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

2011

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

For calendar year 2011 or tax year beginning

, and ending

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	Room/suite	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"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 82,468,441.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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		28,021,349.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		18,729.	18,729.		STATEMENT 1
4 Dividends and interest from securities		1,649,145.	1,647,721.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,339,588.			
b Gross sales price for all assets on line 6a	19,141,819.				
7 Capital gain net income (from Part IV, line 2)			2,339,588.		
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		26,120.	26,120.		STATEMENT 3
12 Total. Add lines 1 through 11		32,054,931.	4,032,158.		
13 Compensation of officers, directors, trustees, etc.		59,572.	0.		59,572.
14 Other employee salaries and wages		30,635.	18,616.		12,019.
15 Pension plans, employee benefits		12,496.	2,312.		10,184.
16a Legal fees STMT 4		12,550.	3,300.		9,250.
b Accounting fees STMT 5		16,200.	8,100.		8,100.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		70,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy		9,027.	1,805.		7,222.
21 Travel, conferences, and meetings		4,662.	833.		3,829.
22 Printing and publications		65.	65.		0.
23 Other expenses STMT 7		129,098.	116,759.		12,339.
24 Total operating and administrative expenses. Add lines 13 through 23		344,305.	151,790.		122,515.
25 Contributions, gifts, grants paid		4,795,265.			4,795,265.
26 Total expenses and disbursements. Add lines 24 and 25		5,139,570.	151,790.		4,917,780.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		26,915,361.			
b Net investment income (if negative, enter -0-)			3,880,368.		
c Adjusted net income (if negative, enter -0-)				N/A	

**PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION**

41-6009902

Page 2

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,865,405.	9,229,396.	9,229,396.
	3 Accounts receivable ▶ 22,317.		22,317.	22,317.
	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 10	1,647,660.	1,150,726.	1,150,726.
	b Investments - corporate stock STMT 11	40,372,020.	43,678,839.	43,678,839.
	c Investments - corporate bonds STMT 12	1,963,355.	2,760,119.	2,760,119.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 13	0.	4,274,437.	4,274,437.
	13 Investments - other STMT 14	12,893,215.	21,211,502.	21,211,502.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 15)	112,193.	142,105.	141,105.
	16 Total assets (to be completed by all filers)	59,853,848.	82,469,441.	82,468,441.
	17 Accounts payable and accrued expenses			
	18 Grants payable	751,500.	918,500.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	751,500.	918,500.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	59,102,348.	81,550,941.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
Net Assets or Fund Balances	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	59,102,348.	81,550,941.	
	31 Total liabilities and net assets/fund balances	59,853,848.	82,469,441.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	59,102,348.
2 Enter amount from Part I, line 27a	2	26,915,361.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	32,212.
4 Add lines 1, 2, and 3	4	86,049,921.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	4,498,980.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	81,550,941.

**PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION**

Form 990-PF (2011)

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 19,141,819.		16,802,231.	2,339,588.

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			
b			
c			
d			
e			2,339,588.

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="border-left: 1px solid black; padding-left: 5px;"> 2 </div> </div>	2,339,588.
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> 3 </div> </div>	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))
2010	2,688,136.	55,429,063.	.048497
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

2 Total of line 1, column (d)	2	.247705
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	.049541
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	67,707,233.
5 Multiply line 4 by line 3	5	3,354,284.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38,804.
7 Add lines 5 and 6	7	3,393,088.
8 Enter qualifying distributions from Part XII, line 4 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.	8	4,917,780.

PATRICK AND AIMEE BUTLER FAMILY

Form 990-PF (2011)

FOUNDATION

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	38,804.
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	38,804.
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	38,804.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	91,422.	
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	91,422.	
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	52,618.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	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?	X	
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) <u>MN</u>		
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 2011 or the taxable year beginning in 2011 (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

Form 990-PF (2011)

**PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION**

Form 990-PF (2011)

41-6009902

Page 5

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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	N/A	
16	At any time during calendar year 2011, 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 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.

1a	During the year did the foundation (either directly or indirectly):		Yes	No		Yes	No
(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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b			X		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c			X		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):						
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	2a	<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.)	2b	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?	3a	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)	3b	N/A				
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			X		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b			X		

Form 990-PF (2011)

**PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION**

Form 990-PF (2011)

41-6009902

Page **6**

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

6b

X

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 16		59,572.	1,787.	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** (2011)

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	68,433,177.
b	Average of monthly cash balances	1b	166,823.
c	Fair market value of all other assets	1c	138,308.
d	Total (add lines 1a, b, and c)	1d	68,738,308.
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	68,738,308.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,031,075.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	67,707,233.
6	Minimum investment return. Enter 5% of line 5	6	3,385,362.

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	3,385,362.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	38,804.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	3,768.
c	Add lines 2a and 2b	2c	42,572.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,342,790.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,342,790.
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	3,342,790.

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	4,917,780.
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	4,917,780.
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	38,804.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,878,976.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,342,790.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,071,723.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 4,917,780.				
a Applied to 2010, but not more than line 2a			2,071,723.	
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 2011 distributable amount				2,846,057.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				496,733.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

- b** 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

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

- (4) Gross investment income

[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 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 17

- 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:

**PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION**

Form 990-PF (2011)

41-6009902 Page 11

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 18	N/A	EXEMPT		4,795,265.
Total			3a	4,795,265.
b Approved for future payment				
SEE ATTACHED SUPPORTING SCHEDULES - STATEMENT 18				918,500.
Total			3b	918,500.

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

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

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

**Paid
Preparer
Use Only**

BARBARA L. BUCKLEY

BARBARA L. BUCKLE

09/06/12

P00187698

Firm's name ► WILKERSON, GUTHMANN & JOHNSON, LTD

Firm's EIN ▶ 41-0996210

Firm's address ► 55 EAST FIFTH STREET, SUITE 1300
ST. PAUL, MN 55101-1790

Phone no. 651 222-1801

Form **990-PF** (2011)

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

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

OMB No 1545-0047

2011

Name of the organization

PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION

Employer identification number

41-6009902

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization
**PATRICK AND AIMEE BUTLER FAMILY
 FOUNDATION**

Employer identification number

41-6009902**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>KATE BUTLER PETERSON ESTATE</u> <u>332 MINNESOTA STREET, E-1420</u> <u>ST. PAUL, MN 55101</u>	\$ <u>25,904,954.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>KATE BUTLER PETERSON ESTATE</u> <u>332 MINNESOTA STREET, E-1420</u> <u>ST. PAUL, MN 55101</u>	\$ <u>351,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	<u>KATE BUTLER PETERSON ESTATE</u> <u>332 MINNESOTA STREET, E-1420</u> <u>ST. PAUL, MN 55101</u>	\$ <u>1,764,895.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION

Employer identification number

41-6009902

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	STOCKS, BONDS, CASH ACCCOUNTS AND LIMITED PARTNERSHIPS - PER FAIR MARKET VALUE	\$ 25,904,954.	02/01/11
2	ARTWORK - 11 PIECES - PER APPRAISAL	\$ 351,500.	02/01/11
3	8025 SH. OF UNITED STATES SUGAR CORPORATION STOCK - PER APPAISAL	\$ 1,764,895.	02/01/11
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION****41-6009902****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ► \$

Use duplicate copies of Part III if additional space is needed

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

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 S/T CAPITAL GAINS-SEE ATT. SCH.	P	VARIOUS	VARIOUS
b L/T CAPITAL GAINS-SEE ATT. SCH.	P	VARIOUS	VARIOUS
c LITIGATION SETTLEMENT-ROYAL DUTCH	P	VARIOUS	VARIOUS
d LITIGATION SETTLEMENT-MOTOROLA	P	VARIOUS	VARIOUS
e LITIGATION SETTLEMENT-BRISTOL-MYERS SQUIBB CO.	P	VARIOUS	VARIOUS
f US TSY NT, 2.0%, 11/15/21	P		12/02/11
g US TSY NT, 3.125%, 11/15/41	P		12/14/11
h US TSY NT, 2.0%, 11/15/21	P		12/14/11
i US TSY NT, 3.125%, 11/15/41	P		12/19/11
j US TSY NT, 3.125%, 11/15/41	P		12/28/11
k CAPITAL GAINS DIVIDENDS			
l			
m			
n			
o			

(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 504,413.		504,505.	-92.
b 16,397,204.		14,255,417.	2,141,787.
c 34.			34.
d 287.			287.
e 1,492.			1,492.
f 996,410.		1,000,625.	-4,215.
g 181,562.		180,906.	656.
h 402,875.		396,813.	6,062.
i 319,656.		308,777.	10,879.
j 155,438.		155,188.	250.
k 182,448.			182,448.
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-92.
b			2,141,787.
c			34.
d			287.
e			1,492.
f			-4,215.
g			656.
h			6,062.
i			10,879.
j			250.
k			182,448.
l			
m			
n			
o			

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	2,339,588.
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

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

SOURCE	AMOUNT
MERRILL LYNCH BANK INTEREST DEPOSIT PROGRAM	18,558.
SCHWAB ADV CASH RESERVE PREM	56.
SCHWAB VALUE ADVANTAGE FUND	93.
U.S. BANK NA-CHECKING ACCOUNT	5.
U.S. TREASURY-IRS	17.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	18,729.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BAILARD, BIEHL & KAISER REAL ESTATE INVESTMENT	124,301.	123,225.	1,076.
CORPORATE BONDS (NET OF AMORTIZATION)-MERRILL LYNCH	83,834.	0.	83,834.
HUGOTON GAS TRUST-ROYALTY PYMTS	303.	0.	303.
PARTNERSHIPS	376,769.	0.	376,769.
PREFERRED STOCKS-MERRILL LYNCH	81,195.	0.	81,195.
SIT BOND ACCOUNT-PURCHASED INTEREST	-33,460.	0.	-33,460.
SIT INTERNATIONAL GROWTH FUND	3,301.	0.	3,301.
SIT TAX-FREE INCOME FUND	351.	0.	351.
STOCKS-CHARLES SCHWAB	957,439.	0.	957,439.
THE DELAFIELD FUND	59,223.	59,223.	0.
U.S. SUGAR CORPORATION	4,103.	0.	4,103.
U.S. TREASURY NTS & OBLIGATIONS-MERRILL LYNCH	54,436.	0.	54,436.
VANGUARD HIGH-YIELD CORP FUND	79,828.	0.	79,828.
VANGUARD MA TAX-EXEMPT DIV	179.	0.	179.
VANGUARD TOTAL STOCK MARKET FUND	39,791.	0.	39,791.
TOTAL TO FM 990-PF, PART I, LN 4	1,831,593.	182,448.	1,649,145.

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
ALBUQUERQUE PLAZA ASSOC-PTSHF UNRELATED BUSINESS INCOME	26,120.	26,120.		
TOTAL TO FORM 990-PF, PART I, LINE 11	26,120.	26,120.		

FORM 990-PF	LEGAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BRIGGS AND MORGAN PROFESSIONAL ASSN-LEGAL FEES	12,550.	3,300.		9,250.
TO FM 990-PF, PG 1, LN 16A	12,550.	3,300.		9,250.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILKERSON, GUTHMANN & JOHNSON, LTD-AUDIT & 990 PF	16,200.	8,100.		8,100.
TO FORM 990-PF, PG 1, LN 16B	16,200.	8,100.		8,100.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES-12/31/11	70,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	70,000.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEMBERSHIP AND ASSOCIATION EXPENSE	2,695.	1,348.		1,347.	
OFFICE EXPENSES	13,614.	2,622.		10,992.	
INVESTMENT FEES	112,694.	112,694.		0.	
MISCELLANEOUS	95.	95.		0.	
TO FORM 990-PF, PG 1, LN 23	129,098.	116,759.		12,339.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION	AMOUNT				
INCREASE IN INTEREST & DIVIDENDS RECEIVABLE	1,016.				
INCREASE IN EXCISE TAXES RECEIVABLE	31,196.				
TOTAL TO FORM 990-PF, PART III, LINE 3	32,212.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
INCREASE (DECREASE) IN UNREALIZED GAINS		4,331,980.	
DECREASE (INCREASE) IN GRANTS PAYABLE		167,000.	
TOTAL TO FORM 990-PF, PART III, LINE 5		4,498,980.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	10
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US.S GOVERNMENT OBLIGATIONS-SIT BOND A/C	X		853,925.	853,925.
MUNICIPAL BONDS-SIT BOND A/C		X	296,801.	296,801.
TOTAL U.S. GOVERNMENT OBLIGATIONS			853,925.	853,925.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			296,801.	296,801.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,150,726.	1,150,726.

FORM 990-PF	CORPORATE STOCK		STATEMENT	11
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORP STOCKS-SEE ATTACHED SCH.			42,043,639.	42,043,639.
MERRILL LYNCH PFD CAPITAL TRUST III, 7.375%, DUE 9/15/62			751,100.	751,100.
USB CAPITAL XII TRUST, 6.30%, DUE 2/15/67			884,100.	884,100.
TOTAL TO FORM 990-PF, PART II, LINE 10B			43,678,839.	43,678,839.

FORM 990-PF	CORPORATE BONDS	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HSBC HOLDINGS PLC, 5.25%, 12/12/12	509,755.	509,755.
CIT GROUP INC-CORPORATE BONDS	161,376.	161,376.
CORPORATE BONDS-SIT BOND A/C	2,088,988.	2,088,988.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,760,119.	2,760,119.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE BACKED SECURITIES-SIT BOND A/C	4,274,437.	4,274,437.
TOTAL TO FORM 990-PF, PART II, LINE 12	4,274,437.	4,274,437.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SIT MID CAP GROWTH FUND, INC.	FMV	694,761.	694,761.
NORTHSTAR SEIDLER MEZZANINE II LP	FMV	79,255.	79,255.
NORTHSTAR MEZZANINE III LP	FMV	1,057,878.	1,057,878.
BAILARD BIEHL & KAISER REAL ESTATE INVESTMENT TRUST	FMV	3,022,953.	3,022,953.
MORGAN STANLEY OFFSHORE INFRASTRUCTURE PARTNERS, LP	FMV	1,725,714.	1,725,714.
MONDORIAN INTERNATIONAL EQUITY FUND, LP	FMV	4,907,245.	4,907,245.
MORGAN STANLEY REAL ESTATE FUND VII OFFSHORE INVESTORS GLOBAL, LP	FMV	766,508.	766,508.
SIT INTERNATIONAL GROWTH FUND	FMV	181,249.	181,249.
THE DELAFIELD FUND	FMV	4,335,807.	4,335,807.
VANGUARD TOTAL STOCK MARKET INDEX FUND	FMV	3,844,005.	3,844,005.
ALBUQUERQUE PLAZA ASSOC-PARTNERHSIP	FMV	526,127.	526,127.
GATEWAY PARTNERSHIP	FMV	70,000.	70,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,211,502.	21,211,502.

FORM 990-PF	OTHER ASSETS		STATEMENT 15
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDENDS RECEIVABLE	88,471.	89,487.	88,487.
FEDERAL EXCISE TAX RECEIVABLE	23,722.	52,618.	52,618.
TO FORM 990-PF, PART II, LINE 15	112,193.	142,105.	141,105.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 16
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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	TREASURER & 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	PRESIDENT & TRUSTEE 3.00	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 C. BUTLER 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	SECRETARY & TRUSTEE 1.00	0.	0.	0.
KERRIEANNE BLEVINS 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	FOUNDATION DIRECTOR 24.00	59,572.	1,787.	0.
MELANIE MARTINEZ 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.
TEMPLE PETERSON 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

59,572.	1,787.	0.
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FORM 990-PF

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

STATEMENT 17

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, 2012-ARTS & HUMANITIES, ENVIRONMENT, AND PHILANTHROPY & NON-PROFIT MANAGEMENT.

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; THEATRE OR DANCE; PUBLIC BROADCAST MEDIA; OR LOANS OR GRANTS TO INDIVIDUALS. NO GRANTS ARE MADE OUTSIDE THE UNITED STATES. APPLICATIONS FOR COMMUNITY GRANTS WILL ONLY BE CONSIDERED IN 2012 FOR ARTS & HUMANITIES, ENVIRONMENT, AND PHILANTHROPY & NON-PROFIT MANAGEMENT. HUMAN SERVICES GRANTS WERE AWARDED IN 2011 AND WILL NOT BE CONSIDERED AGAIN UNTIL 2013. CAPITAL GRANTS ARE MADE ONLY THROUGH THE SPECIAL PROJECTS OR FOUNDATION INITIATIVE FUND PROGRAMS BY INVITATION OF THE FOUNDATION.

Patrick and Aimee Butler Family Foundation

#41-6009902

Y.E. 12/31/11

Attachment to Form 990-PF, Part 1, Line 25, Column (a)
Distributions of Property Valued at Fair Market Value

<u>Name of Grantee</u>	<u>Date of Distribution</u>	<u>Description of Property</u>	<u>Book Value of Property</u>	<u>Method for Determining Book Value</u>	<u>Fair Market Value</u>	<u>Method for Determining Fair Market Value</u>
St. Paul Foundation	12/5/2011	8,025 SH. United States Sugar Corporation stock	\$ 1,764,895	Per Appraisal from Estate of Kate Butler Peterson	\$ 1,764,895	Per Appraisal
Worcester Art Museum	10/14/2011	Fine Art - 11 Pieces	\$ 351,500	Per Appraisal from Estate of Kate Butler Peterson	\$ 351,500	Per Appraisal

Part II, Line 10b - Corporate Stocks (See Statement 11)

Corporate Stocks	End of Year	
	Cost	Fair Value
3M Company	\$ 1,222,306	\$ 1,468,770
Associated Banc Corp Wis	696,887	335,100
BP PLC ADR	1,304,150	1,320,666
Badger Meter Inc.	422,856	323,730
Baxter International, Inc.	912,391	1,088,560
Bemis Co., Inc.	785,388	1,052,800
Bristol-Myers Squibb Co.	383,845	704,800
ConocoPhillips	447,867	1,093,050
Corning, Inc.	473,239	454,300
Donaldson Company, Inc.	90,729	612,720
Ecolab, Inc.	576,582	751,530
Emerson Electric Co.	515,996	814,626
Fiserv Inc.	735,822	881,100
Freeport McMoRan Copper & Gold	1,008,685	687,532
G&K Services, Inc. Class A	698,309	727,750
General Electric Company	1,573,571	1,316,618
General Mills Inc.	636,172	1,131,480
Graco, Inc.	404,805	736,020
Hansen Engine Corp.	360	360
Home Depot, Inc.	857,119	1,219,160
Honeywell Incorporated	502,905	815,250
Hormel Foods Corp	313,521	585,800
International Business Machines Corp.	348,584	735,520
JP Morgan Chase & Co.	2,481,750	1,995,000
Johnson & Johnson	417,308	1,193,556
Medtronic, Inc.	948,271	2,090,477
Merck & Co., Inc.	694,579	640,900
Microsoft Corporation	706,771	778,800
Patterson Companies	831,319	738,000
Pentair Inc.	362,310	665,800
Pfizer Incorporated	971,869	757,400
Principal Financial Group	953,305	615,000
Procter & Gamble Co.	678,614	695,985
Schlumberger Ltd.	593,425	1,024,650
St. Jude Medical Inc.	655,436	617,400
TCF Financial Corp.	658,119	412,800
Target Corporation	971,183	1,331,720
Techne Corp.	505,116	546,080
Travelers Cos, Inc.	68,819	72,424
US Bancorp	1,095,397	1,152,601
United Parcel Service B, Class B	1,056,897	1,097,850
Valspar Corporation	597,764	1,052,190
Verizon Communications Company	636,249	802,400
Washington Post Co., Class B	1,094,547	1,507,240
Wells Fargo & Co.	819,772	844,245
Western Union Company	698,427	741,466
Williams Companies Del.	807,600	990,600
Zimmer Holdings, Inc.	940,178	821,813
Total Corporate Stocks	<u>\$35,157,114</u>	<u>\$42,043,639</u>

PATRICK & AIMEE BUTLER FAMILY FOUNDATION
PART IV - REALIZED GAINS AND LOSSES
From 01-01-11 Through 12-31-11

FORM:990-PF

				<u>Gain Or Loss</u>			
<u>Open</u>	<u>Close</u>	<u>Quantity</u>	<u>Security</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Short Term</u>	<u>Long Term</u>
<u>Date</u>	<u>Date</u>			<u>Basis</u>			
5/12/2000	1/5/2011	3,000	Donaldson Company Inc.	36,045 00	175,776.38		139,731 38
8/3/2000	1/5/2011	2,000	Emerson Electric Co.	61,967.50	114,331.12		52,363 62
10/31/2008	1/5/2011	3,000	Graco, Inc.	83,442.24	119,531.67		36,089 43
12/24/2008	1/5/2011	1,000	Graco, Inc.	22,157.32	39,843 89		17,686.57
8/4/1994	1/5/2011	1,300	Home Depot Inc.	11,887.78	44,962.36		33,074.58
2/4/1997	1/5/2011	1,700	Home Depot Inc.	19,017 33	58,796 94		39,779.61
6/26/2002	1/5/2011	3,000	Supervalu Inc.	70,290 00	27,534 16		(42,755 84)
6/26/2002	1/5/2011	1,000	Supervalu Inc	23,480 00	9,178 05		(14,301 95)
7/10/2002	1/5/2011	1,000	Supervalu Inc	23,180 00	9,178.06		(14,001.94)
6/18/2002	1/5/2011	2,000	Target Corporation	78,260 00	118,037.24		39,777.24
6/24/2002	1/5/2011	1,000	Target Corporation	36,890.00	59,018.62		22,128.62
7/16/2002	1/5/2011	2,000	Valspar Corporation	39,480 00	67,772 10		28,292 10
1/28/2010	1/5/2011	500,000	Federal Home Ln Mtg Corp 3 000% Due 01-15-16	500,000 00	500,000 00	0 00	
10/12/1990	1/25/2011	14,717	Sit Mid Cap Growth Fund	100,000 00	222,519 07		122,519.07
12/31/1990	1/25/2011	763	Sit Mid Cap Growth Fund	5,702 72	11,531 43		5,828 71
12/31/1991	1/25/2011	44	Sit Mid Cap Growth Fund	541.78	666.80		125.02
12/31/1992	1/25/2011	29	Sit Mid Cap Growth Fund	349.28	441 75		92.47
12/31/1993	1/25/2011	366	Sit Mid Cap Growth Fund	4,545.86	5,538 61		992 75
12/30/1994	1/25/2011	1,508	Sit Mid Cap Growth Fund	16,560 39	22,804 73		6,244 34
12/31/1995	1/25/2011	1,910	Sit Mid Cap Growth Fund	25,311 02	28,883 55		3,572.53
12/31/1996	1/25/2011	3,552	Sit Mid Cap Growth Fund	50,715 91	53,699.80		2,983.89
12/31/1997	1/25/2011	3,281	Sit Mid Cap Growth Fund	46,225.34	49,605 05		3,379 71
12/8/1998	1/25/2011	5,570	Sit Mid Cap Growth Fund	66,508.09	84,222 25		17,714 16
12/13/1999	1/25/2011	2,135	Sit Mid Cap Growth Fund	39,015 47	32,289 03		(6,726 44)
12/21/2000	1/25/2011	7,946	Sit Mid Cap Growth Fund	137,781 38	120,142.91		(17,638 47)
12/11/2001	1/25/2011	913	Sit Mid Cap Growth Fund	9,557.96	13,803.05		4,245 09
12/14/2007	1/25/2011	1,347	Sit Mid Cap Growth Fund	21,221 96	20,373 31		(848 65)
12/19/2008	1/25/2011	483	Sit Mid Cap Growth Fund	4,141 29	7,298 93		3,157 64
12/31/2005	1/31/2011	108,772	Northstar Mezzanine Partners III	108,772 00	108,772 00		0 00
8/3/2000	2/9/2011	1,000	Emerson Electric Co	30,983 75	60,996.55		30,012.80
8/15/2002	2/9/2011	2,000	Emerson Electric Co.	48,029 95	121,993 09		73,963 14
12/24/2008	2/9/2011	2,000	Graco, Inc.	44,314.64	81,940 48		37,625 84
2/4/1997	2/9/2011	3,700	Home Depot Inc.	41,390 67	137,003 79		95,613 12
10/13/2000	2/9/2011	300	Home Depot Inc.	10,715 25	11,108 42		393.17
7/1/2002	2/9/2011	1,000	Honeywell Incorporated	34,670.00	57,087 81		22,417.81
7/10/2002	2/9/2011	3,000	Honeywell Incorporated	101,850.00	171,263 44		69,413 44
7/18/2002	2/9/2011	1,000	Honeywell Incorporated	31,831 00	57,087 82		25,256.82
9/25/2002	2/9/2011	2,000	Pentair Inc	37,390 00	75,391.80		38,001.80
6/21/2002	2/9/2011	1,000	Schlumberger LTD	24,585 00	87,705 34		63,120.34
7/3/2002	2/9/2011	1,000	Schlumberger LTD	23,070 00	87,705 34		64,635 34
12/5/2006	2/9/2011	4,000	United Parcel Service	311,729 55	296,390.35		(15,339 20)
12/29/2006	2/9/2011	1,000	United Parcel Service	75,339 45	74,097.59		(1,241 86)
7/16/2002	2/9/2011	1,000	Valspar Corporation	19,740.00	38,200 38		18,460 38
9/5/2002	2/9/2011	2,000	Valspar Corporation	40,313.95	76,400 77		36,086 82
8/13/2003	3/1/2011	500,000	Aetna Inc 7.875% Due 03-01-11	500,000 00	500,000 00		0.00
9/15/2008	3/15/2011	500,000	Dow Chemical Company 5.900% Due 09-15-15	500,000.00	500,000 00		0 00
4/27/2010	4/27/2011	500,000	Federal Farm Credit Bank Callable Bonds 2 950% Due 04-27-15	500,255 35	500,000.00	(255.35)	
12/24/2008	5/4/2011	2,000	Graco, Inc.	44,314 64	97,259.58		52,944.94
3/10/2004	5/4/2011	2,000	Valspar Corporation	50,104 95	76,985.57		26,880.62
12/24/2008	7/6/2011	2,000	Graco, Inc	44,314 64	106,738 00		62,423 36
7/10/2002	7/6/2011	2,000	Supervalu Inc	46,360.00	18,578.06		(27,781 94)

PATRICK & AIMEE BUTLER FAMILY FOUNDATION
PART IV - REALIZED GAINS AND LOSSES
From 01-01-11 Through 12-31-11

				<u>Gain Or Loss</u>			
<u>Open</u>	<u>Close</u>			<u>Cost</u>			
<u>Date</u>	<u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Basis</u>	<u>Proceeds</u>	<u>Short Term</u>	<u>Long Term</u>
9/25/2002	7/6/2011	3,000	Supervalu Inc.	47,670.00	27,867.10		(19,802.90)
4/30/2008	7/26/2011	133,024	Morgan Stanley Infrastructure Partners	133,024.00	133,024.00		0.00
12/31/2006	7/26/2011	23,059	Northstar Mezzanine Partners III	23,059.00	23,059.00		0.00
10/4/2007	8/2/2011	500,000	American General Finance 6.000% Due 10-15-14	500,000.00	472,750.00		(27,250.00)
8/10/2011	8/11/2011	83,059	Sit Tax-Free Income Fund	703,856.79	737,560.69		33,703.90
8/10/2011	8/11/2011	176,834	Vanguard Massachusetts Tax-Exempt Fund	1,744,359.77	1,840,790.11		96,430.34
8/10/2011	9/8/2011	2,307	AT&T Inc	63,188.73	64,631.95		1,443.22
8/10/2011	9/8/2011	440	Abbott Laboratories	20,017.80	22,765.89		2,748.09
8/10/2011	9/8/2011	500	Bank of America Corp	6,857.50	3,651.98		(3,205.52)
8/10/2011	9/8/2011	1,851	CIT Group Inc. New	87,496.77	61,946.90		(25,549.87)
8/10/2011	9/8/2011	3,236	CVS Caremark RX Inc.	110,477.04	120,206.14		9,729.10
8/10/2011	9/8/2011	2,641	Cardinal Health Inc. Ohio	108,822.41	112,074.00		3,251.59
8/10/2011	9/8/2011	1,320	CareFusion Corp	33,656.70	32,890.63		(766.07)
8/10/2011	9/8/2011	217	Exxon Mobil Corp	17,341.55	16,014.45		(1,327.10)
8/10/2011	9/8/2011	2,664	Hewlett-Packard Co.	121,012.20	64,405.33		(56,606.87)
8/10/2011	9/8/2011	1,997	Mosaic Co	159,989.65	142,646.00		(17,343.65)
8/10/2011	9/8/2011	668	JC Penney Co	21,532.98	17,627.25		(3,905.73)
9/25/2002	9/8/2011	2,000	Supervalu Inc	31,780.00	15,716.12		(16,063.88)
11/27/2002	9/8/2011	3,000	Supervalu Inc	53,814.90	23,574.18		(30,240.72)
8/10/2011	9/8/2011	532	Union Pacific Corp	50,178.24	47,272.17		(2,906.07)
10/30/2002	9/27/2011	3,000	Baxter International, Inc	75,530.10	170,485.06		94,954.96
11/19/2002	9/27/2011	1,150	Baxter International, Inc	34,810.96	65,352.60		30,541.64
8/10/2011	9/27/2011	2,830	Edwards Lifesciences Corp	238,427.50	223,931.73		(14,495.77)
5/22/2002	9/27/2011	4,000	General Mills Inc.	90,520.00	157,998.21		67,478.21
7/1/2002	9/27/2011	800	General Mills Inc.	17,772.00	31,599.64		13,827.64
7/1/2002	9/27/2011	200	General Mills Inc.	4,444.00	7,899.91		3,455.91
5/7/2002	9/27/2011	500	International Business Machines Corp.	38,304.97	89,411.69		51,106.72
5/7/2002	9/27/2011	500	International Business Machines Corp.	38,304.98	89,411.69		51,106.71
6/18/2002	9/27/2011	600	International Business Machines Corp.	45,599.97	107,294.02		61,694.05
8/10/2011	11/3/2011	5,000	Delphax Technologies Inc	2,541.66	2,491.00		(50.66)
8/10/2011	11/3/2011	500	Hugoton Gas Trust	750.00	648.26		(101.74)
8/10/2011	11/3/2011	1,000	Hugoton Gas Trust	1,500.00	1,296.53		(203.47)
8/10/2011	11/3/2011	900	Hugoton Gas Trust	1,350.00	1,166.87		(183.13)
8/10/2011	11/3/2011	100	Hugoton Gas Trust	150.00	129.65		(20.35)
8/10/2011	11/3/2011	91	Hugoton Gas Trust	136.50	117.99		(18.51)
8/10/2011	11/7/2011	3,000	Baxter International, Inc.	145,875.00	160,913.66		15,038.66
8/10/2011	11/7/2011	680	Delphax Technologies Inc	345.67	300.99		(44.68)
10/30/2002	11/7/2011	3,000	Donaldson Company Inc.	47,745.00	197,203.66		149,458.66
5/2/2006	11/7/2011	3,000	Home Depot Inc	121,209.95	111,291.61		(9,918.34)
8/10/2011	11/7/2011	1,000	International Business Machines Corp	160,340.00	185,627.29		25,287.29
8/10/2011	11/7/2011	9,126	JP Morgan Chase & Co	408,388.50	310,552.00		(97,836.50)
8/11/2006	11/7/2011	3,000	Pentair Inc	86,588.97	108,859.86		22,270.89
4/8/2004	11/7/2011	3,000	Valspar Corporation	73,372.50	105,901.62		32,529.12
8/10/2011	11/7/2011	834	Washington Post Co Class B	362,060.25	274,801.61		(87,258.64)
8/10/2011	11/7/2011	5,516	Williams Companies Del	148,490.72	170,105.63		21,614.91
5/24/2010	11/7/2011	4,000	General Mills Inc	143,326.15	156,553.83		13,227.68
4/27/2004	11/7/2011	1,000	General Mills Inc	24,302.47	39,138.46		14,835.98
10/11/2011	11/8/2011	8,205	United States Sugar Corporation	1,764,895.50	1,764,895.50	0.00	
9/30/2011	11/9/2011	778	Vanguard High-Yield Corporate Funds	4,249.85	4,413.13	163.28	
1/12/2009	11/9/2011	224,719	Vanguard High-Yield Corporate Funds	1,000,000.00	1,274,107.53		274,107.53
11/8/2011	11/15/2011	20,000	Revere MA Ref 3 875 3 875% Due 06-15-12	20,703.40	20,204.40		(499.00)
11/8/2011	11/15/2011	35,000	Massachusetts ST Cons LN 2.500% Due 03-01-13	36,062.25	35,462.00		(600.25)

#41-6009902

PATRICK & AIMEE BUTLER FAMILY FOUNDATION
PART IV - REALIZED GAINS AND LOSSES
From 01-01-11 Through 12-31-11

FORM:990-PF

				<u>Gain Or Loss</u>			
<u>Open</u>	<u>Close</u>			<u>Cost</u>			
<u>Date</u>	<u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Basis</u>	<u>Proceeds</u>	<u>Short Term</u>	<u>Long Term</u>
4/30/2008	11/16/2011	79,081	Morgan Stanley Infrastructure Partners	79,081 00	79,081 00		0.00
10/28/2008	11/16/2011	292,080	Morgan Stanley Infrastructure Partners	292,080 00	292,080.00		0 00
2/24/1999	12/2/2011	500,000	US Treasury Note 2016	535,591.62	656,421 05		120,829 43
			7.500% Due 11-15-16				
1/9/2004	12/23/2011	1,000	Bristol-Myers Squibb Co.	29,149 95	35,167.99		6,018 04
7/1/2002	12/23/2011	2,840	Bristol-Myers Squibb Co.	73,044.80	99,877.11		26,832.31
10/30/2002	12/23/2011	1,000	Donaldson Company Inc.	15,915.00	68,045 71		52,130 71
5/12/2000	12/23/2011	1,000	Donaldson Company Inc	12,015 00	68,045.71		56,030 71
7/14/2000	12/23/2011	1,000	Donaldson Company Inc	10,233.75	68,045 71		57,811 96
3/31/2005	12/23/2011	2,000	Home Depot Inc.	76,889.95	83,854 42		6,964 47
6/2/2006	12/23/2011	1,000	Home Depot Inc.	38,101.99	41,927 21		3,825.22
5/12/2000	12/23/2011	660	Verizon Communications Com	31,428.81	26,207 58		(5,221.23)
7/19/2000	12/23/2011	2,340	Verizon Communications Com	101,348.92	92,917 77		(8,431.15)
3/5/2002	12/23/2011	1,000	Verizon Communications Com	42,839 27	39,708.45		(3,130 82)
3/26/2002	12/23/2011	1,000	Verizon Communications Com	<u>41,616.05</u>	<u>39,708 44</u>	<u>0 00</u>	<u>(1,907 61)</u>
TOTAL GAINS						163 28	2,717,313 92
TOTAL LOSSES						<u>(255 35)</u>	<u>(575,526 52)</u>
				14,759,921.37	16,901,616 71	(92 07)	2,141,787 40
				=====	=====	=====	=====
Totals - Short-Term				504,505.20	504,413 13	(92 07)	
Totals - Long-Term				14,255,416 17	16,397,203 58		2,141,787.41

PART ~~X~~V

LINE 2B - ATTACHMENT

PAGE 1 of 2

PATRICK AND AIMEE BUTLER FAMILY FOUNDATION**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**
(Pre-selected organizations)☐ **SPECIAL PROJECTS**
(Pre-selected organizations)**COMMUNITY GRANTS****PROGRAM AREA (Select one for Community Grants only)****Arts & Humanities**

- ☐ Historical Society
☐ Humanities
☐ Museums
☐ Music Education

Environment

- ☐ Education
☐ Land Use & Preservation
☐ Water Quality of Upper Mississippi

Philanthropy & Non-Profit Management

- ☐ Re-granting Funds
☐ Management Assistance

***Please note the Butler Family Foundation will not be considering applications
in the area of Human Services in 2012***

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

PART ~~V~~

LINE 2B - ATTACHMENT

PAGE 2 of 2

PATRICK AND AIMEE BUTLER FAMILY FOUNDATION

332 MINNESOTA STREET, E-1420

SAINT PAUL, MINNESOTA 55101-1369

651-222-2565

www.butlerfamilyfoundation.org

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 Annual Report (unless previously mailed to the Foundation)
- ☐ Most recent Audit (form 990 may be substituted if not required to submit an audit)
- ☐ 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 (for both the organization and program, if requesting program support)

For 2010 or 2011 GRANTEES

Mid-cycle report (for grants received in 2011)

Final/progress report (for grants received in 2010)

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.

2012 DEADLINE: May 15 for

- **Arts & Humanities, Environment, and Philanthropy & Non-Profit Management**
- **Foundation Initiative Fund** *(Invited Applicants Only)*

PLEASE NOTE

- *Human Service applications will not be accepted through the Community Grants Program in 2012*
- *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.*

Organization Name	Paid Date	Grant Type	Grant Paid in 2011	Committed for 2012
African American Family Services 2616 Nicollet Ave. Minneapolis, MN 55408	10/24/2011	general operations	\$10,000	\$10,000
Afton Historical Society Press PO Box 100 Afton, MN 55001	10/24/2011	The Women Artists Project	\$5,000	\$0
Ain Dah Yung 1089 Portland Avenue St Paul, MN 55104	10/24/2011	general operations	\$10,000	\$10,000
Amherst H. Wilder Foundation 451 Lexington Pkwy N St Paul, MN 55104	10/24/2011	the Jackson Street Village Supportive Services	\$20,000	\$20,000
Avenues for Homeless Youth 1708 Oak Park Avenue N Minneapolis, MN 55411	3/1/2011	the Suburban Host Home Program	\$7,500	\$0
Avenues for Homeless Youth 1708 Oak Park Avenue N Minneapolis, MN 55411	10/24/2011	general operations	\$25,000	\$25,000
Bell Museum of Natural History 10 Church St. SE Minneapolis, MN 55455	10/24/2011	general operations	\$7,500	\$0
Brattleboro Area Drop In Center P O Box 175 60 South Main St. Brattleboro, VT 05302	10/24/2011	general operations	\$16,500	\$0
Breaking Free 770 University Ave W St Paul, MN 55104	10/24/2011	general operations	\$35,000	\$0
Breaking Free 770 University Ave W. St. Paul, MN 55104	10/24/2011	general operating	\$10,000	\$10,000
Bridge for Youth, Inc 1111 W 22nd. St. Minneapolis, MN 55405	10/24/2011	general operations (\$25,000/year) and Transitional Living Program support (\$10,000/year)	\$35,000	\$35,000
Capital Area Food Bank of Texas 8201 S Congress Ave Austin, TX 78745	10/24/2011	the Kids Cafe Program	\$25,000	\$0
Casa de Esperanza P O. Box 75177 St Paul, MN 55175	10/24/2011	general operations	\$30,000	\$30,000
Cascade School of Music 200 NW Pacific Park Lane Bend, OR 97701	10/24/2011	general operations	\$10,000	\$0
Catholic Charities of St. Paul and Minneapolis 1200 Second Avenue South Minneapolis, MN 55403-2500	10/24/2011	emergency services	\$50,000	\$0

Catholic Charities of St Paul and Minneapolis 1200 Second Avenue South Minneapolis, MN 55403-2500	10/24/2011	Children and Family Services	\$40,000	\$40,000
Catholic Charities of St Paul and Minneapolis 1200 Second Avenue South Minneapolis, MN 55403-2500	11/1/2011	Higher Ground	\$225,000	\$0
Charities Review Council of Minnesota, Inc. 2610 University Ave W., #375 St. Paul, MN 55114	10/17/2011	discretionary support for general operations	\$5,000	\$0
Children's Law Center of Minnesota 450 Syndicate N , #315 St. Paul, MN 55104	7/19/2011	education goals presented in the proposal	\$5,000	\$0
Children's Safety Centers Network 281 Maria Avenue St Paul, MN 55106	10/24/2011	general operations	\$20,000	\$20,000
Coalition Against Trafficking in Women PO Box 7427 JAF Station New York, NY 10116	10/24/2011	general operations	\$50,000	\$0
Coalition Against Trafficking in Women PO Box 7427 JAF Station New York, NY 10116	10/24/2011	general operations	\$30,000	\$30,000
Coffee House Press 79 Thirteenth St NE, #110 Minneapolis, MN 55413	10/24/2011	general operations	\$12,500	\$0
Collegeville Institute for Ecumenical & Cultural Research 14027 Fruit Farm Rd , Box 2000 Collegeville, MN 56321-2000	10/24/2011	general operations	\$15,000	\$0
COMPAS 75 W. 5th St., #304 St. Paul, MN 55102	10/24/2011	general operations	\$14,000	\$0
Conservation Fund 1655 N Fort Myer Dr., Suite 1300 Arlington, VA 22209	10/24/2011	Minnesota based activities of the Upper Midwest Initiative	\$20,000	\$0
Council on Foundations 2121 Crystal Dr , Suite 700 Arlington, VA 22202	1/4/2011	2011 annual membership dues	\$6,315	\$0
CSJ Ministry Collaborative 1884 Randolph Ave. St. Paul, MN 55105	10/24/2011	Sarah's . . . an Oasis for Women	\$15,000	\$15,000
Division of Indian Work 1001 E. Lake St Minneapolis, MN 55407-0509	10/24/2011	the Strengthening Family Circles program	\$10,000	\$10,000

Dodge Nature Center 365 Marie Ave. W. West Saint Paul, MN 55118	10/24/2011	general operations	\$20,000	\$0
Domestic Abuse Project 204 West Franklin Ave Minneapolis, MN 55404	10/24/2011	general operations	\$20,000	\$20,000
Duluth Superior Area Community Foundation 324 West Superior St , Suite 212 Duluth, MN 55802	10/24/2011	the Cook County Community Fund	\$50,000	\$0
Eagle Bluff Environmental Learning Center 1991 Brightsdale Rd., Rte 2, Box 156A Lanesboro, MN 55949	3/1/2011	capacity bridling for the EarthSense Alliance	\$30,000	\$0
Eagle Bluff Environmental Learning Center 1991 Brightsdale Rd , Rte 2, Box 156A Lanesboro, MN 55949	10/24/2011	general operations	\$15,000	\$0
East Metro Women's Council 3521 Century Ave N White Bear Lake, MN 55110	10/24/2011	general operations	\$30,000	\$30,000
Eco Education 1295 Bandana Blvd., Suite 118 St Paul, MN 55108	10/24/2011	the Urban Environmental Initiative	\$15,000	\$0
Envision Minnesota 1031 W 7th St St Paul, MN 55102	10/24/2011	general operations	\$20,000	\$0
Family Housing Fund 801 Nicollet Mall, Suite 1825 Minneapolis, MN 55402	10/24/2011	the Visible Child Training Series	\$25,000	\$25,000
Family Partnership 414 South Eighth Street Minneapolis, MN 55404	10/24/2011	the PRIDE program	\$12,500	\$12,500
Friends of the Minnesota Valley 10800 Lyndale Ave S., Suite 120 Bloomington, MN 55420	10/24/2011	general operations	\$12,500	\$0
Friends of the Mississippi River 360 Robert St. N , Ste 400 St Paul, MN 55101	10/24/2011	general operations	\$25,000	\$0
Genesis II for Families 3036 University Ave SE Minneapolis, MN 55414-3342	10/24/2011	general operations	\$22,500	\$22,500
Graywolf Press 250 Third Ave. N #600 Minneapolis, MN 55401	10/24/2011	general operations	\$14,000	\$0
Greater Minneapolis Crisis Nursery 5400 Glenwood Avenue Minneapolis, MN 55422	10/24/2011	general operations	\$20,000	\$20,000

Greater Twin Cities United Way 404 S. 8th Street Minneapolis, MN 55404	10/24/2011	general operations	\$35,000	\$35,000
H.E.A R T., Inc 10800 Old County Road 15, Suite 100 Plymouth, MN 55441	10/24/2011	general operations	\$10,000	\$10,000
Hamline University 1536 Hewitt Avenue St. Paul, MN 55104	10/24/2011	Rivers Institutes 2010 and 2011	\$20,000	\$0
Hazelden Foundation CO3, PO Box 11 Center City, MN 55012	10/24/2011	the Substance Abuse Treatment Fund for Youth	\$30,000	\$30,000
Hazelden Foundation CO3, PO Box 11 Center City, MN 55012	10/24/2011	HCYF Building Campaign	\$65,000	\$0
Headwaters Foundation for Justice 2801 21st Ave S Ste 132-B Minneapolis, MN 55407	10/24/2011	Social Change Fund	\$25,000	\$0
Highpoint Center for Printmaking 912 W. Lake St Minneapolis, MN 55408	10/24/2011	general operations	\$10,000	\$0
Hmong American Partnership 1075 Arcade Street St. Paul, MN 55106	10/24/2011	Chemical Dependency services for the Hmong community	\$15,000	\$15,000
Hope Community, Inc. 611 E. Franklin Ave. Minneapolis, MN 55404	10/24/2011	general operations	\$25,000	\$25,000
Jeremiah Program 1510 Laurel Avenue, Ste. 100 Minneapolis, MN 55403-1244	10/24/2011	general operations	\$25,000	\$25,000
La Oportunidad, Inc. 2700 E Lake St , Suite 3100 Minneapolis, MN 55406	10/24/2011	Padres Parenting Program	\$10,000	\$10,000
Lao Family Community of MN, Inc. 320 West University Avenue St. Paul, MN 55103	10/24/2011	general operations	\$10,000	\$0
Lifetrack Resources 709 University Avenue West St Paul, MN 55104	10/24/2011	Early Childhood & Family Services	\$25,000	\$25,000
Little Sisters of the Poor 330 South Exchange St Paul, MN 55102	11/1/2011	Holiday Food Programs	\$2,500	\$0
Little Sisters of the Poor 330 South Exchange St Paul, MN 55102	3/14/2011	Easter Holiday Food Program	\$2,500	\$0
Lutheran Social Service of Minnesota 2485 Como Ave St. Paul, MN 55108	10/24/2011	the Metro Homeless Youth Program	\$25,000	\$25,000

MacPhail Center for Music 501 S. 2nd St. Minneapolis, MN 55401	10/24/2011	Pathways to Performance	\$17,500	\$0
MAP for Nonprofits 2314 University Ave. W Suite #28 St. Paul, MN 55114	10/24/2011	general operations	\$11,000	\$0
Meals on Wheels and More 3227 E. 5th St. Austin, TX 78702	10/24/2011	greatest service needs in your agency	\$25,000	\$0
Methow Arts Alliance PO Box 723 Twisp, WA 98856	10/24/2011	general operations	\$10,000	\$0
Methow Conservancy 315 Riverside Ave P.O. Box 71 Winthrop, WA 98862	10/24/2011	general operations	\$30,000	\$0
Milkweed Editions 1011 Washington Ave. S., Ste. 300 Minneapolis, MN 55415	10/24/2011	general operations	\$12,000	\$0
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis, MN 55404	10/24/2011	general operations	\$32,500	\$0
Minnesota Center for Book Arts 1011 Washington Ave. S. Ste. 100 Minneapolis, MN 55415	10/24/2011	general operations	\$7,500	\$0
Minnesota Center for Environmental Advocacy 26 East Exchange Street #206 Saint Paul, MN 55101-1667	10/24/2011	general operations	\$15,000	\$0
Minnesota Children's Museum 10 West Seventh Street St Paul, MN 55102	10/24/2011	general operations	\$30,000	\$0
Minnesota Council of Nonprofits 2314 University Avenue W, Ste 20 St Paul, MN 55114	10/24/2011	general operations	\$25,000	\$0
Minnesota Council of Nonprofits 2314 University Avenue W, Ste. 20 St Paul, MN 55114	10/24/2011	the Health and Human Services Field Realignment	\$100,000	\$0
Minnesota Council on Foundations 100 Portland Ave. S , #225 Minneapolis, MN 55401-2575	1/4/2011	2011 annual membership dues	\$5,055	\$0
Minnesota Historical Society 345 Kellogg Blvd. West St Paul, MN 55102-1906	10/24/2011	general operations	\$25,000	\$0
Minnesota Humanities Center 987 East Ivy Avenue St. Paul, MN 55106-2046	10/24/2011	American Indian Treaties	\$20,000	\$0

Minnesota Indian Women's Resource Center 2300 15th Avenue South Minneapolis, MN 55404	10/24/2011	services for women	\$25,000	\$0
Minnesota Land Trust 2356 University Avenue W, #240 St. Paul, MN 55114	10/24/2011	general operations	\$15,000	\$0
Minnesota Organization on Fetal Alcohol Syndrome 1885 University Ave Suite 395 St Paul, MN 55104	10/24/2011	Growing New Beginnings	\$15,000	\$15,000
Minnesota Recovery Connection 253 State St St. Paul, MN 55107	10/4/2011	general operations	\$10,000	\$0
Minnesota Waters 720 W. Saint Germain St , Suite 143 St. Cloud, MN 56301	10/24/2011	general operations	\$20,000	\$0
Mississippi River Fund 111 E Kellogg Blvd., suite 105 St Paul, MN 55101	10/24/2011	general operations	\$25,000	\$0
Neighborhood House 179 East Robie Street St. Paul, MN 55107	10/24/2011	the Early Childhood and Family Support program	\$25,000	\$25,000
Nonprofits Assistance Fund 2801 21st Ave. S , Suite 210 Minneapolis, MN 55407	10/24/2011	general operating support	\$7,500	\$0
Northern Clay Center 2424 Franklin East Minneapolis, MN 55406	10/24/2011	general operations of \$30,000 over two years plus one time grant of \$15,000 for 20th Anniversary programs and leadership transition of the organization	\$15,000	\$0
Northern Clay Center 2424 Franklin East Minneapolis, MN 55406	10/24/2011	programs for Seniors	\$25,000	\$0
Opportunity Neighborhood 1417 10th St. NW, #104 New Brighton, MN 55112	10/24/2011	the Live Together Grow Together programs at Garden View and Ames Lake	\$10,000	\$10,000
Parks & Trails Council of Minnesota 275 E 4th Street Suite #250 St Paul, MN 55101-1625	10/24/2011	general operations	\$15,000	\$0
Peta Wakan Tipi, Inc. 16085 Jeffrey Ave Hugo, MN 55038	10/24/2011	general operations	\$15,000	\$0
Prevent Child Abuse Minnesota 709 University Ave W , Suite 234 St. Paul, MN 55104	10/24/2011	general operations	\$20,000	\$20,000

Project for Pride in Living, Inc. 1035 E. Franklin Ave. Minneapolis, MN 55404	10/24/2011	general operations	\$10,000	\$10,000
Project for Pride in Living, Inc. 1035 E Franklin Ave. Minneapolis, MN 55404	10/24/2011	general operations	\$50,000	\$50,000
Prostitution Research & Education P.O. Box 16254 San Francisco, CA 94116-0254	10/24/2011	general operations	\$40,000	\$0
Ramsey County Historical Society 75 West 5th St , #323 Landmark Center St. Paul, MN 55102	10/24/2011	general operations	\$20,000	\$0
Range Women's Advocates 301 First St. S #100 Virginia, MN 55792	10/24/2011	general operations of \$36,000 over two years and a one time grant of \$10,000 to support management transition	\$28,000	\$18,000
Saint Paul Conservatory of Music 26 E. Exchange St , Ste. 500 St. Paul, MN 55101	10/24/2011	Music For All program	\$12,500	\$0
Schubert Club 75 W 5th St., Suite 302 St. Paul, MN 55102	10/24/2011	Project CHEER	\$10,000	\$0
Science Museum of Minnesota 120 West Kellogg Blvd. St Paul, MN 55102	10/24/2011	general operations	\$35,000	\$0
Southside Family Nurturing Center 2448 18th Avenue S. Minneapolis, MN 55404	10/24/2011	Early Childhood Education Services	\$20,000	\$20,000
St Stephen's Human Services 2211 Clinton Avenue South Minneapolis, MN 55404	11/7/2011	Discretionary grant for Relocation and Capital Campaign	\$25,000	\$0
St Stephen's Human Services 2211 Clinton Avenue South Minneapolis, MN 55404	10/24/2011	general operations	\$25,000	\$25,000
Textile Center of Minnesota 3000 University Ave. SE, Suite 100 Minneapolis, MN 55414	10/24/2011	general operations	\$7,500	\$0
The Loft Literary Center 1011 Washington Avenue S., #200 Minneapolis,, MN 55415	10/24/2011	general operations	\$18,000	\$0
The Nature Conservancy in MN 1101 West River Pkwy., Ste 200 Minneapolis, MN 55415	10/24/2011	the Northeast Minnesota Program	\$30,000	\$0
The Saint Paul Foundation 55 E. Fifth Street, #600 St Paul, MN 55101-1797	10/24/2011	regranting through the Wicklow Fund	\$50,000	\$0

The Saint Paul Foundation 55 E. Fifth Street, #600 St Paul, MN 55101-1797	10/25/2011	support for the 370 Fund (U S. Sugar Corp. stock)	\$1,764,895	\$0
Think Small 10 Yorkton Court St Paul, MN 55117	10/24/2011	general operations	\$20,000	\$20,000
Trust for Public Lands 2610 University Avenue, Suite 300 St. Paul, MN 55114	10/24/2011	general operations	\$22,500	\$0
Twin Cities Habitat for Humanity 3001 4th Street SE Minneapolis, MN 55414	10/24/2011	general operations	\$50,000	\$50,000
Vermont Food Bank PO Box 254 South Barre, VT 05670	10/24/2011	general operations	\$16,750	\$0
Violence Prevention Center PO Box 134 21 W. 2nd Street Grand Marais, MN 55604	10/24/2011	general operations	\$13,000	\$13,000
Walker Art Center 725 Vineland Place Minneapolis, MN 55403	10/24/2011	general operations	\$25,000	\$0
Way to Grow 125 W. Broadway, Suite 110 Minneapolis, MN 55411	10/24/2011	general operations	\$5,000	\$0
Wayside House, Inc 3705 Park Center Blvd St. Louis Park, MN 55416	10/24/2011	Incarnation House	\$30,000	\$30,000
Women's Advocates 588 Grand Avenue St. Paul, MN 55102	10/24/2011	general operations	\$15,000	\$15,000
Women's Foundation of Minnesota 155 Fifth Avenue S , Ste. 500 Minneapolis, MN 55401	10/24/2011	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	\$32,500	\$0
Women's Freedom Center PO Box 933 Brattleboro, VT 05302	10/24/2011	general operations	\$16,750	\$0
Worcester Art Museum 55 Salisbury Street Worcester, MA 01609	10/24/2011	Gift of art from the Kate Butler Peterson Estate	\$351,500	\$0
YouthLink 41 N. 12th Street Minneapolis, MN 55403	10/24/2011	support for the SISTERS program	\$12,500	\$12,500
Totals			\$4,795,265	\$918,500

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 or other filer, see instructions. PATRICK AND AIMEE BUTLER FAMILY FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 41-6009902
	Number, street, and room or suite no. If a P.O. box, see instructions. 332 MINNESOTA STREET, E-1420	Social security number (SSN) <input type="checkbox"/>
	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) ... **04**

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	01	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

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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning , and ending .

- 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	\$	91,422.
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	\$	91,422.
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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

- 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)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions PATRICK AND AIMEE BUTLER FAMILY FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 41-6009902
	Number, street, and room or suite no. If a P.O. box, see instructions. 332 MINNESOTA STREET, E-1420	Social security number (SSN) <input type="checkbox"/>
	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)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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, 2012.**

5 For calendar year **2011**, 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	\$	91,422.
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	\$	91,422.
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 must be completed for Part II only.

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 Buckley** Title **CPA**

Date **7/30/12**

Form 8868 (Rev. 1-2012)