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

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

2012

Open to public inspection

For calendar year 2012 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 ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 90,217,318.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		747,666.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		11,686.	11,686.		STATEMENT 1
4 Dividends and interest from securities		2,720,555.	2,720,555.		STATEMENT 2
5a Gross rents					
Net rental income or (loss)					
5b Net gain or (loss) from sale of assets not on line 10		1,603,945.			
Gross sales price for all assets on line 5b		34,901,329.			
Capital gain net income (from Part IV, line 2)			1,603,945.		
Net short-term capital gain					
Income modifications					
Gross sales less returns and allowances					
6 Less Cost of goods sold					
7 Gross profit or (loss)					
Other income		30,853.	0.		STATEMENT 3
8 Total. Add lines 1 through 11		5,114,705.	4,336,186.		
13 Compensation of officers, directors, trustees, etc		84,675.	0.		84,675.
14 Other employee salaries and wages		58,431.	22,987.		35,444.
15 Pension plans, employee benefits		3,851.	490.		3,361.
16a Legal fees STMT 4		4,500.	0.		4,500.
b Accounting fees STMT 5		21,500.	10,750.		10,750.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		68,880.	0.		0.
19 Depreciation and depletion					
20 Occupancy		7,956.	1,591.		6,365.
21 Travel, conferences, and meetings		4,879.	930.		3,949.
22 Printing and publications		147.	147.		0.
23 Other expenses STMT 7		282,320.	248,500.		33,820.
24 Total operating and administrative expenses. Add lines 13 through 23		537,139.	285,395.		182,864.
25 Contributions, gifts, grants paid		3,015,405.			3,015,405.
26 Total expenses and disbursements. Add lines 24 and 25		3,552,544.	285,395.		3,198,269.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,562,161.			
b Net investment income (if negative, enter -0-)			4,050,791.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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		9,229,396.	10,937,236.	10,937,236.
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶		22,317.		
	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		1,150,726.	1,528,801.	1,528,801.
	b Investments - corporate stock STMT 11		43,678,839.	42,672,212.	42,672,212.
	c Investments - corporate bonds STMT 12		2,760,119.	2,728,587.	2,728,587.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans STMT 13		4,274,437.	5,854,871.	5,854,871.
	13 Investments - other STMT 14		21,211,502.	26,357,516.	26,357,516.
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶ STATEMENT 15)		142,105.	138,095.	138,095.
	16 Total assets (to be completed by all filers)		82,469,441.	90,217,318.	90,217,318.
	17 Accounts payable and accrued expenses				
	18 Grants payable		918,500.	798,500.	
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)		918,500.	798,500.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		81,550,941.	89,418,818.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	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		81,550,941.	89,418,818.	
	31 Total liabilities and net assets/fund balances		82,469,441.	90,217,318.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	81,550,941.
2 Enter amount from Part I, line 27a	2	1,562,161.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	6,326,732.
4 Add lines 1, 2, and 3	4	89,439,834.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	21,016.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	89,418,818.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
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 34,901,329.		33,297,384.	1,603,945.

(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			1,603,945.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,603,945.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	4,878,976.	67,707,233.	.072060
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

2 Total of line 1, column (d)	2	.276752
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	.055350
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	86,733,116.
5 Multiply line 4 by line 3	5	4,800,678.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	40,508.
7 Add lines 5 and 6	7	4,841,186.
8 Enter qualifying distributions from Part XII, line 4	8	3,198,269.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	81,016.
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	81,016.
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	81,016.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 112,618.		
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	112,618.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	31,602.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 31,602. Refunded ☐		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	☐	☒
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	☐	☒
1c Did the foundation file Form 1120-POL for this year?	☐	☒
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	☐	☒
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	☐	☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	☒	☐
b If "Yes," has it filed a tax return on Form 990-T for this year?	☒	☐
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	☐	☒
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?	☒	☐
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	☒	☐
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	☒	☐
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	☐	☒
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	☐	☒

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

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

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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

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

☐ Yes ☒ No

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

N/A

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		84,675.	2,540.	0.

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

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

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

0

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Part VIII

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
	All other program-related investments. See instructions.	
3		

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	87,860,443.
b	Average of monthly cash balances	1b	95,492.
c	Fair market value of all other assets	1c	97,990.
d	Total (add lines 1a, b, and c)	1d	88,053,925.
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	88,053,925.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,320,809.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	86,733,116.
6	Minimum investment return. Enter 5% of line 5	6	4,336,656.

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	4,336,656.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	81,016.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	4,290.
c	Add lines 2a and 2b	2c	85,306.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,251,350.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,251,350.
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	4,251,350.

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	3,198,269.
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	3,198,269.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,198,269.

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

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Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,251,350.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			496,733.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 3,198,269.				
a Applied to 2011, but not more than line 2a			496,733.	
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 2012 distributable amount				2,701,536.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,549,814.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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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 2012, enter the date of the ruling ▶

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

	Tax year				Prior 3 years	(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009		
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
b 85% of line 2a						
c Qualifying distributions from Part XII, line 4 for each year listed						
d Amounts included in line 2c not used directly for active conduct of exempt activities						
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c						
3 Complete 3a, b, or c for the alternative test relied upon:						
a "Assets" alternative test - enter:						
(1) Value of all assets						
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)						
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed						
c "Support" alternative test - enter:						
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)						
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)						
(3) Largest amount of support from an exempt organization						
(4) Gross investment income						

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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 or e-mail 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 (2012)

41-6009902 Page 11

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 ATTACHED SUPPORTING SCHEDULES - STATEMENT 18	N/A	EXEMPT		3,015,405.
Total			▶ 3a	3,015,405.
b Approved for future payment				
SEE ATTACHED SUPPORTING SCHEDULES - STATEMENT 18				798,500.
Total			▶ 3b	798,500.

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	11,686.		
4 Dividends and interest from securities			14	2,720,555.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	531110	30,853.				
8 Gain or (loss) from sales of assets other than inventory			18	1,603,945.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		30,853.		4,336,186.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	4,367,039.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

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)?

Signature of officer or trustee: John K. Butler Date: 9/10/13 Title: PRESIDENT

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARBARA L. BUCKLEY	BARBARA L. BUCKLE	08/22/13		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** (2012)

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

2012

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) (2012)

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>702,666.</u>	Person ☒ Payroll ☐ Noncash ☐ (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>45,000.</u>	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

41-6009902

[illegible]

Name of organization

**PATRICK AND AIMEE BUTLER FAMILY
FOUNDATION**

Employer identification number

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 GAINS AND LOSSES-SEE ATT. SCH.		P	VARIOUS	VARIOUS
b L/T GAINS AND LOSSES-SEE ATT. SCH.		P	VARIOUS	VARIOUS
c S/T GAINS-SIT BOND A/C-SEE ATT. SCH.		P	VARIOUS	VARIOUS
d L/T GAINS-SIT BOND A/C-SEE ATT. SCH.		P	VARIOUS	VARIOUS
e BAXTER INTERNATIONAL-LITIGATION SETTLEMENT		P	VARIOUS	VARIOUS
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
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 6,559,225.		6,393,990.	165,235.
b 16,154,180.		14,835,865.	1,318,315.
c 12,086,335.		12,055,923.	30,412.
d 10,133.		11,606.	-1,473.
e 222.			222.
f 91,234.			91,234.
g			
h			
i			
j			
k			
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			165,235.
b			1,318,315.
c			30,412.
d			-1,473.
e			222.
f			91,234.
g			
h			
i			
j			
k			
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	1,603,945.
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	11,280.
SCHWAB ADV CASH RESERVE PREM	92.
SCHWAB VALUE ADVANTAGE FUND	314.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,686.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BAILLARD, BIEHL & KAISER REAL ESTATE INVESTMENT	91,234.	91,234.	0.
CORPORATE BONDS (NET OF AMORTIZATION)-MERRILL LYNCH	29,106.	0.	29,106.
INVESCO BLANCED-RISK CMDY STRGY FUND	29,639.	0.	29,639.
PARTNERSHIPS	780,400.	0.	780,400.
PREFERRED STOCKS-MERRILL LYNCH	92,553.	0.	92,553.
SIT BOND ACCOUNT	461,348.	0.	461,348.
STOCKS-CHARLES SCHWAB	1,308,964.	0.	1,308,964.
VANGUARD TOTAL STOCK MARKET FUND	18,545.	0.	18,545.
TOTAL TO FM 990-PF, PART I, LN 4	2,811,789.	91,234.	2,720,555.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALBUQUERQUE PLAZA ASSOC-PTSHP UNRELATED BUSINESS INCOME	30,853.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,853.	0.	

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	4,500.	0.		4,500.	
TO FM 990-PF, PG 1, LN 16A	4,500.	0.		4,500.	

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	21,500.	10,750.		10,750.	
TO FORM 990-PF, PG 1, LN 16B	21,500.	10,750.		10,750.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL NET INVESTMENT EXCISE TAXES-12/31/12	60,000.	0.		0.	
UNRELATED BUSINESS INCOME TAXES PAID IN 2012.	8,880.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	68,880.	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	5,328.	2,664.		2,664.	
OFFICE EXPENSES	33,664.	2,508.		31,156.	
INVESTMENT FEES	243,303.	243,303.		0.	
MISCELLANEOUS	25.	25.		0.	
TO FORM 990-PF, PG 1, LN 23	282,320.	248,500.		33,820.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
INCREASE IN INTEREST & DIVIDENDS RECEIVABLE		17,006.	
INCREASE (DECREASE) IN UNREALIZED GAINS		6,189,726.	
DECREASE (INCREASE) IN GRANTS PAYABLE		120,000.	
TOTAL TO FORM 990-PF, PART III, LINE 3		6,326,732.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
INCREASE (DECREASE) IN EXCISE TAXES RECEIVABLE		21,016.	
TOTAL TO FORM 990-PF, PART III, LINE 5		21,016.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S GOVERNMENT OBLIGATIONS-SIT BOND A/C	X		929,718.	929,718.
MUNICIPAL BONDS-SIT BOND A/C		X	599,083.	599,083.
TOTAL U.S. GOVERNMENT OBLIGATIONS			929,718.	929,718.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			599,083.	599,083.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,528,801.	1,528,801.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP STOCKS-SEE ATTACHED SCH.	41,792,662.	41,792,662.
MERRILL LYNCH PFD CAPITAL TRUST III, 7.375%, DUE 9/15/62	879,550.	879,550.
TOTAL TO FORM 990-PF, PART II, LINE 10B	42,672,212.	42,672,212.

FORM 990-PF	CORPORATE BONDS	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-SIT BOND A/C	2,728,587.	2,728,587.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,728,587.	2,728,587.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	13
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MORTGAGE BACKED SECURITIES-SIT BOND A/C	5,854,871.	5,854,871.	
TOTAL TO FORM 990-PF, PART II, LINE 12	5,854,871.	5,854,871.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	14
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHSTAR SEIDLER MEZZANINE II LP	FMV	43,929.	43,929.
NORTHSTAR MEZZANINE III LP	FMV	666,716.	666,716.
BAILARD BIEHL & KAISER REAL ESTATE INVESTMENT TRUST	FMV	3,185,769.	3,185,769.
MORGAN STANLEY OFFSHORE INFRASTRUCTURE PARTNERS, LP	FMV	2,293,123.	2,293,123.
MORGAN STANLEY REAL ESTATE FUND VII OFFSHORE INVESTORS GLOBAL, LP	FMV	1,787,395.	1,787,395.
ALBUQUERQUE PLAZA ASSOC-PARTNERHSIP	FMV	555,702.	555,702.
GATEWAY PARTNERSHIP	FMV	97,800.	97,800.
INVESCO BALANCED-RISK CMDY STRGY-Y FUND	FMV	1,406,357.	1,406,357.
MONDRAIN ALL WORLD EX-US EQUITY FD	FMV	16,320,725.	16,320,725.
TOTAL TO FORM 990-PF, PART II, LINE 13		26,357,516.	26,357,516.

FORM 990-PF	OTHER ASSETS	STATEMENT	15
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDENDS RECEIVABLE	89,487.	106,493.	106,493.
FEDERAL EXCISE TAX RECEIVABLE	52,618.	31,602.	31,602.
TO FORM 990-PF, PART II, LINE 15	142,105.	138,095.	138,095.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 16
 TRUSTEES AND FOUNDATION MANAGERS

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	84,675.	2,540.	0.
MELANIE MARTINEZ 332 MINNESOTA ST, E-1420 ST PAUL, MN 55101	TRUSTEE 1.00	0.	0.	0.

PATRICK AND AIMEE BUTLER FAMILY FOUNDATI

41-6009902

TEMPLE PETERSON	TRUSTEE			
332 MINNESOTA ST, E-1420	1.00	0.	0.	0.
ST PAUL, MN 55101				

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

84,675.	2,540.	0.
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FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 17
	PART XV, LINES 2A THROUGH 2D	

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

EMAIL ADDRESS

BUTLERFAMILYFOUNDATIONREPORTS@GMAIL.COM

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED FOR HOW TO APPLY INSTRUCTIONS - ATTACHMENT A

ANY SUBMISSION DEADLINES

MAY 15, 2013 - COMMUNITY GRANTS, FEBRUARY 15, 2013 - INVITED GRANTS (ALL MUST BE ELECTRONIC).

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 MAKE GRANTS TO ORGANIZATIONS THROUGH FISCAL AGENTS. THE FOUNDATION DOES NOT MAKE LOANS OR GRANTS OR PROVIDE SCHOLARSHIPS TO INDIVIDUALS. THE FOUNDATION DOES NOT SPONSOR EVENTS. NO GRANTS ARE MADE OUTSIDE THE UNITED STATES. APPLICATIONS FOR COMMUNITY GRANTS WILL ONLY BE CONSIDERED IN 2013 FOR ARTS, ENVIRONMENT, AND HUMAN SERVICES. CAPITAL GRANTS ARE MADE ONLY THROUGH THE SPECIAL PROJECTS OR FOUNDATION INITIATIVE FUND PROGRAMS BY INVITATION OF THE FOUNDATION.

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

Corporate Stocks	End of Year	
	Cost	Fair Value
3M Company	\$ 961,601	\$ 1,392,750
Associated Banc Corp Wis	763,546	459,200
BP PLC ADR	1,304,150	1,286,676
Badger Meter Inc.	422,856	521,510
Baxter International, Inc.	572,015	999,900
Bemis Co., Inc.	652,788	1,003,800
Bristol-Myers Squibb Co.	383,845	651,800
ConocoPhillips	345,261	869,850
Corning, Inc.	473,239	441,700
Donaldson Company, Inc.	90,729	591,120
Ecolab, Inc	576,582	934,700
Emerson Electric Co.	640,462	1,059,200
Fiserv Inc	575,615	948,360
Freeport McMoRan Copper & Gold	1,008,685	639,130
G&K Services, Inc. Class A	572,994	751,300
General Electric Company	1,573,571	1,543,038
General Mills Inc.	563,626	1,010,500
Graco, Inc.	323,683	772,350
Hansen Engine Corp.	360	360
Home Depot, Inc	377,965	927,750
Honeywell Incorporated	422,520	825,110
Hormel Foods Corp	313,521	624,200
International Business Machines Corp.	348,584	766,200
JP Morgan Chase & Co.	1,586,750	1,758,764
Johnson & Johnson	417,308	1,275,820
Medtronic, Inc	770,852	2,051,000
Merck & Co., Inc.	694,579	695,980
Microsoft Corporation	706,771	801,291
Patterson Dental Co.	831,319	855,750
Pentair Inc.	285,834	835,550
Pfizer Incorporated	971,869	877,775
Principal Financial Group	953,305	713,000
Procter & Gamble Co.	812,822	844,076
Schlumberger Ltd.	593,425	1,039,479
St. Jude Medical Inc.	655,436	650,520
TCF Financial Corp.	716,624	546,750
Target Corporation	572,879	1,005,890
Techne Corp.	505,116	546,720
US Bancorp	839,418	1,117,900
United Parcel Service B, Class B	906,143	958,490
Valspar Corporation	311,957	936,000
Verizon Communications Company	449,394	649,050
Washington Post Co., Class B	747,247	1,168,672
Wells Fargo & Co.	819,772	1,047,036
Western Union Company	698,427	552,648
Williams Companies Del.	548,630	818,500
Zimmer Holdings, Inc.	940,178	1,025,497
Total Corporate Stocks	<u>\$30,604,253</u>	<u>\$41,792,662</u>

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

						<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>
12/31/2010	1/2/2012	0.001	Mondrian Investment Group, Inc.	392,810.30	0.01		(392,810.29)
12/31/2011	1/2/2012	0.001	Mondrian Investment Group, Inc.	169,319.44	0.01	(169,319.43)	
9/30/2008	1/2/2012	221446.6	Mondrian Investment Group, Inc.	4,659,238.26	4,906,747.96		247,509.70
1/31/2011	1/19/2012	80000	The Delafield Fund	2,399,199.99	2,337,600.00	(61,599.99)	
1/31/2011	1/19/2012	14396.29	Sit International Growth Fund	210,761.63	190,462.86	(20,298.77)	
1/31/2011	1/19/2012	49519.67	Sit Mid Cap Growth Fund	751,708.65	753,689.42	1,980.77	
11/8/2011	1/23/2012	32262	CIT Group Inc May 01 2015	32,705.60	32,262.00	(443.60)	
			7.000% Due 05-01-15				
11/8/2011	1/23/2012	11160	CIT Group Inc May 01 2016	11,271.14	11,159.54	(111.60)	
			7.000% Due 05-01-16				
1/31/2011	2/1/2012	2000	Baxter International, Inc	97,250.00	111,250.91		14,000.91
8/12/2005	2/1/2012	3000	Bemis Co Inc.	80,376.95	94,497.32		14,120.37
7/25/2008	2/1/2012	2000	Bemis Co Inc.	52,223.58	62,998.21		10,774.63
5/18/1999	2/1/2012	500	G&K Services Inc Cl A	23,264.98	16,421.89		(6,843.09)
5/18/1999	2/1/2012	500	G&K Services Inc Cl A	23,233.73	16,421.89		(6,811.84)
11/1/1999	2/1/2012	1300	G&K Services Inc Cl A	51,714.00	42,696.92		(9,017.08)
4/28/1998	2/1/2012	700	G&K Services Inc Cl A	27,102.25	22,990.66		(4,111.59)
4/27/2004	2/1/2012	1000	General Mills Inc	24,302.47	40,256.54		15,954.06
12/15/2004	2/1/2012	2000	General Mills Inc.	48,243.32	80,513.09		32,269.77
6/2/2006	2/1/2012	4000	Home Depot Inc	152,407.96	178,712.02		26,304.06
1/31/2011	2/1/2012	5000	JP Morgan Chase & Co	223,750.00	188,937.42		(34,812.58)
1/31/2011	2/1/2012	1224	Travelers Cos Inc	68,819.40	72,391.34		3,571.94
8/10/2007	2/1/2012	2000	United Parcel Service	155,141.95	152,636.30		(2,505.65)
2/5/2007	2/1/2012	1000	United Parcel Service	74,032.47	76,318.15		2,285.67
4/8/2004	2/1/2012	1000	Valspar Corporation	24,457.50	43,396.78		18,939.28
11/19/2007	2/1/2012	4000	Valspar Corporation	96,295.16	173,587.10		77,291.94
1/31/2011	2/1/2012	500	Washington Post Co Class B	217,062.50	191,337.88		(25,724.62)
1/31/2011	2/17/2012	81062.66	The Delafield Fund	2,431,069.07	2,529,154.90		98,085.83
11/8/2011	2/21/2012	14011	CIT Group Inc May 01 2016	14,150.80	14,010.69	(140.11)	
			7.000% Due 05-01-16				
1/31/2011	2/29/2012	3000	Baxter International, Inc	145,875.00	174,689.91		28,814.91
4/20/2010	2/29/2012	3000	Fiserv Inc	160,207.15	199,634.16		39,427.01
2/19/2010	2/29/2012	2000	Graco, Inc	55,784.95	103,195.97		47,411.02
8/6/2009	2/29/2012	1000	Graco, Inc	25,336.99	51,597.99		26,261.00
4/27/2004	2/29/2012	2000	Home Depot Inc	73,650.00	94,978.71		21,328.71
10/13/2000	2/29/2012	1000	Home Depot Inc	35,717.50	47,489.36		11,771.86
6/9/2004	2/29/2012	1000	Home Depot Inc	35,434.95	47,489.36		12,054.41
7/10/2002	2/29/2012	1000	Home Depot Inc.	34,540.00	47,489.35		12,949.35
2/19/2010	2/29/2012	2000	Honeywell Incorporated	80,384.77	120,252.09		39,867.32
11/19/2007	2/29/2012	1000	Valspar Corporation	24,073.79	46,317.79		22,244.00
10/6/2004	2/29/2012	1000	Valspar Corporation	23,584.97	46,317.79		22,732.81
1/31/2011	2/29/2012	2971	3M Company	260,705.25	261,385.02		679.77
11/8/2011	3/9/2012	28600	CIT Group Inc May 01 2016	28,885.77	28,599.77	(286.00)	
			7.000% Due 05-01-16				
11/8/2011	3/9/2012	75279	CIT Group Inc 7% May 1, 2017	75,937.69	75,279.00	(658.69)	
			7.000% Due 05-01-17				
1/31/2011	3/22/2012	5000	JP Morgan Chase & Co	223,750.00	224,241.51		491.51
7/10/2002	5/3/2012	1000	Home Depot Inc	34,540.00	52,496.54		17,956.54
7/12/2002	5/3/2012	2000	Home Depot Inc.	59,260.00	104,993.08		45,733.08
1/31/2011	5/3/2012	5000	JP Morgan Chase & Co	223,750.00	215,596.22		(8,153.78)
10/6/2004	5/3/2012	1000	Valspar Corporation	23,584.97	51,341.47		27,756.49
11/2/2004	5/3/2012	2000	Valspar Corporation	46,904.97	102,682.93		55,777.95

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

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
1/31/2011	5/3/2012	10000	WPX Energy, Inc	149,244 48	167,282 30		18,037 82
1/31/2011	5/18/2012	15000	USB Capital XII	377,644 50	375,000 00		(2,644 50)
1/22/2008	5/18/2012	20000	USB Capital XII	460,705 29	500,000 00		39,294 71
1/31/2011	6/19/2012	30943 67	Vanguard Total Stock Market Index Fun	998,336.47	1,049,609 42		51,272.95
8/11/2011	6/19/2012	91867 98	Vanguard Total Stock Market Index Fun	2,700,049 95	3,116,161.95	416,112 00	
8/11/2006	8/1/2012	2000	Pentair Inc	57,725 98	87,341 48		29,615.50
10/20/2003	8/1/2012	1000	Pentair Inc	18,749 97	43,670 74		24,920 76
5/4/2011	8/1/2012	2000	Target Corporation	98,305 95	121,388 30		23,082 35
7/25/2008	8/1/2012	4000	Target Corporation	181,126 36	242,776 59		61,650.23
5/7/2008	8/1/2012	5000	US Bancorp	170,603 95	168,024 36		(2,579 59)
2/25/2008	8/1/2012	2610	US Bancorp	85,375.16	87,708 71		2,333.55
4/18/2002	8/1/2012	3000	Verizon Communications Com	115,296 47	136,884 26		21,587 79
8/10/2000	8/1/2012	2000	Verizon Communications Com	71,557 74	91,256 18		19,698 43
5/2/2006	9/5/2012	1393	Phillips 66	43,570 77	58,624.77		15,054 00
11/7/2006	9/5/2012	1500	Phillips 66	40,820.96	63,127 90		22,306 94
3/31/2009	9/5/2012	1000	Phillips 66	18,214 58	42,085 26		23,870 68
7/6/2000	9/5/2012	721 4	Phillips 66	0 00	30,360 31		30,360 31
6/24/2002	9/5/2012	1442 8	Phillips 66	0 00	60,720 62		60,720 62
8/27/2002	9/5/2012	1442.8	Phillips 66	0 00	60,720.62		60,720 62
12/26/2007	10/5/2012	2000	Home Depot Inc.	53,603 98	125,475 44		71,871 46
1/31/2011	10/5/2012	5000	JP Morgan Chase & Co	223,750 00	210,053.34		(13,696 66)
1/31/2011	10/5/2012	4653	Medtronic, Inc	177,418 89	206,637 78		29,218 89
7/25/2008	10/5/2012	1000	Target Corporation	45,281 59	64,126 68		18,845 09
6/24/2002	10/5/2012	1000	Target Corporation	36,890 00	64,126 68		27,236 68
7/2/2002	10/5/2012	1000	Target Corporation	36,700.00	64,126 68		27,426 68
11/2/2004	10/5/2012	2000	Valspar Corporation	46,904 97	118,198 00		71,293 02
1/31/2011	10/5/2012	300	Washington Post Co Class B	130,237 50	110,963 66		(19,273 84)
1/31/2011	10/5/2012	5000	Williams Companies Del	109,725 92	181,444 49		71,718 57
1/31/2011	11/9/2012	2000	Baxter International, Inc	97,250 00	128,989 16		31,739 16
8/13/2003	12/12/2012	500000	HSBC Holdings Plc	500,942 63	500,000 00		(942 63)
			5 250% Due 12-12-12				
TOTAL GAINS						418,092 77	1,848,242 75
TOTAL LOSSES						(252,858 18)	(529,927 74)
				<u>21,229,855.91</u>	<u>22,713,405 51</u>	<u>165,234 59</u>	<u>1,318,315 01</u>
Totals - Short-Term - Part IV				6,559,225 00	6,393,990 00	165,235 00	
Totals - Long-Term - Part IV				16,154,180.00	14,835,865 00		1,318,315 00

Account Number As Integer	Memo Number	Tran Code	Trade Date	Actual Settle Date	Security Number (Full)	Security Description (Long 1)	Relieved Carry	Relieved Principal	Relieved Cost	Relieved Gain/Loss	Relieved G/L (Term)	Original Purchase Date (trade date)
928 610	PPAYDN		05/01/2012	05/29/2012	04542BCJ9	ABFC 2003-AHL1 A1	1,611 2200	1,611 22	1,450 10	161 12	Short Term	01/20/2012
928 192	SELL		01/27/2012	01/30/2012	912828RY8	UNITED STATES TREAS NOTE	75,000 0000	75,468 75	75,152 34	316 41	Short Term	01/25/2012
928 1041	SELL		09/13/2012	09/18/2012	205363AM6	COMPUTER SCIENCES CORP	50,000 0000	50,448 50	49,964 50	485 00	Short Term	09/11/2012
928 269	SELL		02/14/2012	02/15/2012	912810QU5	UNITED STATES TREAS NOTE	150,000 0000	151,546 88	149,016 02	2,530 86	Short Term	02/08/2012
928 1154	SELL		10/16/2012	10/23/2012	64763FOG7	NEW ORLEANS LA LTD GO 12 TXBL	100,000 0000	101,372 00	100,000 00	1,372 00	Short Term	10/12/2012
928 194	SELL		01/31/2012	02/01/2012	912810QT8	UNITED STATES TREAS NOTE	25,000 0000	25,862 45	25,120 32	742 13	Short Term	01/20/2012
928 147	SELL		01/11/2012	01/17/2012	36962G5J9	GE (CAP CORP)	100,000 0000	103,555 00	102,130 00	1,425 00	Short Term	01/04/2012
928 1043	SELL		09/13/2012	09/18/2012	12572QAE5	CME GROUP INC	100,000 0000	99,095 00	99,691 00	-596 00	Short Term	09/05/2012
928 220	SELL		02/01/2012	02/06/2012	06415CAC3	BANK NOVA SCOTIA	50,000 0000	50,815 50	49,967 00	848 50	Short Term	01/23/2012
928 1079	SELL		09/26/2012	10/03/2012	210795QB9	UNITED AIRLINES EETC	100,000 0000	101,625 00	100,000 00	1,625 00	Short Term	09/19/2012
928 416	SELL		03/29/2012	04/03/2012	797440BQ6	SAN DIEGO G&E	25,000 0000	25,824 25	24,870 25	954 00	Short Term	03/19/2012
928 1083	SELL		09/28/2012	10/03/2012	89153VAE9	TOTAL CAPITAL INTL SA	150,000 0000	152,919 00	149,680 50	3,238 50	Short Term	09/18/2012
928 745	SELL		06/29/2012	07/05/2012	883556AX0	THERMO FISHER SCIENTIFIC	100,000 0000	114,156 00	114,438 00	-282 00	Short Term	06/20/2012
928 702	SELL		06/22/2012	06/27/2012	00206RBF8	AT&T INC	50,000 0000	50,000 00	49,903 00	97 00	Short Term	06/11/2012
928 230	SELL		02/03/2012	02/06/2012	912810QT8	UNITED STATES TREAS NOTE	150,000 0000	150,328 13	150,721 93	-393 80	Short Term	01/20/2012
928 556	SELL		05/01/2012	05/04/2012	548661CX3	LOWES COMPANIES INC	75,000 0000	75,674 25	74,688 00	986 25	Short Term	04/16/2012
928 296	SELL		02/27/2012	02/28/2012	912810QU5	UNITED STATES TREAS NOTE	150,000 0000	152,138 19	147,428 04	4,770 15	Short Term	02/09/2012
928 391	SELL		03/22/2012	03/27/2012	984121CF8	XEROX CORPORATION	50,000 0000	50,100 50	49,937 50	163 00	Short Term	03/08/2012
928 154	SELL		01/19/2012	01/24/2012	36962G5J9	GE (CAP CORP)	100,000 0000	103,752 00	102,130 00	1,622 00	Short Term	01/04/2012
928 143	SELL		01/11/2012	01/12/2012	912810QT8	UNITED STATES TREAS NOTE	150,000 0000	154,734 38	151,945 31	2,789 07	Short Term	12/23/2011
928 816	SELL		07/13/2012	07/18/2012	91324PBV3	UNITEDHEALTH GROUP INC	100,000 0000	102,425 00	101,750 00	675 00	Short Term	06/28/2012
928 1161	SELL		10/17/2012	10/22/2012	665789AX1	XCEL ENERGY (NSP WISC)	100,000 0000	98,255 00	99,177 00	-922 00	Short Term	10/02/2012
928 785	SELL		07/02/2012	07/06/2012	046265AF1	ASTORIA FINANCIAL CORP	100,000 0000	100,378 00	100,000 00	378 00	Short Term	06/14/2012
928 559	SELL		05/03/2012	05/08/2012	427028AA3	CANADA GOVT	100,000 0000	99,605 00	99,647 00	-42 00	Short Term	04/16/2012
928 809	SELL		07/10/2012	07/12/2012	247109BR1	POTOMAC ELECTRIC (DELMARVA P&L)	100,000 0000	105,755 00	99,449 00	6,306 00	Short Term	06/19/2012
928 411	SELL		03/28/2012	03/29/2012	912828SE1	UNITED STATES TREAS NOTE	100,000 0000	99,281 25	99,609 38	-328 13	Short Term	03/06/2012
928 410	SELL		03/28/2012	03/29/2012	912828SJO	UNITED STATES TREAS NOTE	100,000 0000	99,265 63	100,265 63	-1,000 00	Short Term	03/06/2012
928 265	SELL		02/13/2012	02/16/2012	837004CF5	SOUTH CAROLINA ELEC & GAS	25,000 0000	25,182 25	24,979 25	203 00	Short Term	01/23/2012
928 265	SELL		02/13/2012	02/16/2012	837004CF5	SOUTH CAROLINA ELEC & GAS	75,000 0000	75,546 75	75,477 00	69 75	Short Term	01/23/2012
928 615	SELL		05/30/2012	05/31/2012	912828SF8	UNITED STATES TREAS NOTE	200,000 0000	207,156 25	202,312 50	4,843 75	Short Term	05/07/2012
928 221	SELL		02/01/2012	02/06/2012	893526DG5	TRANS-CANADA PIPELINES	150,000 0000	165,871 50	165,325 50	546 00	Short Term	01/12/2012
928 188	SELL		01/26/2012	01/31/2012	032565EK5	ANAHEIM CA TAX ALLC 07D AGM TXBL	100,000 0000	100,000 00	100,200 00	-200 00	Short Term	01/06/2012
928 194	SELL		01/31/2012	02/01/2012	912810QT8	UNITED STATES TREAS NOTE	150,000 0000	155,174 70	150,703 13	4,471 57	Short Term	01/06/2012
928 476	SELL		04/10/2012	04/11/2012	912810QU5	UNITED STATES TREAS NOTE	75,000 0000	74,296 88	71,449 22	2,847 66	Short Term	03/14/2012
928 276	SELL		02/17/2012	02/23/2012	931142DB6	WAL MART STORES INC	50,000 0000	62,528 50	61,902 00	626 50	Short Term	01/26/2012
928 148	SELL		01/12/2012	01/18/2012	001055AF9	AFLAC INC	100,000 0000	106,982 00	105,926 00	1,056 00	Short Term	12/20/2011
928 828	PPAYDN		07/01/2012	07/25/2012	464126CR0	IRVHE 2005-1 M1	984 0200	984 02	934 82	49 20	Short Term	06/26/2012
928 476	SELL		04/10/2012	04/11/2012	912810QU5	UNITED STATES TREAS NOTE	250,000 0000	247,656 25	245,039 06	2,617 19	Short Term	03/13/2012
928 504	PPAYDN		04/01/2012	04/25/2012	152314LD0	CXHE 2004-D AF4	1,177 4200	1,177 42	1,200 97	-23 55	Short Term	03/27/2012

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Y.E 12/31/12

Account Number As Integer	Memo Number	Tran Code	Trade Date	Settle Date	Actual	Security Number (Full)	Security Description (Long 1)	Relieved Carry	Relieved Principal	Relieved Cost	Relieved Gain/Loss	Relieved G/L (Term)	Original Purchase Date (trade date)
928 378		SELL	03/20/2012	03/23/2012	29267HAA7	ENDURANCE SPECIALTY HLDGS	50,000 0000	50,218 50	50,560 50	-342 00	Short Term	02/23/2012	
928 696		SELL	06/19/2012	06/22/2012	563469TV7	MANITOBA (PROVINCE OF)	100,000 0000	101,212 00	99,889 00	1,323.00	Short Term	05/23/2012	
928 477		PPAYDN	04/01/2012	04/20/2012	36202FGQ3	GNMA II PL#004707 FS	121 0100	121 01	129 63	-8 62	Short Term	03/21/2012	
928 506		PPAYDN	04/01/2012	04/25/2012	36242D5W9	GSR 2005-5F 2A2	3,026.5100	3,026 51	3,094 61	-68 10	Short Term	03/26/2012	
928 228		SELL	02/03/2012	02/08/2012	713409AC4	PEPSI BOTTLING GROUP INC	75,000 0000	103,634 25	103,774 50	-140 25	Short Term	01/09/2012	
928 365		SELL	03/12/2012	03/15/2012	32007PAA8	M&T CAPITAL TRUST II	100,000 0000	102,550 00	102,625 00	-75 00	Short Term	02/13/2012	
928 479		PPAYDN	04/01/2012	04/15/2012	36295GNP3	GNMA PL#670098 SF	649 9900	649 99	695 49	-45.50	Short Term	03/15/2012	
928 1395		SELL	12/27/2012	12/28/2012	755111BX8	RAYTHEON	100,000.0000	98,581 00	99,691 00	-1,110 00	Short Term	11/27/2012	
928 457		SELL	04/05/2012	04/09/2012	912810QU5	UNITED STATES TREAS NOTE	150,000 0000	144,468 75	147,796 88	-3,328 13	Short Term	03/09/2012	
928 1005		SELL	09/04/2012	09/07/2012	744320AL6	PRUDENTIAL FINANCIAL INC	100,000 0000	101,000 00	100,000 00	1,000.00	Short Term	08/06/2012	
928 133		PPAYDN	01/01/2012	01/15/2012	31335HNV6	FHLMC PL#C90413 C9	1,208 0300	1,208 03	1,343 93	-135 90	Short Term	12/13/2011	
928 505		PPAYDN	04/01/2012	04/25/2012	36228F2E5	GSR 2004-6F 1A2	222 4100	222 41	225 19	-2 78	Short Term	03/23/2012	
928 1396		SELL	12/27/2012	01/02/2013	78011DADE	ROYAL BANK OF CANADA	100,000 0000	99,656 00	99,941 00	-285 00	Short Term	11/29/2012	
928 259		SELL	02/10/2012	02/15/2012	927804FK5	VIRGINIA ELECTRIC & POWER	100,000.0000	101,969 00	100,499 00	1,470 00	Short Term	01/11/2012	
928 372		SELL	03/15/2012	03/16/2012	912828SF8	UNITED STATES TREAS NOTE	100,000 0000	97,546 88	99,810 72	-2,263 84	Short Term	02/08/2012	
928 128		PPAYDN	01/01/2012	01/15/2012	3128KTS00	FHLMC PL#A63229 A6	325 7700	325 77	369 55	-43 78	Short Term	12/07/2011	
928 131		PPAYDN	01/01/2012	01/15/2012	31292GEY8	FHLMC PL#C00151 C0	1,045 9400	1,045 94	1,211 33	-165 39	Short Term	12/07/2011	
928 242		PPAYDN	02/01/2012	02/25/2012	31410F686	FNMA PL#888366 CL	1,922 3900	1,922 39	2,221 56	-299 17	Short Term	01/17/2012	
928 597		PPAYDN	05/01/2012	05/28/2012	07325NCA8	BAYV 2005-D AF3	5,486 3300	5,486 33	5,589 20	-102 87	Short Term	04/18/2012	
928 344		PPAYDN	03/01/2012	03/25/2012	31371Q6C7	FNMA PL#259267 CL	118 2200	118 22	132 41	-14.19	Short Term	02/14/2012	
928 345		PPAYDN	03/01/2012	03/25/2012	31371RE85	FNMA PL#259459 CL	100 1300	100 13	112 15	-12.02	Short Term	02/14/2012	
928 336		SELL	03/07/2012	03/12/2012	742718DY2	PROCTOR & GAMBLE	40,000 0000	39,336 40	39,716 80	-380 40	Short Term	02/01/2012	
928 336		SELL	03/07/2012	03/12/2012	742718DY2	PROCTOR & GAMBLE	160,000 0000	157,345 60	159,550 40	-2,204 80	Short Term	02/01/2012	
928 1394		PPAYDN	12/01/2012	12/27/2012	81744NAA8	SEMT 2012-6 A1	153 2200	153 22	156 59	-3 37	Short Term	11/16/2012	
928 1183		PPAYDN	10/01/2012	10/25/2012	81744VA88	SEMT 2012-4 A2	900 0200	900 02	929 97	-29 95	Short Term	09/14/2012	
928 152		PPAYDN	01/01/2012	01/17/2012	911760FR2	VENDE 1995-1 3ZB	1,816.3100	1,816 31	2,146 65	-330 34	Short Term	12/07/2011	
928 377		SELL	03/20/2012	03/23/2012	36962GW75	GE (GE CAP) -FRN	45,000 0000	35,156 25	34,312 50	843 75	Short Term	02/10/2012	
928 666		PPAYDN	06/01/2012	06/15/2012	3128PY3U6	FHLMC PL#J18911 J1	545 7500	545 75	559 35	-13 60	Short Term	05/02/2012	
928 130		PPAYDN	01/01/2012	01/15/2012	31292GDT0	FHLMC PL#C00114 C0	835 5000	835 50	977 40	-141 90	Short Term	12/02/2011	
928 130		PPAYDN	01/01/2012	01/15/2012	31292GDT0	FHLMC PL#C00114 C0	835 5000	835 50	977 40	-141 90	Short Term	12/02/2011	
928 134		PPAYDN	01/03/2012	01/15/2012	31335HNV1	FHLMC GP#C90404 C9	905 8000	905 80	1,009 97	-104 17	Short Term	12/02/2011	
928 401		PPAYDN	03/01/2012	03/26/2012	17306UCC0	CFMSI 2004-1 AF3	37 2200	37 22	36 55	0 67	Short Term	02/10/2012	
928 1295		SELL	11/28/2012	12/03/2012	68389XAP0	ORACLE CORP	100,000 0000	100,881 00	99,878 00	1,003 00	Short Term	10/18/2012	
928 186		SELL	01/26/2012	01/31/2012	92812QW86	VIRGINIA HOUSING DEV AUTH MF	100,000.0000	102,500 00	99,500 00	3,000 00	Short Term	12/16/2012	
928 667		PPAYDN	06/01/2012	06/15/2012	3128PPYP3	FHLMC PL#J18818 J1	1,305 5300	1,305 53	1,338 17	-32 64	Short Term	04/30/2012	
928 142		PPAYDN	01/01/2012	01/15/2012	36208V4P7	GNMA PL#462630 SF	289 9000	289 90	335 56	-45 66	Short Term	11/30/2011	
928 690		SELL	06/12/2012	06/15/2012	94974BFD7	WELLS FARGO CO	50,000 0000	49,527 50	49,960 00	-432 50	Short Term	04/30/2012	
928 129		PPAYDN	01/01/2012	01/15/2012	3128L4PC2	FHLMC PL#A71319 A7	276 2400	276 24	311 81	-35 57	Short Term	11/29/2011	
928 132		PPAYDN	01/01/2012	01/15/2012	31298QRX8	FHLMC PL#C54102 C5	412 2800	412 28	505 04	-92 76	Short Term	11/29/2011	
928 139		PPAYDN	01/01/2012	01/25/2012	31410GKU6	FNMA PL#888707 CL	3,302 3800	3,302 38	3,845 21	-542 83	Short Term	12/09/2011	
928 599		SELL	05/23/2012	05/29/2012	694308GZ4	PACIFIC GAS & ELECTRIC	100,000 0000	104,754 00	100,377 00	4,377 00	Short Term	04/11/2012	
928 457		SELL	04/05/2012	04/09/2012	912810QU5	UNITED STATES TREAS NOTE	150,000 0000	144,468 75	147,983 51	-3,514 76	Short Term	02/21/2012	
928 137		PPAYDN	01/01/2012	01/25/2012	31410F3N3	FNMA PL#888305 CL	1,260 5800	1,260 58	1,454 39	-193 81	Short Term	12/07/2011	

#41-600902

SIT Bond Account

Y.E. 12/31/12

Account Number As Integer	Memo Number	Tran Code	Trade Date	Actual Settle Date	Security Number (Full)	Security Description (Long 1)	Relieved Carry	Relieved Principal	Relieved Cost	Relieved Gain/Loss	Relieved (Term)	Original Purchase Date (trade date)
928 141		PPAYDN	01/01/2012	01/25/2012	31418MZ88	FNMA PL#AD0766 CL	4,116.4200	4,116.42	4,749.32	-632.90	Short Term	12/07/2011
928 267		SELL	02/13/2012	02/16/2012	02153LAA2	ALTERRA (ALTERRA FINANCE LLC)	100,000 0000	105,333.00	102,485.00	2,848.00	Short Term	12/27/2011
928 577		PPAYDN	05/01/2012	05/25/2012	3138EHNZ1	FNMA PL#A11307 CL	2,470.5300	2,470.53	2,775.10	-304.57	Short Term	04/04/2012
928 175		PPAYDN	01/01/2012	01/25/2012	31394A7A8	FNW 2004-WA12 1A3	476.8800	476.88	557.95	-81.07	Short Term	12/05/2011
928 135		PPAYDN	01/01/2012	01/25/2012	31400DWB4	FNMA PL#684742 KI	1,940.9900	1,940.99	2,084.14	-143.15	Short Term	12/05/2011
928 367		PPAYDN	03/01/2012	03/25/2012	31397N2C8	FNR 2009-40 TM	2,748.1800	2,748.18	3,092.56	-344.38	Short Term	02/02/2012
928 688		PPAYDN	06/01/2012	06/25/2012	31397NWW7	FNR 2009-30 AG	4,371.2100	4,371.21	5,014.60	-643.39	Short Term	05/03/2012
928 959		SELL	08/29/2012	09/04/2012	94973VAX5	WELLPOINT INC	100,000 0000	98,382.00	100,773.00	-2,391.00	Short Term	07/13/2012
928 189		SELL	01/26/2012	01/31/2012	33582VAC2	FIRST NIAGARA (FINANCIAL)	150,000 0000	154,875.00	150,000.00	4,875.00	Short Term	12/08/2011
928 403		PPAYDN	03/01/2012	03/26/2012	760985K34	RAMP 2003-RS11 A17	3,117.4400	3,117.44	3,142.77	-25.33	Short Term	02/01/2012
928 136		PPAYDN	01/01/2012	01/25/2012	31404LB58	FNMA PL#771460 GO	363.8500	363.85	423.20	-59.35	Short Term	12/01/2011
928 138		PPAYDN	01/01/2012	01/25/2012	31410GB51	FNMA PL#888460 CL	2,033.7300	2,033.73	2,316.55	-282.82	Short Term	12/01/2011
928 140		PPAYDN	01/01/2012	01/25/2012	31411JEH5	FNMA PL#909236 CL	176.9800	176.98	204.63	-27.65	Short Term	12/01/2011
928 491		SELL	04/19/2012	04/23/2012	558495KP1	MADISON WI SCH DIST GO 12A TXBL	100,000.0000	98,750.00	99,750.00	-1,000.00	Short Term	02/28/2012
928 1058		SELL	09/24/2012	09/26/2012	592112LP9	MET GOVT NASH & DAVIDSON TN TXBL	100,000 0000	100,000.00	100,125.00	-125.00	Short Term	08/02/2012
928 176		PPAYDN	01/01/2012	01/25/2012	761128FB1	RAAC 2004-SP3 A15	13,546.0700	13,546.07	13,579.94	-33.87	Short Term	12/01/2011
928 833		PPAYDN	07/01/2012	07/26/2012	17306UAAQ1	CFMSI 2003-1 AF5	3,050.5100	3,050.51	3,054.32	-3.81	Short Term	05/31/2012
928 1188		SELL	10/31/2012	11/01/2012	912828TJ9	UNITED STATES TREAS NOTE	50,000 0000	49,679.69	49,835.94	-156.25	Short Term	09/06/2012
928 164		SELL	01/23/2012	01/26/2012	06415CAA7	BANK NOVA SCOTIA -144A	100,000 0000	101,147.00	100,663.00	484.00	Short Term	11/30/2011
928 173		PPAYDN	01/01/2012	01/25/2012	31393AP92	FNW 2003-W4 3A	374.6000	374.60	432.66	-58.06	Short Term	11/29/2011
928 174		PPAYDN	01/01/2012	01/25/2012	31393CW82	FNW 2003-W8 2A	3,000.1900	3,000.19	3,480.22	-480.03	Short Term	11/29/2011
928 929		PPAYDN	08/01/2012	08/25/2012	464126CR0	IRWHE 2005-1 M1	640.1500	640.15	608.14	32.01	Short Term	06/26/2012
928 586		PPAYDN	05/01/2012	05/20/2012	36202FGQ3	GNMA II PL#004707 FS	22,488.1000	22,488.10	24,090.38	-1,602.28	Short Term	03/21/2012
928 251		SELL	02/09/2012	02/14/2012	219350AC9	CORNING INC	100,000 0000	139,854.00	132,000.00	7,854.00	Short Term	12/15/2011
928 283		SELL	02/22/2012	02/27/2012	762236DV0	RI EDA JOB 38 STUDIOS 10 AGM TXBL	90,000 0000	96,356.70	92,355.30	4,001.40	Short Term	12/28/2011
928 588		PPAYDN	05/01/2012	05/15/2012	36295GPN3	GNMA PL#670098 SF	658.5600	658.56	704.66	-46.10	Short Term	03/15/2012
928 384		SELL	03/21/2012	03/26/2012	036734AA9	WELLPOINT INC (ANTHEM) -144A	150,000 0000	176,055.00	175,824.00	231.00	Short Term	01/23/2012
928 611		PPAYDN	05/01/2012	05/29/2012	152314LD0	CXHE 2004-D AF4	1,408.0900	1,408.09	1,436.25	-28.16	Short Term	03/27/2012
928 237		PPAYDN	02/01/2012	02/15/2012	31335HN66	FHLMC PL#C90413 C9	7,688.5400	7,688.54	8,553.50	-864.96	Short Term	12/13/2011
928 613		PPAYDN	05/01/2012	05/29/2012	36242D5W9	GSR 2005-5F ZA2	3,939.9500	3,939.95	4,028.60	-88.65	Short Term	03/26/2012
928 402		PPAYDN	03/01/2012	03/26/2012	04542BCJ9	ABFC 2003-AHL1 A1	2,259.9600	2,259.96	2,033.96	226.00	Short Term	01/20/2012
928 612		PPAYDN	05/01/2012	05/29/2012	36228FZE5	GSR 2004-6F 1A2	5,638.4300	5,638.43	5,708.91	-70.48	Short Term	03/23/2012
928 229		SELL	02/03/2012	02/06/2012	912828RR3	UNITED STATES TREAS NOTE	100,000 0000	100,640.63	99,203.13	1,437.50	Short Term	11/30/2011
928 349		PPAYDN	03/01/2012	03/25/2012	31410F686	FNMA PL#888366 CL	2,144.5600	2,144.56	2,478.31	-333.75	Short Term	01/17/2012
928 232		PPAYDN	02/01/2012	02/15/2012	3128KTS00	FHLMC PL#A63229 A6	327.5900	327.59	371.61	-44.02	Short Term	12/07/2011
928 235		PPAYDN	02/01/2012	02/15/2012	31292GEV8	FHLMC PL#C00151 C0	1,076.1300	1,076.13	1,246.29	-170.16	Short Term	12/07/2011
928 274		PPAYDN	02/01/2012	02/15/2012	911760FR2	VENDE 1995-1 3Z8	561.6300	561.63	663.78	-102.15	Short Term	12/07/2011
928 231		SELL	02/06/2012	02/09/2012	478160AQ7	JOHNSON & JOHNSON	100,000 0000	123,749.00	120,508.00	3,241.00	Short Term	11/30/2011
928 248		SELL	02/08/2012	02/09/2012	912828RR3	UNITED STATES TREAS NOTE	300,000 0000	300,375.00	297,609.37	2,765.63	Short Term	11/30/2011
928 725		PPAYDN	06/01/2012	06/28/2012	07325NCA8	BAYV 2005-D AF3	9,615.2300	9,615.23	9,795.52	-180.29	Short Term	04/18/2012
928 465		PPAYDN	04/01/2012	04/25/2012	31371Q6C7	FNMA PL#259267 CL	118.9000	118.90	133.17	-14.27	Short Term	02/14/2012
928 466		PPAYDN	04/01/2012	04/25/2012	31371RE85	FNMA PL#259459 CL	100.7000	100.70	112.78	-12.08	Short Term	02/14/2012
928 1284		PPAYDN	11/01/2012	11/25/2012	81744VAB8	SEMT 2012-4 A2	2,924.9100	2,924.91	3,022.25	-97.34	Short Term	09/14/2012

Patrick and Aimee Butler Family Foundation
 #41-6009902
 Y.E. 12/31/12

Part IV - Realized Gains and Losses
 SIT Bond Account

Account

Account Number	As Integer	Memo Number	Tran Code	Trade Date	Actual Settle Date	Security Number (Full)	Security Description (Long 1)	Relieved Carry	Relieved Principal	Relieved Cost	Relieved Gain/Loss	Relieved G/L (Term)	Original Purchase Date (trade date)
928 1050	SELL			09/18/2012	09/21/2012	837004CF5	SOUTH CAROLINA ELEC & GAS	100,000.0000	104,302.00	109,640.00	-5,338.00	Short Term	07/11/2012
928 1256	SELL			11/14/2012	11/19/2012	94106LAY5	WASTE MANAGEMENT INC	100,000.0000	99,913.00	99,822.00	91.00	Short Term	09/06/2012
928 792	PPAYDN			07/01/2012	07/15/2012	3128PY3U6	FHLMC PL#J18911 J1	555.7900	555.79	569.64	-13.85	Short Term	05/02/2012
928 500	PPAYDN			04/01/2012	04/25/2012	17306UCC0	CFMSI 2004-1 AF3	105.4800	105.48	103.57	1.91	Short Term	02/10/2012
928 234	PPAYDN			02/01/2012	02/15/2012	31292GDT0	FHLMC PL#C00114 C0	841.5000	841.50	984.42	-142.92	Short Term	12/02/2011
928 234	PPAYDN			02/01/2012	02/15/2012	31292GDT0	FHLMC PL#C00114 C0	841.5000	841.50	984.42	-142.92	Short Term	12/02/2011
928 238	PPAYDN			02/01/2012	02/15/2012	31335HNV1	FHLMC GP#C90404 C9	911.8000	911.80	1,016.66	-104.86	Short Term	12/02/2011
928 793	PPAYDN			07/01/2012	07/15/2012	3128PYYP3	FHLMC PL#J18818 J1	1,511.9300	1,511.93	1,549.73	-37.80	Short Term	04/30/2012
928 1294	SELL			11/28/2012	11/29/2012	912828TJ9	UNITED STATES TREAS NOTE	75,000.0000	75,222.65	73,644.30	1,578.35	Short Term	09/13/2012
928 247	PPAYDN			02/01/2012	02/15/2012	36208V4P7	GNMA PL#462630 SF	7,061.9200	7,061.92	8,174.17	-1,112.25	Short Term	11/30/2011
928 1054	SELL			09/20/2012	09/21/2012	912828TC4	UNITED STATES TREAS NOTE	100,000.0000	99,366.79	99,796.88	-430.09	Short Term	07/06/2012
928 233	PPAYDN			02/01/2012	02/15/2012	3128L4PC2	FHLMC PL#A71319 A7	305.5700	305.57	344.91	-39.34	Short Term	11/29/2011
928 236	PPAYDN			02/01/2012	02/15/2012	31298QRX8	FHLMC PL#C54102 C5	413.9700	413.97	507.11	-93.14	Short Term	11/29/2011
928 244	PPAYDN			02/01/2012	02/25/2012	31410GKU6	FNMA PL#888707 CL	3,083.3700	3,083.37	3,590.20	-506.83	Short Term	12/09/2011
928 1342	SELL			12/04/2012	12/07/2012	171340AH5	CHURCH & DWIGHT	100,000.0000	101,558.00	99,905.00	1,653.00	Short Term	09/19/2012
928 241	PPAYDN			02/01/2012	02/25/2012	31410F3N3	FNMA PL#888305 CL	2,367.6100	2,367.61	2,731.63	-364.02	Short Term	12/07/2011
928 246	PPAYDN			02/01/2012	02/25/2012	31418MZ88	FNMA PL#AD0766 CL	2,281.5700	2,281.57	2,632.36	-350.79	Short Term	12/07/2011
928 675	PPAYDN			06/01/2012	06/25/2012	3138EHNZ1	FNMA PL#A11307 CL	3,390.7600	3,390.76	3,808.78	-418.02	Short Term	04/04/2012
928 287	PPAYDN			02/01/2012	02/25/2012	31394A7A8	FNW 2004-W12 1A3	1,281.6800	1,281.68	1,499.57	-217.89	Short Term	12/05/2011
928 239	PPAYDN			02/01/2012	02/25/2012	31400DW84	FNMA PL#684742 KI	1,952.5400	1,952.54	2,096.54	-144.00	Short Term	12/05/2011
928 481	PPAYDN			04/01/2012	04/25/2012	31397N2C8	FNR 2009-40 TM	3,252.9000	3,252.90	3,660.53	-407.63	Short Term	02/02/2012
928 815	PPAYDN			07/01/2012	07/25/2012	31397NWWY7	FNR 2009-30 AG	3,751.0400	3,751.04	4,303.15	-552.11	Short Term	05/03/2012
928 508	RBSELL			04/23/2012	04/26/2012	33582VAB4	FIRST NIAGARA (FINANCIAL)	100,000.0000	110,582.00	107,606.00	2,976.00	Short Term	02/02/2012
928 1294	SELL			11/28/2012	11/29/2012	912828TJ9	UNITED STATES TREAS NOTE	50,000.0000	50,148.44	49,835.94	312.50	Short Term	09/06/2012
928 501	PPAYDN			04/01/2012	04/25/2012	760985K34	RAMP 2003-RS11 A17	1,936.7200	1,936.72	1,952.46	-15.74	Short Term	02/01/2012
928 941	PPAYDN			08/01/2012	08/25/2012	17306UAQ1	CFMSI 2003-1 AF5	3,291.4800	3,291.48	3,295.59	-4.11	Short Term	05/31/2012
928 240	PPAYDN			02/01/2012	02/25/2012	31404LB58	FNMA PL#771460 GO	12,332.8000	12,332.80	14,332.96	-2,010.16	Short Term	12/01/2011
928 243	PPAYDN			02/01/2012	02/25/2012	31410GB51	FNMA PL#888460 CL	3,516.3900	3,516.39	4,005.39	-489.00	Short Term	12/01/2011
928 245	PPAYDN			02/01/2012	02/25/2012	31411JEH5	FNMA PL#909236 CL	2,232.4700	2,232.47	2,581.29	-348.82	Short Term	12/01/2011
928 360	PPAYDN			03/01/2012	03/09/2012	667294AM4	DELTA EETC (NWA) 99-2 A SF	2,719.0798	2,719.08	2,834.64	-115.56	Short Term	12/14/2011
928 360	PPAYDN			03/01/2012	03/09/2012	667294AM4	DELTA EETC (NWA) 99-2 A SF	978.8680	978.87	1,013.13	-34.26	Short Term	12/13/2011
928 285	PPAYDN			02/01/2012	02/25/2012	31393AP92	FNW 2003-W4 3A	243.0400	243.04	280.71	-37.67	Short Term	11/29/2011
928 286	PPAYDN			02/01/2012	02/25/2012	31393CW82	FNW 2003-W8 2A	1,041.8100	1,041.81	1,208.50	-166.69	Short Term	11/29/2011
928 291	PPAYDN			02/01/2012	02/27/2012	76112BF81	RAAC 2004-SP3 A15	1,463.7200	1,463.72	1,467.38	-3.66	Short Term	12/01/2011
928 726	PPAYDN			06/01/2012	06/25/2012	152314LD0	CXHE 2004-D AF4	1,415.1900	1,415.19	1,443.49	-28.30	Short Term	03/27/2012
928 1057	PPAYDN			09/01/2012	09/25/2012	464126CR0	IRWHE 2005-1 M1	787.2900	787.29	747.93	39.36	Short Term	06/26/2012
928 683	PPAYDN			06/01/2012	06/20/2012	36202FGQ3	GNMA II PL#004707 FS	2,805.2000	2,805.20	3,005.07	-199.87	Short Term	03/21/2012
928 732	PPAYDN			06/01/2012	06/25/2012	36242D5W9	GSR 2005-5F 2A2	2,437.3600	2,437.36	2,492.20	-54.84	Short Term	03/26/2012
928 685	PPAYDN			06/01/2012	06/15/2012	36295GNP3	GNMA PL#670098 SF	659.7500	659.75	705.93	-46.18	Short Term	03/15/2012
928 342	PPAYDN			03/01/2012	03/15/2012	31335HNV6	FHLMC PL#C90413 C9	1,378.8900	1,378.89	1,534.02	-155.13	Short Term	12/13/2011
928 733	PPAYDN			06/25/2012	06/25/2012	36242DN33	FFML 2005-FF2 M2	4,053.1800	4,053.18	3,901.19	151.99	Short Term	03/23/2012
928 1033	SELL			09/11/2012	09/14/2012	713448BR8	PEPSICO INC	50,000.0000	53,371.50	52,305.50	1,066.00	Short Term	06/12/2012
928 731	PPAYDN			06/01/2012	06/25/2012	36228F2E5	GSR 2004-6F 1A2	202.8500	202.85	205.39	-2.54	Short Term	03/23/2012

#41-6009902

Y.E. 12/31/12

Account

Number

As Integer	Memo Number	Tran Code	Trade Date	Actual Settle Date	Security Number (Full)	Security Description (Long t)	Relieved Carry	Relieved Principal	Relieved Cost	Relieved Gain/Loss	Relieved G/L (Term)	Original Purchase Date (trade date)
928 360		PPAYDN	03/01/2012	03/09/2012	667294AM4	DELTA EETC (NWA) 99-2 A SF	2,175.2622	2,175.26	2,273.15	-97.89	Short Term	12/05/2011
928 503		PPAYDN	04/01/2012	04/25/2012	04542BCJ9	ABFC 2003-AHL1 A1	880.2000	880.20	792.18	88.02	Short Term	01/20/2012
928 707		SELL	06/25/2012	06/28/2012	854403AC6	STANFORD UNIVERSITY TXBL	50,000.0000	59,503.00	58,250.00	1,253.00	Short Term	03/21/2012
928 337		PPAYDN	03/01/2012	03/15/2012	3128KTS50	FHLMC PL#A63229 A6	512.4300	512.43	581.29	-68.86	Short Term	12/07/2011
928 340		PPAYDN	03/01/2012	03/15/2012	31292GEY8	FHLMC PL#C00151 C0	1,138.5000	1,138.50	1,318.53	-180.03	Short Term	12/07/2011
928 469		PPAYDN	04/01/2012	04/25/2012	31410F686	FNMA PL#888366 CL	2,484.8600	2,484.86	2,871.57	-386.71	Short Term	01/17/2012
928 707		SELL	06/25/2012	06/28/2012	854403AC6	STANFORD UNIVERSITY TXBL	100,000.0000	119,006.00	116,473.00	2,533.00	Short Term	03/20/2012
928 374		PPAYDN	03/01/2012	03/16/2012	911760FR2	VENDE 1995-1 3ZB	535.2600	535.26	632.61	-97.35	Short Term	12/07/2011
928 840		PPAYDN	07/01/2012	07/28/2012	07325NCA8	BAYV 2005-D AF3	5,840.1100	5,840.11	5,949.61	-109.50	Short Term	04/18/2012
928 575		PPAYDN	05/01/2012	05/25/2012	31371Q6C7	FNMA PL#259267 CL	119.5800	119.58	133.93	-14.35	Short Term	02/14/2012
928 576		PPAYDN	05/01/2012	05/25/2012	31371RE85	FNMA PL#259459 CL	101.2700	101.27	113.42	-12.15	Short Term	02/14/2012
928 368		SELL	03/13/2012	03/16/2012	26442CAM6	DUKE ENERGY (CAROLINAS)	150,000.0000	153,940.50	149,746.50	4,194.00	Short Term	12/05/2011
928 1391		PPAYDN	12/01/2012	12/25/2012	81744VAB8	SEMT 2012-4 A2	940.0300	940.03	971.32	-31.29	Short Term	09/14/2012
928 513		SELL	04/26/2012	05/01/2012	110709BN1	BRITISH COLUMBIA (PROVINCE OF)	100,000.0000	102,923.00	103,525.00	-602.00	Short Term	01/19/2012
928 339		PPAYDN	03/01/2012	03/15/2012	31292GDT0	FHLMC PL#C00114 C0	861.5000	861.50	1,007.82	-146.32	Short Term	12/02/2011
928 339		PPAYDN	03/01/2012	03/15/2012	31292GDT0	FHLMC PL#C00114 C0	861.5000	861.50	1,007.82	-146.32	Short Term	12/02/2011
928 343		PPAYDN	03/01/2012	03/15/2012	31335HNV1	FHLMC GPH#C90404 C9	198.8500	198.85	195.25	3.60	Short Term	02/10/2012
928 607		PPAYDN	05/01/2012	05/25/2012	17306UCC0	CFMSI 2004-1 AF3	519.7500	519.75	532.70	-12.95	Short Term	05/02/2012
928 897		PPAYDN	08/01/2012	08/15/2012	3128PY3U6	FHLMC PL#J18911 J1	125,000.0000	128,125.00	127,500.00	625.00	Short Term	11/30/2011
928 364		SELL	03/12/2012	03/15/2012	68230QAQ5	M & T BANK (ONBANK CAP)	315.7800	315.78	365.52	-49.74	Short Term	11/30/2011
928 359		PPAYDN	03/01/2012	03/15/2012	36208VAP7	GNMA PL#462630 SF	6,037.1700	6,037.17	6,814.46	-777.29	Short Term	11/29/2011
928 338		PPAYDN	03/01/2012	03/15/2012	3128LAPC2	FHLMC PL#A71319 A7	1,074.1200	1,074.12	1,100.97	-26.85	Short Term	04/30/2012
928 898		PPAYDN	08/01/2012	08/15/2012	3128PYPY3	FHLMC PL#J18818 J1	15,320.3300	15,320.33	18,767.41	-3,447.08	Short Term	11/29/2011
928 341		PPAYDN	03/01/2012	03/15/2012	31298QRX8	FHLMC PL#C54102 C5	2,181.7500	2,181.75	2,540.38	-358.63	Short Term	12/09/2011
928 351		PPAYDN	03/01/2012	03/25/2012	31410GKU6	FNMA PL#888707 CL	75,000.0000	63,021.00	63,858.75	-837.75	Short Term	11/29/2011
928 371		SELL	03/15/2012	03/16/2012	912803AU7	US TREAS NOTE STRIP PRINC	3,669.4300	3,669.43	4,233.60	-564.17	Short Term	12/07/2011
928 348		PPAYDN	03/01/2012	03/25/2012	31410F3N3	FNMA PL#888305 CL	3,233.3600	3,233.36	3,730.49	-497.13	Short Term	12/07/2011
928 353		PPAYDN	03/01/2012	03/23/2012	713448R88	FNMA PL#AD0766 CL	100,000.0000	101,281.00	102,542.00	-1,261.00	Short Term	12/05/2011
928 380		SELL	03/20/2012	03/23/2012	713448R88	PEPSICO INC	497.5300	497.53	582.11	-84.58	Short Term	12/05/2011
928 395		PPAYDN	03/01/2012	03/25/2012	31394A7A8	FNW 2004-W12 1A3	1,964.1300	1,964.13	2,108.98	-144.85	Short Term	12/05/2011
928 346		PPAYDN	03/01/2012	03/25/2012	31400DWB4	FNMA PL#684742 KI	50,000.0000	49,694.50	49,986.50	-292.00	Short Term	08/29/2012
928 1369		SELL	12/14/2012	12/18/2012	563469TX3	MANITOBA (PROVINCE OF)	3,629.0700	3,629.07	4,076.47	-447.40	Short Term	04/04/2012
928 801		PPAYDN	07/01/2012	07/25/2012	3138EHNZ1	FNMA PL#A11307 CL	4,568.8800	4,568.88	5,141.42	-572.54	Short Term	02/02/2012
928 589		PPAYDN	05/01/2012	05/25/2012	31397N2C8	FNW 2009-40 TM	230,947.4800	270,208.56	266,455.66	3,752.90	Short Term	12/07/2011
928 414		SELL	03/29/2012	03/30/2012	31410F3N3	FNMA PL#888305 CL	4,667.5100	4,667.51	5,354.51	-687.00	Short Term	05/03/2012
928 924		PPAYDN	08/01/2012	08/25/2012	31397NWWY7	FNW 2009-30 AG	2,069.5500	2,069.55	2,086.36	-16.81	Short Term	02/01/2012
928 608		PPAYDN	05/01/2012	05/25/2012	760985K34	RAMP 2003-R511 A17	6,879.6700	6,879.67	8,006.92	-1,122.25	Short Term	12/01/2011
928 347		PPAYDN	03/01/2012	03/25/2012	31404LB58	FNMA PL#771460 GO	3,514.3800	3,514.38	4,003.10	-488.72	Short Term	12/01/2011
928 350		PPAYDN	03/01/2012	03/25/2012	31410GB51	FNMA PL#888460 CL	210.0100	210.01	242.82	-32.81	Short Term	12/01/2011
928 352		PPAYDN	03/01/2012	03/25/2012	31411JEH5	FNMA PL#909236 CL	24,740.9400	24,740.94	24,802.79	-61.85	Short Term	12/01/2011
928 404		PPAYDN	03/01/2012	03/26/2012	76112BF81	RAAC 2004-SP3 A15	2,686.7800	2,686.78	2,690.14	-3.36	Short Term	05/31/2012
928 1065		PPAYDN	09/01/2012	09/25/2012	17306UAQ1	CFMSI 2003-1 AF5	228.7300	228.73	264.18	-35.45	Short Term	11/29/2011
928 393		PPAYDN	03/01/2012	03/25/2012	31393AP92	FNW 2003-W4 3A						

#41-6009902

SIT Bond Account

Y.E. 12/31/12

Number As Integer	Memo Number	Trac Code	Trade Date	Actual Settle Date	Security Number (Full)	Security Description (Long 1)	Relieved Carry	Relieved Principal	Relieved Cost	Relieved Gain/Loss (Term)	Original Purchase Date (trade date)
928 394		PPAYDN	03/01/2012	03/25/2012	31393CW82	FNW 2003-W8 2A	1,174.0000	1,174.00	1,361.84	-187.84 Short Term	11/29/2011
928 392		SELL	03/22/2012	03/27/2012	05563QAA8	BANK OF NY MELLON -144A	100,000.0000	102,100.00	102,125.00	-25.00 Short Term	11/30/2011
928 1164		PPAYDN	10/01/2012	10/25/2012	464126CR0	IRWHE 2005-1 M1	1,074.7800	1,074.78	1,021.04	53.74 Short Term	06/26/2012
928 811		PPAYDN	07/01/2012	07/20/2012	36202FGQ3	GNMA II PL#004707 FS	98.0700	98.07	105.06	-6.99 Short Term	03/21/2012
928 841		PPAYDN	07/01/2012	07/27/2012	152314LD0	CXHE 2004-D AF4	894.9000	894.90	912.80	-17.90 Short Term	03/27/2012
928 813		PPAYDN	07/01/2012	07/15/2012	36295GNP3	GNMA PL#670098 SF	675.2300	675.23	722.50	-47.27 Short Term	03/15/2012
928 843		PPAYDN	07/01/2012	07/27/2012	36242DSW9	FSR 2005-SF 2A2	4,391.0700	4,391.07	4,489.87	-98.80 Short Term	03/26/2012
928 709		RBSSELL	05/30/2012	06/04/2012	760985K34	RAMP 2003-RS11 A17	82,490.7500	83,315.65	83,160.98	154.67 Short Term	02/01/2012
928 463		PPAYDN	04/01/2012	04/15/2012	31335HN66	FHLMC PL#C90413 C9	1,275.6400	1,275.64	1,419.15	-143.51 Short Term	12/13/2011
928 844		PPAYDN	07/25/2012	07/27/2012	36242DN33	FFML 2005-FF2 M2	3,828.1900	3,828.19	3,684.63	143.56 Short Term	03/23/2012
928 842		PPAYDN	07/01/2012	07/27/2012	36228F2E5	FSR 2004-GF 1A2	5,179.0500	5,179.05	5,243.79	-64.74 Short Term	03/23/2012
928 580		PPAYDN	05/01/2012	05/25/2012	31410F686	FNMA PL#888366 CL	2,476.0400	2,476.04	2,861.37	-385.33 Short Term	01/17/2012
928 458		PPAYDN	04/01/2012	04/15/2012	3128KTS00	FHLMC PL#A83229 A6	332.6300	332.63	377.33	-44.70 Short Term	12/07/2011
928 461		PPAYDN	04/01/2012	04/15/2012	31292GEY8	FHLMC PL#C00151 C0	1,112.2700	1,112.27	1,288.15	-175.88 Short Term	12/07/2011
928 485		PPAYDN	04/01/2012	04/16/2012	911760FR2	VENDE 1995-1 3ZB	1,237.0800	1,237.08	1,462.07	-224.99 Short Term	12/07/2011
928 817		SELL	07/13/2012	07/18/2012	828807CK1	SIMON PROPERTY GROUP INC	100,000.0000	103,211.00	99,588.00	3,623.00 Short Term	03/08/2012
928 951		PPAYDN	08/01/2012	08/28/2012	07325NCA8	BAYV 2005-D AF3	4,038.1300	4,038.13	4,113.84	-75.71 Short Term	04/18/2012
928 673		PPAYDN	06/01/2012	06/25/2012	31371Q6C7	FNMA PL#259267 CL	120.2800	120.28	134.71	-14.43 Short Term	02/14/2012
928 674		PPAYDN	06/01/2012	06/25/2012	31371RE85	FNMA PL#259459 CL	101.8400	101.84	114.06	-12.22 Short Term	02/14/2012
928 460		PPAYDN	04/01/2012	04/15/2012	31292GDT0	FHLMC PL#C00114 C0	855.0000	855.00	1,000.22	-145.22 Short Term	12/02/2011
928 460		PPAYDN	04/01/2012	04/15/2012	31292GDT0	FHLMC PL#C00114 C0	855.0000	855.00	1,000.22	-145.22 Short Term	12/02/2011
928 464		PPAYDN	04/01/2012	04/15/2012	31335HN1	FHLMC GPHC90404 C9	923.6000	923.60	1,029.81	-106.21 Short Term	12/02/2011
928 727		PPAYDN	06/01/2012	06/25/2012	17306UCC0	CFMSI 2004-1 AF3	432.0200	432.02	424.19	7.83 Short Term	02/10/2012
928 1016		PPAYDN	09/01/2012	09/15/2012	3128PY3U6	FHLMC PL#J18911 J1	724.8200	724.82	742.88	-18.06 Short Term	05/02/2012
928 478		PPAYDN	04/01/2012	04/15/2012	36208V4P7	GNMA PL#462630 SF	297.6800	297.68	344.56	-46.88 Short Term	11/30/2011
928 459		PPAYDN	04/01/2012	04/15/2012	3128L4PC2	FHLMC PL#A71319 A7	253.5600	253.56	286.21	-32.65 Short Term	11/29/2011
928 1017		PPAYDN	09/01/2012	09/15/2012	3128PYYP3	FHLMC PL#J18818 J1	2,788.0400	2,788.04	2,857.74	-69.70 Short Term	04/30/2012
928 462		PPAYDN	04/01/2012	04/15/2012	31298QRX8	FHLMC PL#C54102 C5	389.3700	389.37	476.98	-87.61 Short Term	11/29/2011
928 471		PPAYDN	04/01/2012	04/25/2012	31410GKU6	FNMA PL#888707 CL	1,873.2900	1,873.29	2,181.21	-307.92 Short Term	12/09/2011
928 827		SELL	07/23/2012	07/26/2012	210795PZ7	CONTL AIRLINES 2012-A	100,000.0000	99,500.00	100,000.00	-500.00 Short Term	03/08/2012
928 473		PPAYDN	04/01/2012	04/25/2012	31418M288	FNMA PL#AD0766 CL	2,857.0300	2,857.03	3,296.30	-439.27 Short Term	12/07/2011
928 1075		SELL	09/25/2012	09/26/2012	88283LHT6	TEXAS TRANSPORT REV10B TXBL BAB	70,000.0000	84,262.50	85,750.00	-1,487.50 Short Term	05/09/2012
928 495		PPAYDN	04/01/2012	04/25/2012	31394A7A8	FNW 2004-W12 1A3	1,007.1500	1,007.15	1,178.37	-171.22 Short Term	12/05/2011
928 467		PPAYDN	04/01/2012	04/25/2012	31400DWB4	FNMA PL#684742 KI	1,975.7900	1,975.79	2,121.50	-145.71 Short Term	12/05/2011
928 906		PPAYDN	08/01/2012	08/25/2012	3138EHNZ1	FNMA PL#A11307 CL	3,586.3400	3,586.34	4,028.47	-442.13 Short Term	04/04/2012
928 687		PPAYDN	06/01/2012	06/25/2012	31397N2C8	FNR 2009-40 TM	4,002.4400	4,002.44	4,504.00	-501.56 Short Term	02/02/2012
928 1036		PPAYDN	09/01/2012	09/25/2012	31397NWX7	FNR 2009-30 AG	4,188.2400	4,188.24	4,804.70	-616.46 Short Term	05/03/2012
928 734		PPAYDN	06/01/2012	06/25/2012	760985K34	RAMP 2003-RS11 A17	2,769.6400	2,769.64	2,792.14	-22.50 Short Term	02/01/2012
928 468		PPAYDN	04/01/2012	04/25/2012	31404LB58	FNMA PL#771460 GO	364.1400	364.14	423.54	-59.40 Short Term	12/01/2011
928 470		PPAYDN	04/01/2012	04/25/2012	31410GB51	FNMA PL#888460 CL	2,996.4300	2,996.43	3,413.12	-416.69 Short Term	12/01/2011
928 472		PPAYDN	04/01/2012	04/25/2012	31411JEH5	FNMA PL#909236 CL	6,088.4500	6,088.45	7,039.77	-951.32 Short Term	12/01/2011
928 502		PPAYDN	04/01/2012	04/25/2012	76112BF81	RAAC 2004-SP3 A15	8,465.8400	8,465.84	8,487.00	-21.16 Short Term	12/01/2011
928 1176		PPAYDN	10/01/2012	10/25/2012	17306UAQ1	CFMSI 2003-1 AF5	2,596.9300	2,596.93	2,600.18	-3.25 Short Term	05/31/2012

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Account Number	As Integer	Memo Number	Tran Code	Trade Date	Settle Date	Actual Date	Security Number (Full)	Security Description (Long 1)	Relieved Carry	Relieved Principal	Relieved Cost	Relieved Gain/Loss (Term)	Original Purchase Date (trade date)
928 493	PPAYDN			04/01/2012	04/25/2012	31393AP92	FNW 2003-W4 3A		368 3300	368 33	425 42	-57 09 Short Term	11/29/2011
928 494	PPAYDN			04/01/2012	04/25/2012	31393CW82	FNW 2003-W8 2A		1,524 5300	1,524 53	1,768 45	-243.92 Short Term	11/29/2011
928 940	PPAYDN			08/01/2012	08/25/2012	152314LD0	CXHE 2004-D AF4		1,571 8900	1,571 89	1,603 33	-31 44 Short Term	03/27/2012
928 1265	PPAYDN			11/01/2012	11/25/2012	464126GR0	IRWHE 2005-1 M1		700 9700	700.97	665 92	35 05 Short Term	06/26/2012
928 914	PPAYDN			08/01/2012	08/20/2012	36202FGQ3	GNMA II PL#004707 FS		98.6600	98 66	105 69	-7 03 Short Term	03/21/2012
928 944	PPAYDN			08/01/2012	08/25/2012	36242DSW9	GSR 2005-5F 2A2		1,793 8000	1,793.80	1,834 16	-40 36 Short Term	03/26/2012
928 916	PPAYDN			08/01/2012	08/15/2012	36295GNP3	GNMA PL#670098 SF		678 8900	678 89	726.41	-47 52 Short Term	03/15/2012
928 573	PPAYDN			05/01/2012	05/15/2012	31335HNN66	FHLMC PL#C90413 C9		5,530 1500	5,530 15	6,152 29	-622 14 Short Term	12/13/2011
928 943	PPAYDN			08/01/2012	08/25/2012	36228F2E5	GSR 2004-6F 1A2		203.3600	203.36	205 90	-2 54 Short Term	03/23/2012
928 555	SELL			05/07/2012	05/10/2012	6832348K7	ONTARIO (PROVINCE OF)		100,000.0000	115,098 00	112,849 00	2,249 00 Short Term	12/06/2011
928 724	PPAYDN			06/01/2012	06/25/2012	04542BCJ9	ABFC 2003-AHL1 A1		3,118 2600	3,118 26	2,806 43	311 83 Short Term	01/20/2012
928 952	SELL			08/28/2012	08/31/2012	36242D5W9	GSR 2005-5F 2A2		98,769 2500	103,707 71	100,991 55	2,716.16 Short Term	03/26/2012
928 948	PPAYDN			08/27/2012	08/28/2012	36242DN33	FMML 2005-FF2 M2		3,596 6800	3,596 68	3,461 80	134 88 Short Term	03/23/2012
928 1299	SELL			11/30/2012	12/05/2012	427028AA3	CANADA GOVT		100,000.0000	101,011 78	100,843 00	168 78 Short Term	06/28/2012
928 568	PPAYDN			05/01/2012	05/15/2012	3128KTS00	FHLMC PL#A63229 A6		395 7000	395 70	448 87	-53 17 Short Term	12/07/2011
928 571	PPAYDN			05/01/2012	05/15/2012	31292GEY8	FHLMC PL#C00151 C0		1,114 7400	1,114 74	1,291 01	-176 27 Short Term	12/07/2011
928 678	PPAYDN			06/01/2012	06/25/2012	31410F6B6	FNMA PL#888366 CL		3,218 9900	3,218 99	3,719 55	-500 96 Short Term	01/17/2012
928 596	PPAYDN			05/01/2012	05/15/2012	911760FR2	VENDE 1995-1 3ZB		1,348 1900	1,348.19	1,593.39	-245.20 Short Term	12/07/2011
928 1366	PPAYDN			12/01/2012	12/25/2012	3136A8EN6	FNR 2012-93 B		1,433 0400	1,433 04	1,708 90	-275.86 Short Term	07/16/2012
928 799	PPAYDN			07/01/2012	07/25/2012	31371Q6C7	FNMA PL#259267 CL		120 9500	120 95	135 46	-14 51 Short Term	02/14/2012
928 800	PPAYDN			07/01/2012	07/25/2012	31371RE85	FNMA PL#259459 CL		102 4200	102 42	114.71	-12.29 Short Term	02/14/2012
928 1073	PPAYDN			09/01/2012	09/28/2012	07325NCA8	BAYV 2005-D AF3		2,189 5400	2,189 54	2,230 59	-41 05 Short Term	04/18/2012
928 570	PPAYDN			05/01/2012	05/15/2012	31292GDT0	FHLMC PL#C00114 C0		849 0000	849 00	993 20	-144 20 Short Term	12/02/2011
928 570	PPAYDN			05/01/2012	05/15/2012	31292GDT0	FHLMC PL#C00114 C0		849.0000	849.00	993 20	-144 20 Short Term	12/02/2011
928 574	PPAYDN			05/01/2012	05/15/2012	31335HNNV1	FHLMC GP#C90404 C9		971.6000	971 60	1,083 33	-111.73 Short Term	12/02/2011
928 1128	PPAYDN			10/01/2012	10/15/2012	3128PY3U6	FHLMC PL#J18911 J1		549 3700	549 37	563 06	-13 69 Short Term	05/02/2012
928 834	PPAYDN			07/01/2012	07/26/2012	17306UCC0	CFMSI 2004-1 AF3		498 7600	498 76	489 72	9 04 Short Term	02/10/2012
928 587	PPAYDN			05/01/2012	05/15/2012	36208V4P7	GNMA PL#462630 SF		278 1600	278 16	321 97	-43 81 Short Term	11/30/2011
928 569	PPAYDN			05/01/2012	05/15/2012	3128L4PC2	FHLMC PL#A71319 A7		257 6000	257 60	290.77	-33 17 Short Term	11/29/2011
928 1129	PPAYDN			10/01/2012	10/15/2012	3128PPYP3	FHLMC PL#J18818 J1		2,564 1300	2,564 13	2,628 23	-64 10 Short Term	04/30/2012
928 572	PPAYDN			05/01/2012	05/15/2012	31298QRX8	FHLMC PL#C54102 C5		397 0000	397.00	486.33	-89 33 Short Term	11/29/2011
928 582	PPAYDN			05/01/2012	05/25/2012	31410GKU6	FNMA PL#888707 CL		3,635 4700	3,635 47	4,233 05	-597 58 Short Term	12/09/2011
928 1365	PPAYDN			12/01/2012	12/25/2012	3136A5AN3	FNR 2012-51 B		1,671 8800	1,671 88	1,999 99	-328 11 Short Term	07/09/2012
928 584	PPAYDN			05/01/2012	05/25/2012	31418MZ88	FNMA PL#AD0766 CL		2,166.0800	2,166 08	2,499 11	-333 03 Short Term	12/07/2011
928 602	PPAYDN			05/01/2012	05/25/2012	31394A7A8	FNW 2004-W12 1A3		516.4700	516.47	604 27	-87 80 Short Term	12/05/2011
928 578	PPAYDN			05/01/2012	05/25/2012	31400DW84	FNMA PL#684742 KI		1,987 5300	1,987 53	2,134 11	-146 58 Short Term	12/05/2011
928 814	PPAYDN			09/01/2012	09/25/2012	3138EHNZ1	FNMA PL#AL1307 CL		3,009 5800	3,009 58	3,380 60	-371 02 Short Term	04/04/2012
928 1152	PPAYDN			07/01/2012	07/25/2012	31397N2C8	FNR 2009-40 TM		3,594 8300	3,594 83	4,045 31	-450 48 Short Term	02/02/2012
928 579	PPAYDN			10/01/2012	10/25/2012	31397NNW7	FNR 2009-30 AG		4,621 1300	4,621 13	5,301 30	-680 17 Short Term	05/03/2012
928 579	PPAYDN			05/01/2012	05/25/2012	31404L858	FNMA PL#771460 GO		324 4700	324 47	377 40	-52 93 Short Term	12/01/2011
928 581	PPAYDN			05/01/2012	05/25/2012	31410GB51	FNMA PL#888460 CL		3,798 9700	3,798 97	4,327 26	-528 29 Short Term	12/01/2011
928 583	PPAYDN			05/01/2012	05/25/2012	31411JEH5	FNMA PL#909236 CL		173 0800	173.08	200 12	-27 04 Short Term	12/01/2011
928 609	PPAYDN			05/01/2012	05/25/2012	76112BF81	RAAC 2004-SP3 A15		3,263 8600	3,263 86	3,272 02	-8 16 Short Term	12/01/2011

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Number As Integer	Memo Number	Tran Code	Trade Date	Actual Settle Date	Security Number (Full)	Security Description (Long 1)	Relieved Carry	Relieved Principal	Relieved Cost	Relieved Gain/Loss (Term)	Original Purchase Date (trade date)
928 846		CALL	07/28/2012	07/28/2012	90344NAA3	US BANCORP (CAP XIII)	100,000 0000	100,000 00	102,897 00	-2,897.00 Short Term	02/02/2012
928 600		PPAYDN	05/01/2012	05/25/2012	31393AP92	FNW 2003-W4 3A	1,575 2000	1,575.20	1,819 36	-244.16 Short Term	11/29/2011
928 601		PPAYDN	05/01/2012	05/25/2012	31393CW82	FNW 2003-W8 2A	2,290 1600	2,290 16	2,656 59	-366.43 Short Term	11/29/2011
928 1162		SELL	10/17/2012	10/22/2012	110709DL3	BRITISH COLUMBIA (PROVINCE OF)	100,000 0000	141,692 00	139,612 00	2,080.00 Short Term	04/26/2012
928 1272		PPAYDN	11/01/2012	11/26/2012	17306UQA1	CFMSI 2003-1 AF5	3,625 8400	3,625 84	3,630 37	-4.53 Short Term	05/31/2012
928 1378		PPAYDN	12/01/2012	12/25/2012	464126CR0	IRWHE 2005-1 M1	762 2600	762 26	724.15	38.11 Short Term	06/26/2012
928 1064		PPAYDN	09/01/2012	09/25/2012	152314LD0	CXHE 2004-D AF4	1,651 8100	1,651 81	1,684 85	-33.04 Short Term	03/27/2012
928 1037		PPAYDN	09/01/2012	09/20/2012	36202FGQ3	GNMA II PL#004707 FS	99 2600	99 26	106 33	-7.07 Short Term	03/21/2012
928 1039		PPAYDN	09/01/2012	09/15/2012	36295GNP3	GNMA PL#670098 SF	682 5800	682 58	730 36	-47.78 Short Term	03/15/2012
928 671		PPAYDN	06/01/2012	06/15/2012	31335HN66	FHLMC PL#C90413 C9	1,175 5200	1,175.52	1,307 77	-132.25 Short Term	12/13/2011
928 1071		PPAYDN	09/25/2012	09/25/2012	36242DN33	FFML 2005-FF2 M2	2,503 1000	2,503 10	2,409.23	93.87 Short Term	03/23/2012
928 1070		PPAYDN	09/01/2012	09/25/2012	36228F2E5	GSR 2004-6F 1A2	194 7900	194 79	197 22	-2.43 Short Term	03/23/2012
928 839		PPAYDN	07/01/2012	07/27/2012	04542BCJ9	ABFC 2003-AHL1 A1	3,618 1400	3,618 14	3,256 33	361.81 Short Term	01/20/2012
928 804		PPAYDN	07/01/2012	07/25/2012	31410F686	FNMA PL#888366 CL	3,335 8900	3,335.89	3,855.04	-519.15 Short Term	01/17/2012
928 664		PPAYDN	06/01/2012	06/15/2012	3128KTS00	FHLMC PL#AB3229 A6	336 4300	336 43	381 64	-45.21 Short Term	12/07/2011
928 669		PPAYDN	06/01/2012	06/15/2012	31292GEY8	FHLMC PL#C00151 CO	7,593 8000	7,593.80	8,794 57	-1,200.77 Short Term	12/07/2011
928 695		PPAYDN	06/01/2012	06/15/2012	911760FR2	VENDE 1995-1 3ZB	1,127 7700	1,127 77	1,332.88	-205.11 Short Term	12/07/2011
928 1179		PPAYDN	10/01/2012	10/28/2012	07325NCA8	BAYV 2005-D AF3	4,880 2600	4,880 26	4,971 77	-91.51 Short Term	04/18/2012
928 904		PPAYDN	08/01/2012	08/25/2012	31371QC67	FNMA PL#259267 CL	121 6500	121.65	136 25	-14.60 Short Term	02/14/2012
928 905		PPAYDN	08/01/2012	08/25/2012	31371RE85	FNMA PL#259459 CL	102 9800	102 98	115 34	-12.36 Short Term	02/14/2012
928 668		PPAYDN	06/01/2012	06/15/2012	31292GDT0	FHLMC PL#C00114 CO	855 5000	855 50	1,000.80	-145.30 Short Term	12/02/2011
928 668		PPAYDN	06/01/2012	06/15/2012	31292GDT0	FHLMC PL#C00114 CO	855 5000	855 50	1,000.80	-145.30 Short Term	12/02/2011
928 672		PPAYDN	06/01/2012	06/15/2012	31335HNV1	FHLMC GPHC90404 C9	977 4000	977 40	1,089 80	-112.40 Short Term	12/02/2011
928 942		PPAYDN	08/01/2012	08/25/2012	17306UCC0	CFMSI 2004-1 AF3	235 0500	235 05	230 79	4.26 Short Term	02/10/2012
928 1234		PPAYDN	11/01/2012	11/15/2012	3128PY3U6	FHLMC PL#J18911 J1	936 5800	936.58	959 92	-23.34 Short Term	05/02/2012
928 684		PPAYDN	06/01/2012	06/15/2012	36208V4P7	GNMA PL#462630 SF	302 5600	302 56	350.21	-47.65 Short Term	11/30/2011
928 665		PPAYDN	06/01/2012	06/15/2012	3128L4PC2	FHLMC PL#A71319 A7	21,680 1700	21,680 17	24,471.49	-2,791.32 Short Term	11/29/2011
928 1235		PPAYDN	11/01/2012	11/15/2012	3128PPYP3	FHLMC PL#J18818 J1	4,286.6700	4,286.67	4,393.84	-107.17 Short Term	04/30/2012
928 670		PPAYDN	06/01/2012	06/15/2012	31298QXR8	FHLMC PL#C54102 C5	399.9400	399.94	489 93	-89.99 Short Term	11/29/2011
928 680		PPAYDN	06/01/2012	06/25/2012	31410GKU6	FNMA PL#888707 CL	2,186.9000	2,186.90	2,546.37	-359.47 Short Term	12/09/2011
928 682		PPAYDN	06/01/2012	06/25/2012	31418MZ88	FNMA PL#ADO766 CL	2,619 5200	2,619 52	3,022 27	-402.75 Short Term	12/07/2011
928 730		PPAYDN	06/01/2012	06/25/2012	31394A7A8	FNW 2004-W12 1A3	1,491 5000	1,491 50	1,745 05	-253.55 Short Term	12/05/2011
928 676		PPAYDN	06/01/2012	06/25/2012	31400DW84	FNMA PL#684742 KI	1,999 3300	1,999 33	2,146 78	-147.45 Short Term	12/05/2011
928 1137		PPAYDN	10/01/2012	10/25/2012	3138EHNZ1	FNMA PL#AL1307 CL	4,283 0300	4,283 03	4,811 05	-528.02 Short Term	04/04/2012
928 923		PPAYDN	08/01/2012	08/25/2012	31397N2C8	FNR 2009-40 TM	3,811 0400	3,811 04	4,288 61	-477.57 Short Term	02/02/2012
928 894		SELL	08/07/2012	08/10/2012	31410F686	FNMA PL#888366 CL	90,815 6300	105,005 57	104,948 81	56.76 Short Term	01/17/2012
928 1253		PPAYDN	11/01/2012	11/25/2012	31397NWWY7	FNR 2009-30 AG	4,555 3700	4,555 37	5,225 86	-670.49 Short Term	05/03/2012
928 677		PPAYDN	06/01/2012	06/25/2012	31404LB58	FNMA PL#771460 GO	326 5000	326.50	379 76	-53.26 Short Term	12/01/2011
928 679		PPAYDN	06/01/2012	06/25/2012	31410GB51	FNMA PL#888460 CL	4,211 6100	4,211.61	4,797 29	-585.68 Short Term	12/01/2011
928 681		PPAYDN	06/01/2012	06/25/2012	31411JEH5	FNMA PL#909236 CL	9,593 3400	9,593 34	11,092 30	-1,498.96 Short Term	12/01/2011
928 736		PPAYDN	06/01/2012	06/25/2012	76112BF81	RAAC 2004-SP3 A15	10,158 1100	10,158 11	10,183 51	-25.40 Short Term	12/01/2011
928 1387		PPAYDN	12/01/2012	12/26/2012	17306UQA1	CFMSI 2003-1 AF5	1,916 1700	1,916 17	1,918 57	-2.40 Short Term	05/31/2012
928 728		PPAYDN	06/01/2012	06/25/2012	31393AP92	FNW 2003-W4 3A	833 0800	833 08	962.21	-129.13 Short Term	11/29/2011

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928 729		PPAYDN	06/01/2012	06/25/2012	31393CW82	FNW 2003-W8 2A	2,312 7100	2,312.71	2,682 74	-370 03 Short Term	11/29/2011
928 1180		PPAYDN	10/01/2012	10/25/2012	152314LD0	CXHE 2004-D AF4	913 1000	913.10	931 36	-18 26 Short Term	03/27/2012
928 1144		PPAYDN	10/01/2012	10/20/2012	36202FGQ3	GNMA II PL#004707 FS	99 8600	99 86	106 98	-7 12 Short Term	03/21/2012
928 1146		PPAYDN	10/01/2012	10/15/2012	36295GNP3	GNMA PL#670098 SF	700 7500	700 75	749 80	-49 05 Short Term	03/15/2012
928 797		PPAYDN	07/01/2012	07/15/2012	31335HN66	FHLMC PL#C90413 C9	1,183 6500	1,183 65	1,316 81	-133 16 Short Term	12/13/2011
928 1181		PPAYDN	10/01/2012	10/25/2012	36228F2E5	GSR 2004-6F 1A2	199 0500	199 05	201 54	-2 49 Short Term	03/23/2012
928 1182		PPAYDN	10/25/2012	10/26/2012	36242DN33	FFML 2005-FF2 M2	3,157 2000	3,157 20	3,038 81	118.39 Short Term	03/23/2012
928 949		PPAYDN	08/01/2012	08/27/2012	04542BCJ9	ABFC 2003-AHL1 A1	1,133 7400	1,133 74	1,020 37	113 37 Short Term	01/20/2012
928 939		RBSSELL	08/22/2012	08/27/2012	04542BCJ9	ABFC 2003-AHL1 A1	146,338 2100	148,990 57	131,704 39	17,286 18 Short Term	01/20/2012
928 790		PPAYDN	07/01/2012	07/15/2012	3128KTSS0	FHLMC PL#A63229 A6	339 1100	339 11	384 68	-45 57 Short Term	12/07/2011
928 795		PPAYDN	07/01/2012	07/15/2012	31292GEY8	FHLMC PL#C00151 C0	1,230 5700	1,230 57	1,425 15	-194.58 Short Term	12/07/2011
928 909		PPAYDN	08/01/2012	08/25/2012	31410F6B6	FNMA PL#888366 CL	3,207 1000	3,207 10	3,706 20	-499.10 Short Term	01/17/2012
928 823		PPAYDN	07/01/2012	07/16/2012	911760FR2	VENDE 1995-1 3Z8	1,673 5300	1,673 53	1,977 90	-304.37 Short Term	12/07/2011
928 1271		PPAYDN	11/01/2012	11/28/2012	07325NCA8	BAYV 2005-D AF3	676 0900	676 09	688 77	-12 68 Short Term	04/18/2012
928 1023		PPAYDN	09/01/2012	09/25/2012	31371Q6C7	FNMA PL#259267 CL	122 3400	122 34	137 02	-14 68 Short Term	02/14/2012
928 1024		PPAYDN	09/01/2012	09/25/2012	31371RE85	FNMA PL#259459 CL	103 5800	103 58	116 01	-12 43 Short Term	02/14/2012
928 794		PPAYDN	07/01/2012	07/15/2012	31292GDT0	FHLMC PL#C00114 C0	862 0000	862 00	1,008 41	-146 41 Short Term	12/02/2011
928 794		PPAYDN	07/01/2012	07/15/2012	31292GDT0	FHLMC PL#C00114 C0	862 0000	862 00	1,008 41	-146 41 Short Term	12/02/2011
928 798		PPAYDN	07/01/2012	07/15/2012	31335HNV1	FHLMC GP#C90404 C9	10,652 6000	10,652 60	11,877 65	-1,225.05 Short Term	12/02/2011
928 1347		PPAYDN	12/01/2012	12/15/2012	3128PY3U6	FHLMC PL#J18911 J1	573 8200	573 82	588 12	-14 30 Short Term	05/02/2012
928 1066		PPAYDN	09/01/2012	09/25/2012	17306UC00	CFMSI 2004-1 AF3	822 4500	822 45	807 54	14 91 Short Term	02/10/2012
928 812		PPAYDN	07/01/2012	07/15/2012	36208V4P7	GNMA PL#462630 SF	303 9800	303 98	351 86	-47 88 Short Term	11/30/2011
928 791		PPAYDN	07/01/2012	07/15/2012	3128L4PC2	FHLMC PL#A71319 A7	229 8800	229 88	259 48	-29 60 Short Term	11/29/2011
928 1348		PPAYDN	12/01/2012	12/15/2012	3128PYPY3	FHLMC PL#J18818 J1	3,318 9100	3,318 91	3,401 88	-82 97 Short Term	04/30/2012
928 796		PPAYDN	07/01/2012	07/15/2012	31298QRX8	FHLMC PL#C54102 C5	396 9700	396 97	486 29	-89 32 Short Term	11/29/2011
928 806		PPAYDN	07/01/2012	07/25/2012	31410GKU6	FNMA PL#888707 CL	2,670 1500	2,670 15	3,109 06	-438 91 Short Term	12/09/2011
928 808		PPAYDN	07/01/2012	07/25/2012	31418M288	FNMA PL#AD0766 CL	2,401 0400	2,401 04	2,770 20	-369 16 Short Term	12/07/2011
928 802		PPAYDN	07/01/2012	07/26/2012	31394A7A8	FNW 2004-W12 1A3	2,011 2100	2,011 21	2,159 54	-148 33 Short Term	12/05/2011
928 837		PPAYDN	07/01/2012	07/26/2012	3138EHN21	FNMA PL#H41307 CL	450 5000	450 50	527 08	-76 58 Short Term	12/05/2011
928 1242		PPAYDN	11/01/2012	11/25/2012	3138EHN21	FNMA PL#H41307 CL	2,884 9300	2,884 93	3,240 59	-355.66 Short Term	04/04/2012
928 1035		PPAYDN	09/01/2012	09/25/2012	31397N2C8	FNR 2009-40 TM	3,367 0300	3,367 03	3,788 96	-421 93 Short Term	02/02/2012
928 1368		PPAYDN	12/01/2012	12/25/2012	31397NWX7	FNR 2009-30 AG	6,711 5200	6,711 52	7,699 37	-987 85 Short Term	05/03/2012
928 803		PPAYDN	07/01/2012	07/25/2012	31404LB58	FNMA PL#771460 GO	328 5900	328 59	382 19	-53.60 Short Term	12/01/2011
928 805		PPAYDN	07/01/2012	07/25/2012	31410G851	FNMA PL#H88460 CL	4,265 1700	4,265 17	4,858 30	-593 13 Short Term	12/01/2011
928 807		PPAYDN	07/01/2012	07/25/2012	31411JEH5	FNMA PL#909236 CL	5,660 8500	5,660 85	6,545 36	-884.51 Short Term	12/01/2011
928 838		PPAYDN	07/01/2012	07/26/2012	761112FB1	RAAC 2004-SP3 A15	9,806 0000	9,806 00	9,830 51	-24 51 Short Term	12/01/2011
928 835		PPAYDN	07/01/2012	07/26/2012	31393AP92	FNW 2003-W4 3A	1,257 0900	1,257 09	1,451 94	-194 85 Short Term	11/29/2011
928 836		PPAYDN	07/01/2012	07/26/2012	31393CW82	FNW 2003-W8 2A	2,243 9200	2,243 92	2,602 95	-359.03 Short Term	11/29/2011
928 1249		PPAYDN	11/01/2012	11/20/2012	36202FGQ3	GNMA II PL#004707 FS	5,124 9600	5,124 96	5,490 11	-365 15 Short Term	03/21/2012
928 1286		PPAYDN	11/01/2012	11/27/2012	152314LD0	CXHE 2004-D AF4	2,194 6500	2,194 65	2,238 54	-43 89 Short Term	03/27/2012
928 1251		PPAYDN	11/01/2012	11/15/2012	36295GNP3	GNMA PL#670098 SF	675 4900	675 49	722 77	-47 28 Short Term	03/15/2012
928 902		PPAYDN	08/01/2012	08/15/2012	31335HN66	FHLMC PL#C90413 C9	1,163 1400	1,163 14	1,293 99	-130 85 Short Term	12/13/2011
928 1283		PPAYDN	11/01/2012	11/25/2012	36228F2E5	GSR 2004-6F 1A2	11,216 8700	11,216 87	11,357 08	-140 21 Short Term	03/23/2012

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928 1287		PPAYDN	11/26/2012	11/27/2012	36242DN33	FFML 2005-FF2 M2	2,304 6200	2,304 62	2,218 20	86 42	Short Term	03/23/2012
928 895		PPAYDN	08/01/2012	08/15/2012	3128KTSS0	FHLMC PL#A63229 A6	340 9300	340 93	386 74	-45 81	Short Term	12/07/2011
928 900		PPAYDN	08/01/2012	08/15/2012	31292GEY8	FHLMC PL#C00151 C0	1,476 5900	1,476 59	1,710 08	-233 49	Short Term	12/07/2011
928 925		PPAYDN	08/01/2012	08/15/2012	911760FR2	VENDE 1995-1 3ZB	549 5100	549 51	649 45	-99 94	Short Term	12/07/2011
928 1374		SELL	12/18/2012	12/21/2012	15135UAF6	CENOVUS ENERGY	100,000 0000	133,813 00	130,397 00	3,416 00	Short Term	04/11/2012
928 1377		PPAYDN	12/01/2012	12/28/2012	07325NCA8	BAYV 2005-D AF3	470 9600	470 96	479 79	-8 83	Short Term	04/18/2012
928 1135		PPAYDN	10/01/2012	10/25/2012	31371Q6C7	FNMA PL#259267 CL	123 0400	123 04	137 80	-14 76	Short Term	02/14/2012
928 1136		PPAYDN	10/01/2012	10/25/2012	31371RE85	FNMA PL#259459 CL	104 1400	104 14	116 64	-12 50	Short Term	02/14/2012
928 899		PPAYDN	08/01/2012	08/15/2012	31292GDT0	FHLMC PL#C00114 C0	871 5000	871 50	1,019 52	-148 02	Short Term	12/02/2011
928 899		PPAYDN	08/01/2012	08/15/2012	31292GDT0	FHLMC PL#C00114 C0	871 5000	871 50	1,019 52	-148 02	Short Term	12/02/2011
928 903		PPAYDN	08/01/2012	08/15/2012	31335HNV1	FHLMC GPHC90404 C9	964 6000	964 60	1,075 53	-110 93	Short Term	12/02/2011
928 1177		PPAYDN	10/01/2012	10/25/2012	17306UCC0	CFMSI 2004-1 AF3	421 2800	421 28	413 64	7 64	Short Term	02/10/2012
928 915		PPAYDN	08/01/2012	08/15/2012	36208V4P7	GNMA PL#462630 SF	305 9200	305 92	354 10	-48 18	Short Term	11/30/2011
928 896		PPAYDN	08/01/2012	08/15/2012	3128L4PC2	FHLMC PL#A71319 A7	11,376 5600	11,376 56	12,841 29	-1,464 73	Short Term	11/29/2011
928 901		PPAYDN	08/01/2012	08/15/2012	31298QRX8	FHLMC PL#C54102 C5	16,345 9100	16,345 91	20,023 74	-3,677 83	Short Term	11/29/2011
928 911		PPAYDN	08/01/2012	08/25/2012	31410GKU6	FNMA PL#888707 CL	2,610 2100	2,610 21	3,039 26	-429 05	Short Term	12/09/2011
928 946		SELL	08/27/2012	08/30/2012	166751AJ6	CHEVRON CORP	100,000 0000	121,254 00	117,598 00	3,656 00	Short Term	12/12/2011
928 913		PPAYDN	08/01/2012	08/25/2012	31418M788	FNMA PL#AD0766 CL	3,196 8400	3,196 84	3,688 35	-491 51	Short Term	12/07/2011
928 937		PPAYDN	08/01/2012	08/25/2012	31394A7A8	FNW 2004-W12 1A3	458 1100	458 11	535 99	-77 88	Short Term	12/05/2011
928 907		PPAYDN	08/01/2012	08/25/2012	31400DW84	FNMA PL#684742 KI	2,023 1400	2,023 14	2,172 35	-149 21	Short Term	12/05/2011
928 1355		PPAYDN	12/01/2012	12/25/2012	3138EHNZ1	FNMA PL#ALL307 CL	2,945 2100	2,945 21	3,308 30	-363 09	Short Term	04/04/2012
928 1151		PPAYDN	10/01/2012	10/25/2012	31397NZC8	FNR 2009-40 TM	3,835 4300	3,835 43	4,316 06	-480 63	Short Term	02/02/2012
928 922		PPAYDN	08/01/2012	08/25/2012	3136A12K0	FNR 2011-118 LB	1,616 4300	1,616 43	1,897 28	-280 85	Short Term	12/02/2011
928 908		PPAYDN	08/01/2012	08/25/2012	31404LB58	FNMA PL#771460 GO	8,872 4200	8,872 42	10,319 73	-1,447 31	Short Term	12/01/2011
928 910		PPAYDN	08/01/2012	08/25/2012	31410GB51	FNMA PL#888460 CL	4,438 5700	4,438 57	5,055 81	-617 24	Short Term	12/01/2011
928 912		PPAYDN	08/01/2012	08/25/2012	31411JEH5	FNMA PL#909236 CL	8,097 6700	8,097 67	9,362 93	-1,265 26	Short Term	12/01/2011
928 1012		PPAYDN	09/01/2012	09/07/2012	667294AM4	DELTA EETC (NWA) 99-2 A SF	2,882 6955	2,882 70	3,005 21	-122 51	Short Term	12/14/2011
928 945		PPAYDN	08/01/2012	08/25/2012	76112BF81	RAAC 2004-SP3 A15	5,336 0600	5,336 06	5,349 40	-13 34	Short Term	12/01/2011
928 1012		PPAYDN	09/01/2012	09/07/2012	667294AM4	DELTA EETC (NWA) 99-2 A SF	1,037 7697	1,037 77	1,074 09	-36 32	Short Term	12/13/2011
928 935		PPAYDN	08/01/2012	08/25/2012	31393AP92	FNW 2003-W4 3A	655 3100	655 31	756 88	-101 57	Short Term	11/29/2011
928 936		PPAYDN	08/01/2012	08/25/2012	31393CW82	FNW 2003-W8 2A	1,818 4100	1,818 41	2,109 36	-290 95	Short Term	11/29/2011
928 1390		PPAYDN	12/01/2012	12/25/2012	152314LD0	CXHE 2004-D AF4	1,914 6400	1,914 64	1,952 93	-38 29	Short Term	03/27/2012
928 1231		SELL	11/07/2012	11/13/2012	893521A80	ALLEGHANY (TRANSATLANTIC)	25,000 0000	34,053 25	28,550 50	5,502 75	Short Term	02/13/2012
928 1362		PPAYDN	12/01/2012	12/20/2012	36202FGQ3	GNMA II PL#004707 F5	96 2200	96 22	103 08	-6 86	Short Term	03/21/2012
928 1364		PPAYDN	12/01/2012	12/15/2012	36295GNP3	GNMA PL#670098 SF	708 2200	708 22	757 80	-49 58	Short Term	03/15/2012
928 1021		PPAYDN	09/01/2012	09/15/2012	31335HN66	FHLMC PL#C90413 C9	1,331 7900	1,331 79	1,481 62	-149 83	Short Term	12/13/2011
928 1012		PPAYDN	09/01/2012	09/07/2012	667294AM4	DELTA EETC (NWA) 99-2 A SF	2,306 1548	2,306 15	2,409 93	-103 78	Short Term	12/05/2011
928 1393		PPAYDN	12/26/2012	12/27/2012	36242DN33	FFML 2005-FF2 M2	2,579 0300	2,579 03	2,482 32	96 71	Short Term	03/23/2012
928 1392		PPAYDN	12/01/2012	12/27/2012	36228F2E5	GSR 2004-6F 1A2	4,636 3900	4,636 39	4,694 34	-57 95	Short Term	03/23/2012
928 1014		PPAYDN	09/01/2012	09/15/2012	3128KTS00	FHLMC PL#A63229 A6	342 9000	342 90	388 98	-46 08	Short Term	12/07/2011
928 1019		PPAYDN	09/01/2012	09/15/2012	31292GEY8	FHLMC PL#C00151 C0	943 4700	943 47	1,092 66	-149 19	Short Term	12/07/2011
928 1047		PPAYDN	09/01/2012	09/15/2012	911760FR2	VENDE 1995-1 3ZB	1,269 0400	1,269 04	1,499 85	-230 81	Short Term	12/07/2011
928 1240		PPAYDN	11/01/2012	11/25/2012	31371Q6C7	FNMA PL#259267 CL	123 7500	123 75	138 60	-14 85	Short Term	02/14/2012

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SIT Bond Account

Account Number	As Integer	Memo Number	Tran Code	Trade Date	Settle Date	Actual Date	Security Number (Full)	Security Description (Long 1)	Relieved Carry	Relieved Principal	Relieved Cost	Relieved Gain/Loss	Relieved G/L (Term)	Original Purchase Date (trade date)
928 1241	PPAYDN			11/01/2012	11/25/2012	31371RE85	FNMA PL#259459 CL		104 7400	104 74	117 31	-12 57	Short Term	02/14/2012
928 1018	PPAYDN			09/01/2012	09/15/2012	31292GDT0	FHLMC PL#C00114 C0		872 5000	872 50	1 020 69	-148 19	Short Term	12/02/2011
928 1018	PPAYDN			09/01/2012	09/15/2012	31292GDT0	FHLMC PL#C00114 C0		872 5000	872 50	1 020 69	-148 19	Short Term	12/02/2011
928 1022	PPAYDN			09/01/2012	09/15/2012	31335HNV1	FHLMC GP#C90404 C9		1 033 8000	1 033 80	1 152 69	-118 89	Short Term	12/02/2011
928 1273	PPAYDN			11/01/2012	11/26/2012	17306UCC0	CFMSI 2004-1 AF3		660 6600	660 66	648 69	11 97	Short Term	02/10/2012
928 1038	PPAYDN			09/01/2012	09/15/2012	36208V4P7	GNMA PL#462630 SF		305 9000	305 90	354 08	-48 18	Short Term	11/30/2011
928 1015	PPAYDN			09/01/2012	09/15/2012	31284PC2	FHLMC PL#A71319 A7		5 758 5400	5 758 54	6 499 95	-741 41	Short Term	11/29/2011
928 1020	PPAYDN			09/01/2012	09/15/2012	31298QRX8	FHLMC PL#C54102 C5		380 6000	380 60	466 23	-85 63	Short Term	11/29/2011
928 1029	PPAYDN			09/01/2012	09/25/2012	31410GKU6	FNMA PL#888707 CL		3 438 0600	3 438 06	4 003 19	-565 13	Short Term	12/09/2011
928 1031	PPAYDN			09/01/2012	09/25/2012	31418MZ88	FNMA PL#A0D0766 CL		2 669 4000	2 669 40	3 079 82	-410 42	Short Term	12/07/2011
928 1069	PPAYDN			09/01/2012	09/25/2012	31394A7A8	FNW 2004-W12 1A3		1 364 1200	1 364 12	1 596 02	-231 90	Short Term	12/05/2011
928 1026	PPAYDN			09/01/2012	09/25/2012	31400DW84	FNMA PL#684742 KI		2 035 1600	2 035 16	2 185 25	-150 09	Short Term	12/05/2011
928 1055	SELL			09/20/2012	09/24/2012	3136A12K0	FNR 2011-118 LB		231 460 52	231 460 52	229 747 81	1 712 71	Short Term	12/02/2011
928 1252	PPAYDN			11/01/2012	11/25/2012	31397N2C8	FNR 2009-40 TM		3 001 2800	3 001 28	3 377 38	-376 10	Short Term	02/02/2012
928 1227	SELL			11/01/2012	11/06/2012	48121CJM9	JPMORGAN -FRN		100 000 0000	97 175 00	89 438 00	7 737 00	Short Term	01/13/2012
928 1034	PPAYDN			09/01/2012	09/25/2012	3136A12K0	FNR 2011-118 LB		2 645 2900	2 645 29	3 104 91	-459 62	Short Term	12/02/2011
928 1399	RBSELL			12/27/2012	12/31/2012	742718BG3	PROCTER & GAMBLE CO		75 000 0000	111 974 25	111 676 50	297 75	Short Term	03/07/2012
928 1027	PPAYDN			09/01/2012	09/25/2012	31404L858	FNMA PL#771460 GO		358 2200	358 22	416 65	-58 43	Short Term	12/01/2011
928 1028	PPAYDN			09/01/2012	09/25/2012	31410GB51	FNMA PL#888460 CL		3 527 8700	3 527 87	4 018 46	-490 59	Short Term	12/01/2011
928 1030	PPAYDN			09/01/2012	09/25/2012	31411JEH5	FNMA PL#909236 CL		185 3900	185 39	214 36	-28 97	Short Term	12/01/2011
928 1072	PPAYDN			09/01/2012	09/25/2012	76112BF81	RAAC 2004-SP3 A15		832 8500	832 85	834 93	-2 08	Short Term	12/01/2011
928 1067	PPAYDN			09/01/2012	09/25/2012	31393AP92	FNW 2003-W4 3A		1 450 2700	1 450 27	1 675 06	-224 79	Short Term	11/29/2011
928 1068	PPAYDN			09/01/2012	09/25/2012	31393CW82	FNW 2003-W8 2A		1 810 4200	1 810 42	2 100 09	-289 67	Short Term	11/29/2011
928 1344	SELL			12/06/2012	12/11/2012	893521A80	ALLEGHANY (TRANSATLANTIC)		50 000 0000	67 871 00	57 101 00	10 770 00	Short Term	02/13/2012
928 1133	PPAYDN			10/01/2012	10/15/2012	31335HN66	FHLMC PL#C90413 C9		1 219 3000	1 219 30	1 356 47	-137 17	Short Term	12/13/2011
928 1126	PPAYDN			10/01/2012	10/15/2012	3128KTS00	FHLMC PL#A63229 A6		345 6500	345 65	392 10	-46 45	Short Term	12/07/2011
928 1131	PPAYDN			10/01/2012	10/15/2012	31292GEY8	FHLMC PL#C00151 C0		951 8900	951 89	1 102 41	-150 52	Short Term	12/07/2011
928 1153	PPAYDN			12/01/2012	12/25/2012	911760FR2	VENDE 1995-1 3Z8		1 199 9100	1 199 91	1 418 14	-218 23	Short Term	02/14/2012
928 1353	PPAYDN			12/01/2012	12/25/2012	31371Q6C7	FNMA PL#259267 CL		124 4500	124 45	139 38	-14 93	Short Term	02/14/2012
928 1354	PPAYDN			12/01/2012	12/25/2012	31371RE85	FNMA PL#259459 CL		105 3400	105 34	117 98	-12 64	Short Term	02/14/2012
928 1158	SELL			10/16/2012	10/18/2012	31292GEY8	FHLMC PL#C00151 C0		111 884 3300	130 938 26	129 576 03	1 362 23	Short Term	12/07/2011
928 1130	PPAYDN			10/01/2012	10/15/2012	31292GDT0	FHLMC PL#C00114 C0		879 0000	879 00	1 028 29	-149 29	Short Term	12/02/2011
928 1130	PPAYDN			10/01/2012	10/15/2012	31292GDT0	FHLMC PL#C00114 C0		879 0000	879 00	1 028 29	-149 29	Short Term	12/02/2011
928 1134	PPAYDN			10/01/2012	10/15/2012	31335HNV1	FHLMC GP#C90404 C9		955 0000	955 00	1 064 82	-109 82	Short Term	12/02/2011
928 1388	PPAYDN			12/01/2012	12/26/2012	17306UCC0	CFMSI 2004-1 AF3		850 1500	850 15	834 74	15 41	Short Term	02/10/2012
928 1145	PPAYDN			10/01/2012	10/15/2012	36208V4P7	GNMA PL#462630 SF		6 119 2600	6 119 26	7 083 04	-963 78	Short Term	11/30/2011
928 1127	PPAYDN			10/01/2012	10/15/2012	31284PC2	FHLMC PL#A71319 A7		187 8600	187 86	212 05	-24 19	Short Term	11/29/2011
928 1132	PPAYDN			10/01/2012	10/15/2012	31298QRX8	FHLMC PL#C54102 C5		383 4200	383 42	469 69	-86 27	Short Term	11/29/2011
928 1141	PPAYDN			10/01/2012	10/25/2012	31410GKU6	FNMA PL#888707 CL		3 480 0800	3 480 08	4 052 12	-572 04	Short Term	12/09/2011
928 1143	PPAYDN			10/01/2012	10/25/2012	31418MZ88	FNMA PL#A0D0766 CL		3 024 2000	3 024 20	3 489 17	-464 97	Short Term	12/07/2011
928 1167	PPAYDN			10/01/2012	10/25/2012	31394A7A8	FNW 2004-W12 1A3		432 2200	432 22	505 70	-73 48	Short Term	12/05/2011
928 1138	PPAYDN			10/01/2012	10/25/2012	31400DWB4	FNMA PL#684742 KI		2 047 2400	2 047 24	2 198 22	-150 98	Short Term	12/05/2011
928 1367	PPAYDN			12/01/2012	12/25/2012	31397N2C8	FNR 2009-40 TM		3 321 6200	3 321 62	3 737 86	-416 24	Short Term	02/02/2012

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Y.E. 12/31/12

Account

Number

Integer	As	Memo Number	Tran Code	Trade Date	Actual Settle Date	Security Number (Full)	Security Description (Long 1)	Relieved Carry	Relieved Principal	Relieved Cost	Relieved Gain/Loss (Term)	Original Purchase Date (trade date)
928	1139		PPAYDN	10/01/2012	10/25/2012	314041B58	FNMA PL#771460 GO	330 0500	330 05	383.89	-53.84 Short Term	12/01/2011
928	1140		PPAYDN	10/01/2012	10/25/2012	31410GB51	FNMA PL#888460 CL	3,812.0200	3,812.02	4,342.13	-530.11 Short Term	12/01/2011
928	1142		PPAYDN	10/01/2012	10/25/2012	31411JEH5	FNMA PL#909236 CL	2,450.0000	2,450.00	2,832.81	-382.81 Short Term	12/01/2011
928	1178		PPAYDN	10/01/2012	10/25/2012	76112BF81	RAAC 2004-SP3 A1S	1,142.1000	1,142.10	1,144.96	-2.86 Short Term	12/01/2011
928	1165		PPAYDN	10/01/2012	10/25/2012	31393AP92	FNW 2003-W4 3A	2,310.0200	2,310.02	2,668.07	-358.05 Short Term	11/29/2011
928	1166		PPAYDN	10/01/2012	10/25/2012	31393CW82	FNW 2003-W8 2A	1,249.9600	1,249.96	1,449.95	-199.99 Short Term	11/29/2011
928	1238		PPAYDN	11/01/2012	11/15/2012	31335HN66	FHLMC PL#C90413 C9	1,226.8700	1,226.87	1,364.89	-138.02 Short Term	12/13/2011
928	1232		PPAYDN	11/01/2012	11/15/2012	3128KTS00	FHLMC PL#A63229 A6	107,410 7500	107,410 75	121,844 07	-14,433.32 Short Term	12/07/2011
928	1262		PPAYDN	11/01/2012	11/15/2012	911760FR2	VENDE 1995-1 3ZB	1,314.2700	1,314.27	1,553.30	-239.03 Short Term	12/07/2011
928	1236		PPAYDN	11/01/2012	11/15/2012	31292GDT0	FHLMC PL#C00114 C0	966.5000	966.50	1,130.65	-164.15 Short Term	12/02/2011
928	1236		PPAYDN	11/01/2012	11/15/2012	31292GDT0	FHLMC PL#C00114 C0	966.5000	966.50	1,130.65	-164.15 Short Term	12/02/2011
928	1239		PPAYDN	11/01/2012	11/15/2012	31335HN66	FHLMC GPRC90404 C9	8,889.6000	8,889.60	9,911.90	-1,022.30 Short Term	12/02/2011
928	1250		PPAYDN	11/01/2012	11/15/2012	36208V4P7	GNMA PL#462630 SF	355.4400	355.44	411.42	-55.98 Short Term	11/30/2011
928	1233		PPAYDN	11/01/2012	11/15/2012	3128L4PC2	FHLMC PL#A71319 A7	5,488.1800	5,488.18	6,194.78	-706.60 Short Term	11/29/2011
928	1237		PPAYDN	11/01/2012	11/15/2012	31298QRX8	FHLMC PL#C54102 C5	386.4600	386.46	473.41	-86.95 Short Term	11/29/2011
928	1246		PPAYDN	11/01/2012	11/25/2012	31410GKU6	FNMA PL#888707 CL	2,394.6400	2,394.64	2,788.26	-393.62 Short Term	12/09/2011
928	1248		PPAYDN	11/01/2012	11/25/2012	31418MZ88	FNMA PL#AD0766 CL	3,633.8600	3,633.86	4,192.57	-558.71 Short Term	12/07/2011
928	1243		PPAYDN	11/01/2012	11/25/2012	31400DW84	FNMA PL#684742 KI	2,160.0500	2,160.05	2,319.35	-159.30 Short Term	12/05/2011
928	1276		PPAYDN	11/01/2012	11/26/2012	31394A7A8	FNW 2004-W12 1A3	4,800.5600	4,800.56	5,616.66	-816.10 Short Term	12/05/2011
928	1244		PPAYDN	11/01/2012	11/25/2012	314041B58	FNMA PL#771460 GO	322.9900	322.99	375.68	-52.69 Short Term	12/01/2011
928	1245		PPAYDN	11/01/2012	11/25/2012	31410GB51	FNMA PL#888460 CL	3,336.5200	3,336.52	3,800.50	-463.98 Short Term	12/01/2011
928	1247		PPAYDN	11/01/2012	11/25/2012	31411JEH5	FNMA PL#909236 CL	10,941.0600	10,941.06	12,650.60	-1,709.54 Short Term	12/01/2011
928	1277		PPAYDN	11/01/2012	11/26/2012	76112BF81	RAAC 2004-SP3 A1S	4,558.1000	4,558.10	4,569.50	-11.40 Short Term	12/01/2011
928	1274		PPAYDN	11/01/2012	11/26/2012	31393AP92	FNW 2003-W4 3A	1,597.7700	1,597.77	1,845.42	-247.65 Short Term	11/29/2011
928	1275		PPAYDN	11/01/2012	11/26/2012	31393CW82	FNW 2003-W8 2A	1,094.1900	1,094.19	1,269.26	-175.07 Short Term	11/29/2011
928	1351		PPAYDN	12/01/2012	12/15/2012	31335HN66	FHLMC PL#C90413 C9	1,128.7900	1,128.79	1,255.78	-126.99 Short Term	12/13/2011
928	1345		PPAYDN	12/01/2012	12/15/2012	3128KTS00	FHLMC PL#A63229 A6	204.1900	204.19	231.63	-27.44 Short Term	12/07/2011
928	1372		PPAYDN	12/01/2012	12/15/2012	911760FR2	VENDE 1995-1 3ZB	1,282.7300	1,282.73	1,516.03	-233.30 Short Term	12/07/2011
928	1349		PPAYDN	12/01/2012	12/15/2012	31292GDT0	FHLMC PL#C00114 C0	824.5000	824.50	964.54	-140.04 Short Term	12/02/2011
928	1349		PPAYDN	12/01/2012	12/15/2012	31292GDT0	FHLMC PL#C00114 C0	824.5000	824.50	964.54	-140.04 Short Term	12/02/2011
928	1352		PPAYDN	12/01/2012	12/15/2012	31335HN66	FHLMC GPRC90404 C9	862.4000	862.40	961.58	-99.18 Short Term	12/02/2011
928	1359		PPAYDN	12/01/2012	12/25/2012	31410GKU6	FNMA PL#888707 CL	3,390.1600	3,390.16	3,947.42	-557.26 Short Term	12/09/2011
928	1361		PPAYDN	12/01/2012	12/25/2012	31418MZ88	FNMA PL#AD0766 CL	2,012.9500	2,012.95	2,322.44	-309.49 Short Term	12/07/2011
928	1381		PPAYDN	12/01/2012	12/25/2012	31394A7A8	FNW 2004-W12 1A3	480.0600	480.06	561.67	-81.61 Short Term	12/05/2011
928	1356		PPAYDN	12/01/2012	12/25/2012	31400DW84	FNMA PL#684742 KI	2,172.9500	2,172.95	2,333.21	-160.26 Short Term	12/05/2011
928	1357		PPAYDN	12/01/2012	12/25/2012	314041B58	FNMA PL#771460 GO	325.0400	325.04	378.06	-53.02 Short Term	12/01/2011
928	1358		PPAYDN	12/01/2012	12/25/2012	31410GB51	FNMA PL#888460 CL	3,419.6600	3,419.66	3,895.21	-475.55 Short Term	12/01/2011
928	1360		PPAYDN	12/01/2012	12/25/2012	31411JEH5	FNMA PL#909236 CL	139.9300	139.93	161.79	-21.86 Short Term	12/01/2011
928	1389		PPAYDN	12/01/2012	12/26/2012	76112BF81	RAAC 2004-SP3 A1S	5,956.8700	5,956.87	5,971.76	-14.89 Short Term	12/01/2011
928	1379		PPAYDN	12/01/2012	12/25/2012	31393AP92	FNW 2003-W4 3A	1,016.1200	1,016.12	1,173.62	-157.50 long term	11/29/2011
928	1380		PPAYDN	12/01/2012	12/25/2012	31393CW82	FNW 2003-W8 2A	3,097.2000	3,097.20	3,592.75	-495.55 long term	11/29/2011
928	1363		PPAYDN	12/01/2012	12/15/2012	36208V4P7	GNMA PL#462630 SF	261.4400	261.44	302.62	-41.18 long term	11/30/2011
928	1346		PPAYDN	12/01/2012	12/15/2012	3128L4PC2	FHLMC PL#A71319 A7	5,369.6800	5,369.68	6,061.03	-691.35 long term	11/29/2011

Butler Family Foundation

#41-6009902, Y.E. 12/31/12

Form 990-PF, Part XV

Line 2B - Statement 17

The Patrick & Arnee Butler
Family Foundation

How To Apply

The Butler Family Foundation requires that all requests for funding be completed via our online application system. Foundation staff are available to assist you with any problems in completing your application. Contact the office 651-222-2565 or by e-mail at applications@butlerfamilyfoundation.org (<mailto:applications@butlerfamilyfoundation.org>). Please allow up to 48 hours for a response to your e-mail inquiry.

Application Procedures for Community Grants

The Butler Family Foundation accepts applications through its Community Grants program. Please review the Foundation's giving priorities for Community Grants on our *Funding Priorities Page* carefully before applying. The Foundation is only able to give consideration to non-profit organizations whose work falls within our stated funding priorities. The Foundation will only consider one application per year, per organization for the Community Grants program.

All applications must be received by 5:00 PM CST on May 15 to receive consideration.

[Start a new Community Grant application or return to an open application \(https://www.mission-do/prod1/portal/portal.jsp?c=45315&p=53334&g=3663921\)](https://www.mission-do/prod1/portal/portal.jsp?c=45315&p=53334&g=3663921)

Applications Procedures for Invited Grants

The Foundation invites applications for funding from pre-selected organizations. Applicants who are invited to apply, please see your invitation letter for specific instructions and application deadlines.

[Start a new invited application or return to an application \(https://www.mission-do/prod1/portal/portal.jsp?c=45315&p=53334&g=3663921\)](https://www.mission-do/prod1/portal/portal.jsp?c=45315&p=53334&g=3663921)

Tips for navigating the on-line application.

Getting Started: All first time users of the on-line application system must "create a new login" with a user name and password. This is the user name and password for your organization. All users from your organization use the same log in. Use your Executive Director's email address as your log in.

Returning to an application: Your application does not need to be completed in one session and can be returned to and edited until you formally submit the application. You can access your organizational and application information using the "Returning Applicant" portal and your organizational login name and password. If you have forgotten your password, your password can be sent to you.

Uploading required documents: There are required documents that you must upload for the application. Only one document can be uploaded per question. Documents will not appear as uploaded until you have hit SAVE.

Required Information: Items that are required are highlighted in red. You will not be able to "submit" an application without completing all required information.

Submitting an application: Once you have completed and reviewed your application, you may "submit" the application for funding consideration. Please note that once an application has been submitted you will be able to view the application, but not edit or change it.

Part XV-Line3-Grants Paid During the Year Approved for Future Payment - Stmt 18

Organization Name	Paid Date	Grant Type	Grant Paid in 2012	Committed for 2013
African American Family Services 2616 Nicollet Ave. Minneapolis, MN 55408	10/30/2012	general operations	\$10,000	\$0
Afton Historical Society Press PO Box 100 Afton, MN 55001	10/30/2012	Minnesota Modern Six Artists of the Twentieth Century	\$5,000	\$0
Ain Dah Yung 1089 Portland Avenue St Paul, MN 55104	10/30/2012	general operations	\$10,000	\$0
Amherst H Wilder Foundation 451 Lexington Pkwy N St. Paul, MN 55104	10/30/2012	the Jackson Street Village Supportive Services	\$20,000	\$0
Avenues for Homeless Youth 1708 Oak Park Avenue N. Minneapolis, MN 55411	10/30/2012	general operations	\$25,000	\$0
Bell Museum of Natural History 10 Church St SE Minneapolis, MN 55455	10/29/2012	Changing Exhibitions Program	\$7,500	\$7,500
Brattleboro Area Drop In Center P O Box 175 60 South Main St Brattleboro, VT 05302	10/30/2012	general operations	\$16,500	\$0
Breaking Free 770 University Ave W St Paul, MN 55104	10/30/2012	general operating	\$10,000	\$0
Breaking Free 770 University Ave W St Paul, MN 55104	10/30/2012	general operations	\$35,000	\$0
Capital Area Food Bank of Texas 8201 S. Congress Ave Austin, TX 78745	10/30/2012	the Kids Cafe Program	\$20,000	\$0
Casa de Esperanza 1821 University Ave , #S-155 St Paul, MN 55104	10/30/2012	general operations	\$30,000	\$0
Catholic Charities of St Paul and Minneapolis 1200 Second Avenue South Minneapolis, MN 55403-2500	10/30/2012	Children and Family Services	\$40,000	\$0
Catholic Charities of St Paul and Minneapolis 1200 Second Avenue South Minneapolis, MN 55403-2500	10/30/2012	emergency services	\$35,000	\$0
Coalition Against Trafficking in Women PO Box 7427 JAF Station New York, NY 10116	10/30/2012	general operations	\$50,000	\$0
Coalition Against Trafficking in Women PO Box 7427 JAF Station New York, NY 10116	10/30/2012	general operations	\$30,000	\$0
Coffee House Press 79 Thirteenth St NE, #110 Minneapolis, MN 55413	10/16/2012	general operations	\$12,500	\$12,500

Part XV-Line3-Grants Paid During the Year Approved for Future Payment - Stmt 18

Collegeville Institute for Ecumenical & Cultural Research 14027 Fruit Farm Rd., Box 2000 Collegeville, MN 56321-2000	10/29/2012	general operations	\$15,000	\$15,000
COMPAS 75 W 5th St , #304 St Paul, MN 55102	10/29/2012	general operations	\$20,000	\$20,000
Conservation Fund 1655 N Fort Myer Dr , Suite 1300 Arlington, VA 22209	10/29/2012	Minnesota based activities of the Upper Midwest Initiative	\$20,000	\$20,000
Council on Foundations 2121 Crystal Dr , Suite 700 Arlington, VA 22202	1/17/2012	2012 annual membership dues	\$5,850	\$0
CSJ Ministry Collaborative 1884 Randolph Ave. St Paul, MN 55105	10/30/2012	Sarah's . an Oasis for Women	\$15,000	\$0
Division of Indian Work 1001 E Lake St Minneapolis, MN 55407-0509	10/30/2012	the Strengthening Family Circles program	\$10,000	\$0
Dodge Nature Center 365 Marie Ave W. West Saint Paul, MN 55118	10/29/2012	general operations	\$20,000	\$20,000
Domestic Abuse Project 204 West Franklin Ave. Minneapolis, MN 55404	10/30/2012	general operations	\$20,000	\$0
Duluth Superior Area Community Foundation 222 E. Superior St , Ste 302 Duluth, MN 55802	10/30/2012	the Cook County Community Fund	\$50,000	\$0
Eagle Bluff Environmental Learning Center 1991 Brightsdale Rd , Rte 2, Box 156A Lanesboro, MN 55949	10/29/2012	general operations of \$30,000 over two years and \$20,000 over two years for curriculum development for EarthSense Alliance partners	\$25,000	\$25,000
Eco Education 1295 Bandana Blvd., Suite 118 St Paul, MN 55108	10/29/2012	general operations	\$15,000	\$15,000
Envision Minnesota 2801 21st Avenue South, Suite 100 Minneapolis, MN 55407	10/15/2012	general operations	\$20,000	\$0
Family Housing Fund 801 Nicollet Mall, Suite 1825 Minneapolis, MN 55402	10/30/2012	the Visible Child Training Series	\$25,000	\$0
FamilyWise Services 3036 University Ave SE Minneapolis, MN 55414-3342	10/30/2012	general operations (Children's Safety Centers Network)	\$20,000	\$0
FamilyWise Services 3036 University Ave SE Minneapolis, MN 55414-3342	10/30/2012	general operations (Genesis II for Families)	\$22,500	\$0
Freshwater Foundation Gray Freshwater Center 2500 Shadywood Road Excelsior, MN 55331	10/15/2012	the Master Water Stewards program	\$10,000	\$0

Part XV-Line3-Grants Paid During the Year Approved for Future Payment - Stmt 18

Friends of the Minnesota Valley 10800 Lyndale Ave. S , Suite 120 Bloomington, MN 55420	10/30/2012 and 12/26/2012	general operations of \$25,000 over 2 years and a one time grant of \$15,000 for strategic planning	\$20,000	\$20,000
Friends of the Mississippi River 360 Robert St N., Ste 400 St Paul, MN 55101	10/29/2012	general operations	\$32,500	\$32,500
Graywolf Press 250 Third Ave N #600 Minneapolis, MN 55401	10/29/2012	general operations	\$15,000	\$15,000
Greater Minneapolis Crisis Nursery 5400 Glenwood Avenue Minneapolis, MN 55422	10/30/2012	general operations	\$20,000	\$0
Greater Twin Cities United Way 404 S 8th Street Minneapolis, MN 55404	10/30/2012	general operations	\$35,000	\$0
H E A R T , Inc 1315 Red Fox Road #400 Arden Hills, MN 55112	10/30/2012	general operations	\$10,000	\$0
Hamline University 1536 Hewitt Avenue St Paul, MN 55104	10/29/2012	Rivers Institutes 2012 and 2013	\$20,000	\$20,000
Hazelden Foundation CO3, PO Box 11 Center City, MN 55012	10/30/2012	the capital campaign for the Hazelden Center for Youth & Family	\$450,000	\$0
Hazelden Foundation CO3, PO Box 11 Center City, MN 55012	10/30/2012	the Substance Abuse Treatment Fund for Youth	\$30,000	\$0
Headwaters Foundation for Justice 2801 21st Ave S Ste 132-B Minneapolis, MN 55407	10/29/2012	the Anchor Strategy	\$30,000	\$30,000
Highpoint Center for Printmaking 912 W Lake St Minneapolis, MN 55408	10/29/2012	general operations	\$10,000	\$10,000
Hmong American Partnership 1075 Arcade Street St Paul, MN 55106	10/30/2012	Chemical Dependency services for the Hmong community	\$15,000	\$0
Hope Community, Inc. 611 E. Franklin Ave. Minneapolis, MN 55404	10/30/2012	general operations	\$25,000	\$0
Jeremiah Program 1510 Laurel Avenue, Ste 100 Minneapolis, MN 55403-1244	10/30/2012	general operations	\$25,000	\$0
La Oportunidad, Inc. 2700 E Lake St., Suite 3100 Minneapolis, MN 55406	10/30/2012	Padres Parenting Program	\$10,000	\$0
Lifetrack Resources 709 University Avenue West St Paul, MN 55104	10/30/2012	Early Childhood & Family Services	\$25,000	\$0
Little Sisters of the Poor 330 South Exchange St Paul, MN 55102	3/26/2012 and 11/6/2012	Easter Holiday Food Program	\$5,000	\$0
Loft Literary Center 1011 Washington Avenue S , #200 Minneapolis,, MN 55415	10/29/2012	general operations	\$20,000	\$20,000

Part XV-Line3-Grants Paid During the Year Approved for Future Payment - Stmt 18

Lutheran Social Service of Minnesota 2485 Como Ave St Paul, MN 55108	10/30/2012	the Metro Homeless Youth Program	\$25,000	\$0
MacPhail Center for Music 501 S. 2nd St Minneapolis, MN 55401	10/29/2012	Pathways to Performance	\$20,000	\$20,000
MAP for Nonprofits 2314 University Ave. W Suite #28 St Paul, MN 55114	10/29/2012	general operations	\$17,500	\$17,500
Mead Art Museum Amherst College Amherst, MA 01002-5000	10/30/2012	in memory of Kate Butler Peterson	\$35,000	\$0
Meals on Wheels and More 3227 E. 5th St Austin, TX 78702	10/30/2012	greatest service needs in your agency	\$30,000	\$0
Methow Arts Alliance PO Box 723 Twisp, WA 98856	10/30/2012	general operations	\$10,000	\$0
Methow Conservancy 315 Riverside Ave. P O Box 71 Winthrop, WA 98862	10/30/2012	general operations	\$30,000	\$0
Milkweed Editions 1011 Washington Ave S., Ste 300 Minneapolis, MN 55415	10/29/2012	general operations	\$12,000	\$12,000
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis, MN 55404	10/29/2012	general operations	\$35,000	\$35,000
Minnesota Center for Book Arts 1011 Washington Ave S Ste 100 Minneapolis, MN 55415	10/29/2012	general operations	\$9,000	\$9,000
Minnesota Center for Environmental Advocacy 26 East Exchange Street #206 Saint Paul, MN 55101-1667	10/29/2012	general operations	\$20,000	\$20,000
Minnesota Children's Museum 10 West Seventh Street St Paul, MN 55102	10/29/2012	general operations	\$35,000	\$35,000
Minnesota Council of Nonprofits 2314 University Avenue W, Ste 20 St. Paul, MN 55114	10/29/2012	general operations	\$25,000	\$25,000
Minnesota Council on Foundations 100 Portland Ave S , #225 Minneapolis, MN 55401-2575	1/3/2012	2012 annual membership dues	\$5,055	\$0
Minnesota Historical Society 345 Kellogg Blvd. West St Paul, MN 55102-1906	10/29/2012	general operations	\$25,000	\$25,000
Minnesota Humanities Center 987 East Ivy Avenue St Paul, MN 55106-2046	10/16/2012	general operations	\$20,000	\$0
Minnesota Indian Women's Resource Center 2300 15th Avenue South Minneapolis, MN 55404	10/30/2012	services for women	\$25,000	\$0

Part XV-Line3-Grants Paid During the Year Approved for Future Payment - Stmt 18

Minnesota Land Trust 2356 University Avenue W, #240 St Paul, MN 55114	10/29/2012	general operations	\$20,000	\$20,000
Minnesota Museum of American Art 408 St Peter Street, Suite 419 St Paul, MN 55102	10/30/2012	general operations	\$15,000	\$0
Minnesota Organization on Fetal Alcohol Syndrome 2233 University Ave W , Suite 395 St. Paul, MN 55114	10/30/2012	Growing New Beginnings	\$15,000	\$0
Mississippi River Fund 111 E Kellogg Blvd , suite 105 St Paul, MN 55101	10/29/2012	general operations	\$32,500	\$32,500
Neighborhood House 179 East Robie Street St Paul, MN 55107	10/30/2012	the Early Childhood and Family Support program	\$25,000	\$0
Neighborhood House 179 East Robie Street St Paul, MN 55107	10/30/2012	the Francis Basket Food Shelf	\$10,000	\$0
Nonprofits Assistance Fund 2801 21st Ave S , Suite 210 Minneapolis, MN 55407	10/29/2012	Financial Management Technology Assistance and Resources program	\$12,500	\$12,500
Northern Clay Center 2424 Franklin East Minneapolis, MN 55406	10/29/2012	general operations	\$15,000	\$15,000
Opportunity Neighborhood 1417 10th St NW, #104 New Brighton, MN 55112	10/30/2012	the Live Together Grow Together programs at Garden View and Ames Lake	\$10,000	\$0
Parks & Trails Council of Minnesota 275 E 4th Street Suite #250 St Paul, MN 55101-1625	10/29/2012	general operations	\$17,500	\$17,500
Prevent Child Abuse Minnesota 709 University Ave. W , Suite 234 St Paul, MN 55104	10/30/2012	general operations	\$20,000	\$0
Project for Pride in Living, Inc. 1035 E. Franklin Ave. Minneapolis, MN 55404	10/30/2012	general operations	\$50,000	\$0
Project for Pride in Living, Inc 1035 E Franklin Ave. Minneapolis, MN 55404	10/30/2012	general operations for the Cabrini Partnership program	\$10,000	\$0
Prostitution Research & Education P.O Box 16254 San Francisco, CA 94116-0254	10/30/2012	general operations	\$40,000	\$0
Ramsey County Historical Society 75 West 5th St , #323 Landmark Center St Paul, MN 55102	10/29/2012	general operations	\$22,500	\$22,500
Range Women's Advocates 301 First St S #100 Virginia, MN 55792	10/30/2012	general operations	\$18,000	\$0
Room One PO Box 222 Twisp, WA 98856	10/30/2012	general operations of \$7,000 and \$3,000 for the Red Shed program	\$10,000	\$0

Part XV-Line3-Grants Paid During the Year Approved for Future Payment - Stmt 18

Saint Paul Conservatory of Music 26 E Exchange St , Ste 500 St. Paul, MN 55101	10/29/2012	Music For All program	\$15,000	\$15,000
Schubert Club 75 W. 5th St , Suite 302 St Paul, MN 55102	10/29/2012	Project CHEER Education Program	\$10,000	\$10,000
Science Museum of Minnesota 120 West Kellogg Blvd. St Paul, MN 55102	10/29/2012	general operations	\$35,000	\$35,000
Solid Ground 3521 Century Ave N White Bear Lake, MN 55110	10/30/2012	general operations	\$30,000	\$0
Southside Family Nurturing Center 2448 18th Avenue S Minneapolis, MN 55404	10/30/2012	Early Childhood Education Services	\$20,000	\$0
St Stephen's Human Services 2309 Nicollet Ave Minneapolis, MN 55404	10/30/2012	general operations	\$25,000	\$0
Textile Center of Minnesota 3000 University Ave. SE, Ste 100 Minneapolis, MN 55414	10/29/2012	general operations	\$10,000	\$10,000
The Bridge for Youth, Inc. 1111 W 22nd. St Minneapolis, MN 55405	10/30/2012	general operations (\$25,000/year) and Transitional Living Program support (\$10,000/year)	\$35,000	\$0
The Family Partnership 414 South Eighth Street Minneapolis, MN 55404	10/30/2012	the PRIDE program	\$12,500	\$0
The Nature Conservancy in MN 1101 West River Pkwy , Ste 200 Minneapolis, MN 55415	10/29/2012	the Northeast Minnesota Program	\$32,500	\$32,500
The Saint Paul Foundation 55 E Fifth Street, #600 St Paul, MN 55101-1797	10/30/2012	regranting through the Wicklow Fund	\$50,000	\$0
The Wayside House, Inc 3705 Park Center Blvd St Louis Park, MN 55416	10/30/2012	Incarnation House	\$30,000	\$0
Think Small 10 Yorkton Court St Paul, MN 55117	10/30/2012	general operations	\$20,000	\$0
Trust for Public Land 2610 University Avenue, Suite 300 St Paul, MN 55114	10/30/2012	the Frogtown Farm and Park project	\$100,000	\$0
Trust for Public Land 2610 University Avenue, Suite 300 St Paul, MN 55114	10/29/2012	general operations	\$25,000	\$25,000
Trustees of Reservations 572 Essex Street Beverly, MA 01915-1530	10/30/2012	in memory of Kate Butler Peterson	\$35,000	\$0
Twin Cities Habitat for Humanity 3001 4th Street SE Minneapolis, MN 55414	10/30/2012	general operations	\$50,000	\$0

Part XV-Line3-Grants Paid During the Year Approved for Future Payment - Stmt 18

Univ of MN - Labor Education Service Center for Human Resources & Labor Studies 321 19th Ave S #3-300 Minneapolis, MN 55455	1/31/2012	'Who Built the Capitol?'	\$10,000	\$0
Univ of MN - Humphrey School 301 19th Ave S. Minneapolis, MN 55455	12/4/2012	a philanthropic learning opportunity on the Collective Impact model at the Public and Nonprofit Leadership Center	\$7,500	\$0
Vermont Food Bank 33 Parker Rd South Barre, VT 05641	10/30/2012	general operations	\$16,750	\$0
Violence Prevention Center PO Box 134 21 W 2nd Street Grand Marais, MN 55604	10/30/2012	general operations	\$13,000	\$0
Walker Art Center 725 Vineland Place Minneapolis, MN 55403	10/29/2012	general operations	\$25,000	\$25,000
Women's Advocates 588 Grand Avenue St Paul, MN 55102	10/30/2012	general operations	\$15,000	\$0
Women's Foundation of Minnesota 155 Fifth Avenue S , Ste 500 Minneapolis, MN 55401	10/29/2012	general operations	\$45,000	\$45,000
Women's Freedom Center PO Box 933 Brattleboro, VT 05302	10/30/2012	general operations	\$16,750	\$0
Worcester Art Museum 55 Salisbury Street Worcester, MA 01609	10/30/2012	in memory of Kate Butler Peterson	\$35,000	\$0
Worcester Art Museum 55 Salisbury Street Worcester, MA 01609	10/23/2012	Brillo Pad Box by Richard Pettibone	\$45,000	\$0
YouthLink 41 N 12th Street Minneapolis, MN 55403	10/30/2012	support for the SISTERS program	\$12,500	\$0
YouthLink 41 N 12th Street Minneapolis, MN 55403	10/30/2012	Youth Opportunity Center	\$50,000	\$0
Totals			<u>\$3,015,405</u>	<u>\$798,500</u>

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 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)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST. PAUL, MN 55101-1369	

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

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

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, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** 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	\$	82,626.
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	\$	112,618.
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. 1-2013)

- 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 Name of exempt organization or other filer, see instructions PATRICK AND AIMEE BUTLER FAMILY FOUNDATION	Employer identification number (EIN) or 41-6009902
File by the due date for filing your return. See instructions. Number, street, and room or suite no. If a P.O. box, see instructions. 332 MINNESOTA STREET, E-1420	Social security number (SSN)
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) 0 4

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

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

- The books are in the care of **332 MINNESOTA STREET, E-1420 - ST. PAUL, MN 55101-1369**
Telephone No. **651-222-2565** FAX No **651-222-2566**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**5 For calendar year **2012**, 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 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	\$	81,016.
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	\$	112,618.
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  Title **CRA**Date **8.13.13**

Form 8868 (Rev. 1-2013)