TY 2010 Other Professional Fees Schedule**Name:** PATTERSON FOUNDATION**EIN:** 74-3076772

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	110,149	110,149	0	0
SCHOLARSHIP FEES	9,250	0	0	9,250
GRANTS CONSULTING	22,568	0	0	23,716

TY 2010 Taxes Schedule

Name: PATTERSON FOUNDATION

EIN: 74-3076772

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE AND UNRELATED BUSINESS INCOME TAXES	15,021	0	0	0


Additional Data

Software ID:
Software Version:
EIN: 74-3076772
Name: PATTERSON FOUNDATION


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
R STEPHEN ARMSTRONG	TREASURER 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				
RONALD E EZERSKI	DIRECTOR 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				
GEORGE L HENRIQUES	DIRECTOR 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				
RICHARD A KOCHMANN	SECRETARY 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				
MATTHEW L LEVITT	DIRECTOR 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				
ROBERT C CLIFFORD	VICE PRESIDENT 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				
SCOTT P ANDERSON	DIRECTOR 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				
JAMES W WILTZ	DIRECTOR 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				
DAVID P SPROAT	DIRECTOR 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				
GARY D JOHNSON	PRESIDENT 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				
PAMELA A HEMMEN	DIRECTOR 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				
PAUL A GUGGENHEIM	DIRECTOR 0 10	0	0	0
1031 MENDOTA HEIGHTS ROAD ST PAUL, MN 55120				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DENTAL FOUNDATION OF OREGON PO BOX 2448 WILSONVILLE,OR 97070	NONE	PUBLIC CHARITY	SUPPORT DENTISTS, HYGIENISTS AND DENTAL ASSISTANTS WHO VOLUNTEER WITH TOOTH	4,000
AMERICAN OCCUPATIONAL THERAPY FOUNDATION 4720 MONTGOMERY LANE PO BOX 31220 BETHESDA,MD 20824	NONE	PUBLIC CHARITY	SURVEY ON VOLUNTEERING BY OCCUPATIONAL THERAPISTS AND 5 VOLUNTEER AWARDS	15,500
CARE CLINIC 1407 WEST 4TH STREET RED WING,MN 55066	NONE	PUBLIC CHARITY	START-UP COSTS FOR NEW DENTAL CLINIC	18,000
NATIONAL CHILDREN'S ORAL HEALTH FOUNDATION 4108 PARK ROAD SUITE 406 CHARLOTTE,NC 28209	NONE	PUBLIC CHARITY	GROWING NUMBER OF LOCAL AFFILIATES, INCREASING ORAL HEALTH ZONES	70,000
CHILDREN'S DENTAL CENTER OF GREATER LOS ANGELES 300 EAST BUCKTHORN STREET INGLEWOOD,CA 90301	NONE	PUBLIC CHARITY	SUPPORT STUDENTS IN DENTAL PROFESSIONS WHO VOLUNTEER IN ORGANIZATION	20,000
DADE COUNTY DENTAL RESEARCH CLINIC 750 NW 20TH STREET MIAMI,FL 33127	NONE	PUBLIC CHARITY	VOLUNTEER RECRUITMENT MATERIALS	9,500
UC DAVIS SCHOOL OF VETERINARY MEDICINE ONE SHIELDS AVENUE DAVIS,CA 95616	NONE	PUBLIC CHARITY	DEVELOPMENT OF FIRST 10 MODULES OF THE NEW ONLINE SELF-ASSESMENT TOOL	14,555
INTERFAITH DENTAL CLINIC 1721 PATTERSON STREET NASHVILLE,TN 37203	NONE	PUBLIC CHARITY	SUPPORT COSTS OF A DENTAL ASSISTANT TO WORK WITH THE	12,000
IOWA MISSION OF MERCY 5530 WEST PARKWAY SUITE 100 JOHNSTON,IA 50131	NONE	PUBLIC CHARITY	MISSION OF MERCY ON NOVEMBER 5 AND 6 IN CEDAR RAPIDS, IA	10,000
KIDS IN DISTRESS 819 NE 26TH STREET FORT LAUDERDALE,FL 33305	NONE	PUBLIC CHARITY	UTILITY COSTS OF NEW 12- OPERATORY DENTAL CLINIC	10,000
RED RIVER VALLEY DENTAL ACCESS PROJECT OPO BOX 1748 FARGO,ND 58107	NONE	PUBLIC CHARITY	RECRUIT ADDITIONAL DENTAL PROFESSIONALS FOR URGENT CARE DENTAL CLINIC	4,000
ORAL HEALTH AMERICA 410 NORTH MICHIGAN AVENUE SUITE 352 CHICAGO,IL 60611	NONE	PUBLIC CHARITY	EXPAND MILES AROSS AMERICA PROGRAM	53,500
SCHOLARSHIP AMERICA ONE SCHOLARSHIP WAY PO BOX 297 ST PETER,MN 56082	NONE	EXEMPT ORGANIZATION	SCHOLARSHIPS	153,000
UNION GOSPEL MISSION TWIN CITIES 77 9TH STREET EAST ST PAUL,MN 55101	NONE	PUBLIC CHARITY	PILOT AND EVALUATE IMPACT OF PROVIDING MEALS FOR DENTAL VOLUNTEERS	5,500
DOOR COUNTY MEMORIAL HOSPITAL FOUNDATION 1843 MICHIGAN STREERT STURGEON BAY,WI 54235	NONE	PUBLIC CHARITY	SUPPORT DENTAL PROFESSIONALS VOLUNTEERING AT YOUR CLINIC	2,200
Total  3a				576,255

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GENESIS WORLD MISSION INC 215 WEST 35TH STREET GARDEN CITY, ID 83714	NONE	PUBLIC CHARITY	EXPANSION OF TWO-OPERATORY DENTAL CLINIC HOURS	6,000
AMERICA'S DENTISTS CARE FOUNDATION 9110 E 35TH STREET NORTH WICHITA, KS 67226	NONE	PUBLIC CHARITY	NON-DENTAL EQUIPMENT FOR ONE NEW SEMI-TRAILER AND UPGRADES TO OTHER NON-DENT	125,000
LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST SEVENTH STREET SUITE 200 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	ORAL HEALTH INITIATIVE FOR LOW-INCOME CHILDREN AND PARENTS	10,000
ST LUKE'S HEALTH CARE FOUNDATION 855 A AVENUE NE SUITE 105 CEDAR RAPIDS, IA 52402	NONE	PUBLIC CHARITY	CONSTRUCTION COSTS FOR UPDATING AND EXPANDING DENTAL CLINIC	15,000
TEXAS A&M COLLEGE OF VETERINARY MEDICINE 4461 TAMU COLLEGE STATION, TX 77845	NONE	PUBLIC CHARITY	FUNDING FOR PATTERSON MINORITY FELLPW IN VETERINARY MEDICINE	12,000
VOLUNTEERS IN MEDICINE BERKSHIRES 777 MAIN STREET SUITE 4 GREAT BARRINGTON, MA 01230	NONE	PUBLIC CHARITY	INMPLEMENTATION OF E-MDS SOFTWARE IN DENTAL CLINIC	6,500
Total  3a				576,255

**AMENDED AND RESTATED
BYLAWS
OF
PATTERSON FOUNDATION**

ARTICLE I.

PURPOSE

Section 1.01 General Purpose. The purpose of this corporation is as set out in the Articles of Incorporation, as amended.

ARTICLE II.

MEMBERS

Section 2.01 Members. The Articles of Incorporation do not provide for members of this corporation, and accordingly, there are no members nor shall there be any meetings of the members of the corporation.

Section 2.02 Actions By Members. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board of Directors.

ARTICLE III.

BOARD OF DIRECTORS

Section 3.01 General Powers. The general management of the corporation shall be vested in the Board of Directors, which shall pass upon the acceptance of all gifts, grants, devises, or bequests and shall determine the activities, programs, or projects to be financed or administered by the corporation. The Board of Directors may, from time to time, delegate such authority and responsibility as it may determine to one or more committees or officers.

Section 3.02 Number and Election. The Board of Directors shall consist of not less than three (3) persons. A director shall be elected by an affirmative vote of a majority of the directors then in office. Directors shall serve without compensation.

Section 3.03 Qualifications. Directors shall be of legal age, but need not be residents of Minnesota.

Section 3.04 Term of Office. Each director shall be elected for a term of three (3) years, or such shorter term as shall be approved by the Board at the time of his or her election. The existing Board shall be designated with staggered terms (1, 2, and 3 years) so that approximately one-third of the incumbent directors are subject to replacement or reappointment each year. Each director shall hold office until his or her successor has been elected and qualified, or until his or her death, resignation, or removal as hereinafter provided.

Section 3.05 Board Vacancies. A vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the directors then in office, and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors.

Section 3.06 Removal of Board Members. Any director may be removed, with or without cause, at any time by an affirmative vote of a majority of the directors. No director shall be removed from office unless the notice of the annual meeting or special meeting of the Board at which removal is to be considered states such purpose. When a director has been removed, a new director may be elected by the affirmative vote of a majority of the directors then in office.

Section 3.07 Resignation of Board Member. Any director may resign at any time by delivering a written resignation to the President or to the Secretary of the corporation. The resignation of any director shall take effect at the time, if any, specified therein, or if no time is specified therein, immediately upon receipt thereof by the officer of this corporation to whom it is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV. MEETINGS

Section 4.01 Annual Meetings. The annual meeting of the Board of Directors shall be held each year for the purpose of electing the officers of this corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Section 4.05 hereof, unless excused in accordance with Section 4.06 hereof.

Section 4.02 Regular Meetings. Regular meetings of the Board of Directors may be held from time to time at such time and place as the Board may determine by resolution; however the Board may delegate to the President the power to set the meeting dates and times.

Section 4.03 Special Meetings. Special meetings of the Board may be called by the President, and must be called by the President or the Secretary on the written request of not less than two (2) directors or the Secretary. Business at a special meeting shall be limited to the matters specified in the notice of the meeting.

Section 4.04 Place of Meeting. Meetings shall be held at any place within or without the State of Minnesota designated by the Board of Directors, and in the absence of such designation shall be held at the registered office of the corporation. The Board may delegate to the President the power to designate the place of meetings.

Section 4.05 Notice of Meetings. Written notice of every annual, regular and special meeting of the Board shall be delivered, mailed, faxed, or sent by means of electronic communications, to each director, addressed to him or her at his or her residence or usual place of business, at least three (3) days or by faxing the same at least one (1) day before the meeting. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise expressly required by the laws of the State of Minnesota, the Articles of Incorporation, or these Bylaws.

Section 4.06 Notices Excused. Notice of any meeting of the Board of Directors need not be given to any director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors of this corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

Section 4.07 Quorum. Except as otherwise provided by statute or by these Bylaws, a majority of the Board is necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Board members present is the act of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice.

Section 4.08 Voting. Each Board member shall have one vote. There shall be no cumulative voting. Directors may vote by voice or by ballot.

Section 4.09 Electronic Conference Meetings. A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee if the same notice is given of the conference as would be required for a meeting and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by this means constitutes personal presence at the meeting.

Section 4.10 Electronic Communications. This corporation recognizes that authenticated electronic communications ("electronic communications") may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication. Electronic communications are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic, or similar technologies. Valid electronic signatures are those signatures that are expressed through an electronic sound, symbol, or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

Section 4.11 Action Without a Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting as set forth in the Articles of Incorporation.

ARTICLE V. OFFICERS

Section 5.01 Number. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be determined by the Board of Directors. A person may hold more than one office at the same time.

Section 5.02 Election and Term of Office. The officers shall be elected by the Board of Directors at the annual meeting of the Board in each calendar year. Any officer so elected shall hold office until the annual meeting of the Board of Directors in the next calendar year and until the election and qualification of his or her successor, except in cases of resignation or removal.

Section 5.03 Qualifications. Officers shall be of legal age, but need not be directors of the corporation. The same person may hold any two offices at the same time.

Section 5.04 Compensation. The compensation of the officers of the corporation is subject to review and approval by the Board and must be reasonable in amount for the services rendered. Unless the Board of Directors determines otherwise, the officers of the corporation shall serve without any compensation.

Section 5.05 Resignation. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors or the President or to the Secretary of this corporation. The resignation of any officer shall take effect at the time, if any specified therein, or if no time is specified therein, immediately upon receipt thereof by the officer of this Corporation to whom it is given; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5.06 Removal. Any officer may be removed, either with or without cause, by a vote of the majority of the total number of directors at any annual or special meeting at which a quorum is present.

Section 5.07 Vacancies. A vacancy in any office of the corporation shall be filled by the affirmative vote or action of a majority of the Board members then in office, and the officer so elected shall hold office and serve until the next annual meeting of the Board.

Section 5.08 President. The President shall be the chief officer of the corporation and shall preside at all meetings of the Board of Directors. The President shall have and exercise general charge and supervision over the affairs of the corporation; shall perform such other duties as may be assigned by the Board of Directors. The President shall be a member of the Executive Committee, if any, and an ex officio member of all other committees.

Section 5.09 Vice President. In the event of absence or disability of the President, the Vice President shall succeed to the powers and duties of the President. The Vice President shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 5.10 Secretary. The Secretary shall be responsible for the maintenance of books and records of the corporation, and shall in general perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section 5.11 Treasurer. The Treasurer shall be responsible for all funds and property of the corporation and shall in general perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section 5.12 Other Officers, Agents, and Employees. The corporation may have such other officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be designated by resolution of the Board of Directors.

Section 5.13 Bond. The Board of Directors of this corporation shall from time to time determine which, if any, officers, agents and employees of this corporation shall be bonded and the amount of each bond.

ARTICLE VI.

COMMITTEES

Section 6.01 Appointment. The Board of Directors may appoint committees as necessary. Committee membership is not limited to directors unless specified in the committee description provided, however, that at least one member of the committee be a director. Committees shall have the powers, duties, and responsibilities and shall be organized as specified in their appointment. Committees are subject to the direction and control of the Board of Directors.

Section 6.02 Executive Committee. The Board of Directors may designate two (2) or more of its directors, at least one of whom shall be the President of the corporation, to constitute an Executive Committee. Only persons who are directors of this corporation shall be eligible for appointment to the Executive Committee. When a member of the Executive Committee ceases to be a director of the corporation, such person shall automatically cease to be a member of the Executive Committee.

Section 6.03 Powers of the Executive Committee. The Executive Committee shall at all times be subject to the direction and control of the Board of Directors. The Executive Committee shall have all the powers and authority of the Board of Directors in the management of the business of the corporation in the interval between meetings of the Board of Directors, except the Executive Committee shall have no authority:

- (1) to elect Directors;
- (2) to elect officers;
- (3) to amend the Articles of Incorporation or Bylaws;
- (4) to dissolve the corporation; or
- (5) to act with respect to any other matters specifically reserved by the Board of Directors for itself.

Section 6.04 Meetings of the Executive Committee. If an Executive Committee is established, it shall hold such regular or other periodic meetings, at such times and places, and upon such notice as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee. In addition, special meetings of the Executive Committee shall be held whenever called by the President or by one other member of the Executive Committee, upon the same notice as provided for in Section 3.05 hereof, unless excused in accordance with Section 3.06 hereof.

Section 6.05 Quorum. A majority of the total number of members of the Executive Committee (but not less than two) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee.

Section 6.06 Additional Committees. The Board of Directors may appoint additional committees including ad hoc committees as necessary.

ARTICLE VII.
FINANCIAL MANAGEMENT

Section 7.01 Books and Records. The Board of Directors of the corporation shall cause to be kept:

- (1) records of all proceedings of the Board of Directors and the Executive Committee, if any; and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 7.02 Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the corporation originals or copies of:

- (1) records of all proceedings of the Board of Directors and the Executive Committee, if any; and
- (2) all financial statements and tax returns of the corporation; and
- (3) the Articles of Incorporation and Bylaws of the corporation, and all amendments and restatements thereof.

Section 7.03 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the corporation. This authority may be general or confined to specific instances.

Section 7.04 Checks and Drafts. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, must be signed by the officer or officers, agent or agents of the corporation, and in the manner specified by the Board of Directors. In the absence of a determination by the Board of Directors, the instruments must be signed by the Treasurer or the President of the corporation.

Section 7.05 Fiscal Year. The fiscal year of the corporation shall be as determined from time to time by the Board of Directors; provided, however, that until such time as the Board of Directors may otherwise direct, the corporation's fiscal year shall commence on the first of January of each year and end on the thirty-first of December.

Section 7.06 Authority to Borrow, Encumber Assets. No director, officer, agent, or employee of this corporation shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 7.07 Application of Funds. No donation, gift or grant made by the corporation shall be used to pay for the overhead expenses of the recipient of the donation, gift or grant.

ARTICLE VIII.

INDEMNIFICATION

Section 8.01 General. The corporation shall indemnify its officers, directors, committee members, employees, and agents in the manner set forth in Minnesota Statutes Section 317A.521 (or successor provision), provided the corporation has made such determination or determinations, if any, as it may reasonably require to establish that the standards set forth in Minnesota Statutes Section 317A.521, subd. 2, have been met. In addition, the corporation may, in the sole discretion of its Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board of Directors shall deem appropriate as long as the Board of Directors reasonably believes such indemnification to be in the best interests of the corporation.

Section 8.02 Advancement of Expenses. If a person is made or threatened to be made a party to a civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the corporation, the person is entitled, upon written request to the corporation, to payment or reimbursement by the corporation of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding. Prior to any payment or reimbursement, the corporation shall receive a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 8.01 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the corporation if it is determined that the criteria for indemnification have not been satisfied; and the corporation shall make a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking is an unlimited general obligation of the person making it but need not be secured and must be accepted without reference to a financial ability to make the repayment.

Section 8.03 Rights Not Exclusive. The indemnification provided by this article shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Nothing contained in this article shall affect any rights to indemnification to which the corporation's personnel, other than directors and officers, may be entitled by contract or otherwise under law.

Section 8.04 Insurance. The corporation may buy and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity.

Section 8.05 Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith in a manner which the director or officer reasonably believes to be in the best interests of the corporation and with the care an ordinary prudent person in a like position would exercise under similar circumstances.

ARTICLE IX.
CONFLICT OF INTEREST

The Board of Directors shall adopt a conflict of interest policy.

ARTICLE X.
MISCELLANEOUS

Section 10.01 Corporate Seal. The corporation shall have no corporate seal.

Section 10.02 Amendments. The Bylaws may be amended at any time or from time to time in the same manner as provided in the Articles of Incorporation for amendment of the Articles of Incorporation.

CERTIFICATE

The undersigned DOES HEREBY CERTIFY that:

1. I am the duly elected and acting Secretary of **PATTERSON FOUNDATION**, a Minnesota non-profit corporation; and

2. The foregoing Bylaws, consisting of nine (9) pages, constitute the Bylaws of the corporation as duly adopted by the Directors, effective as of July 19, 2010.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the 19th day of July, 2010.

Richard A. Kochmann
Richard A. Kochmann, Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF DAKOTA)

On this 19 day of July, 2010, before me personally appeared Richard A. Kochmann, the Secretary of the Patterson Foundation, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he/she executed the same on behalf of the corporation.

Kim U. Poirier
Notary Public

