

EXTENDED TO NOVEMBER 15, 2018

## Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

Name of foundation <b>PATRICK AND AIMEE BUTLER FAMILY FOUNDATION</b>		A Employer identification number <b>41-6009902</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2356 UNIVERSITY AVE W.</b>		B Telephone number <b>651-222-2565</b>
City or town, state or province, country, and ZIP or foreign postal code <b>ST. PAUL, MN 55114</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Amended return  <input type="checkbox"/> Name change         </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/>  2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>109,988,486.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b> (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		3,855,251.	3,812,909.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,701,579.			
b Gross sales price for all assets on line 6a <b>21,899,900.</b>					
7 Capital gain net income (from Part IV, line 2)			4,701,579.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		8,556,830.	8,514,488.		
13 Compensation of officers, directors, trustees, etc.		81,000.	81,000.		0.
14 Other employee salaries and wages		164,175.	0.		164,175.
15 Pension plans, employee benefits		28,905.	9,504.		19,401.
16a Legal fees <b>STMT 2</b>		18,912.	0.		18,912.
b Accounting fees <b>STMT 3</b>		26,500.	13,250.		13,250.
c Other professional fees <b>STMT 4</b>		25,355.	0.		25,355.
17 Interest					
18 Taxes <b>STMT 5</b>		60,047.	0.		0.
19 Depreciation and depletion					
20 Occupancy		33,114.	2,649.		30,465.
21 Travel, conferences, and meetings		40,440.	0.		40,440.
22 Printing and publications		782.	0.		782.
23 Other expenses <b>STMT 6</b>		301,100.	272,624.		28,476.
24 Total operating and administrative expenses. Add lines 13 through 23		780,330.	379,027.		341,256.
25 Contributions, gifts, grants paid		5,279,575.			5,279,575.
26 Total expenses and disbursements. Add lines 24 and 25		6,059,905.	379,027.		5,620,831.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,496,925.			
b Net investment income (if negative, enter -0-)			8,135,461.		
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	56,198.	110,933.	110,933.
	2 Savings and temporary cash investments	12,941,426.	15,428,772.	15,428,772.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	7,209.	9,044.	9,044.
	10a Investments - U.S. and state government obligations STMT 9	6,175,051.	5,091,034.	5,091,034.
	b Investments - corporate stock STMT 10	44,125,367.	40,640,121.	40,640,121.
	c Investments - corporate bonds STMT 11	5,975,765.	7,622,591.	7,622,591.
	Liabilities	11 Investments - land, buildings, and equipment: basis		
Less: accumulated depreciation				
12 Investments - mortgage loans STMT 12		1,189,388.	1,017,392.	1,017,392.
13 Investments - other STMT 13		33,369,362.	39,913,960.	39,913,960.
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe <b>FEDERAL EXCISE TAX</b> )		175,994.	154,639.	154,639.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		104,015,760.	109,988,486.	109,988,486.
17 Accounts payable and accrued expenses		13,348.	12,946.	
18 Grants payable		800,000.	1,370,000.	
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)	813,348.	1,382,946.		
24 Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.	103,202,412.	108,605,540.		
25 Unrestricted				
26 Permanently restricted				
27 Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
28 Capital stock, trust principal, or current funds				
29 Paid-in or capital surplus, or land, bldg., and equipment fund				
30 Total net assets or fund balances	103,202,412.	108,605,540.		
31 Total liabilities and net assets/fund balances	104,015,760.	109,988,486.		

**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)	103,202,412.
2 Enter amount from Part I, line 27a	2,496,925.
3 Other increases not included in line 2 (itemize) <b>SEE STATEMENT 7</b>	3,497,558.
4 Add lines 1, 2, and 3	109,196,895.
5 Decreases not included in line 2 (itemize) <b>SEE STATEMENT 8</b>	591,355.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	108,605,540.

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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 (for example, 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 WELLS FARGO A/C #201-L/T	P	VARIOUS	12/29/17
b WELLS FARGO A/C #200-S/T	P	VARIOUS	12/29/17
c WELLS FARGO A/C #200-L/T	P	VARIOUS	12/29/17
d LITIGATION SETTLEMENTS	P	VARIOUS	VARIOUS
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 8,271,188.		3,383,022.	4,888,166.
b 10,750,349.		10,813,615.	-63,266.
c 2,878,265.		3,001,684.	-123,419.
d 98.			98.
e			

  

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			4,888,166.
b			-63,266.
c			-123,419.
d			98.
e			

  

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	4,701,579.
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 doesn't 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))
2016	5,388,997.	100,832,381.	.053445
2015	5,316,128.	103,951,984.	.051140
2014	5,223,137.	102,400,157.	.051007
2013	4,415,465.	95,504,455.	.046233
2012	3,198,269.	86,733,116.	.036875

  

2 Total of line 1, column (d)	2	.238700
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.047740
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	105,243,881.
5 Multiply line 4 by line 3	5	5,024,343.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	81,355.
7 Add lines 5 and 6	7	5,105,698.
8 Enter qualifying distributions from Part XII, line 4	8	5,620,831.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b _____		1	81,355.
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	81,355.
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	81,355.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	235,994.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	235,994.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
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	154,639.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 154,639. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		<b>X</b>
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		<b>X</b>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW.BUTLERFAMILYFOUNDATION.ORG</b>	<b>X</b>	
14 The books are in care of <b>PATRICK &amp; AIMEE BUTLER FAMILY FOUND</b> Telephone no. <b>651-222-2565</b> Located at <b>2356 UNIVERSITY AVE W STE 420, ST. PAUL, MN</b> ZIP+4 <b>55114-3801</b>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> <b>N/A</b>		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		<b>X</b>

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

	Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>		
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	<b>X</b>	
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	<b>X</b>	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <b>N/A</b>	<b>X</b>	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.) <b>N/A</b>	<b>X</b>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>X</b>
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		<b>X</b>

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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 4945(d)(4)(A)? See instructions ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

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

1 List all officers, directors, trustees, and 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 15		81,000.	2,430.	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
JOANNE PETERS - 2356 UNIVERSITY AVE. W., SUITE 420, ST. PAUL, MN 55114	MANAGER OF COMMUNITY GRANTS 32.00	82,088.	2,463.	0.
ROBERT HYBBEN - 2356 UNIVERSITY AVE. W., SUITE 420, ST. PAUL, MN 55114	DIRECTOR OF PROGRAM OPERATIONS 32.00	82,088.	2,463.	0.

Total number of other employees paid over \$50,000 **0**

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PATRICK AND AIMEE BUTLER FAMILY  
FOUNDATION**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."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MONDRIAN INVESTMENT PARTNERS - 1105 N. MARKET ST, SUITE 1300, WILMINGTON, DE 19801	INVESTMENT FEES	177,353.
SIT INVESTMENT ASSOCIATES - 80 S. 8TH ST, 3300 IDS CTR, MINNEAPOLIS, MN 55402	INVESTMENT FEES	45,216.

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.

**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	93,809,470.
b	Average of monthly cash balances	1b	13,037,110.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	106,846,580.
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	106,846,580.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,602,699.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	105,243,881.
6	Minimum investment return. Enter 5% of line 5	6	5,262,194.

**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	5,262,194.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	81,355.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	81,355.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,180,839.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,180,839.
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	5,180,839.

**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	5,620,831.
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	5,620,831.
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	81,355.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,539,476.

**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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**PATRICK AND AIMEE BUTLER FAMILY  
FOUNDATION**

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

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7 .....				5,180,839.
<b>2</b> Undistributed income, if any, as of the end of 2017:				
<b>a</b> Enter amount for 2016 only .....			739,195.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012 .....				
<b>b</b> From 2013 .....				
<b>c</b> From 2014 .....				
<b>d</b> From 2015 .....				
<b>e</b> From 2016 .....				
<b>f</b> Total of lines 3a through e .....	0.			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ► \$ 5,620,831.				
<b>a</b> Applied to 2016, but not more than line 2a ...			739,195.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) .....	0.			
<b>d</b> Applied to 2017 distributable amount .....				4,881,636.
<b>e</b> Remaining amount distributed out of corpus .....	0.			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .....	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b .....		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions .....		0.		
<b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
<b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 .....				299,203.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) .....	0.			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 .....	0.			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a .....	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2013 ...				
<b>b</b> Excess from 2014 ...				
<b>c</b> Excess from 2015 ...				
<b>d</b> Excess from 2016 ...				
<b>e</b> Excess from 2017 ...				

**PATRICK AND AIMEE BUTLER FAMILY  
FOUNDATION**

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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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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).)

**PATRICK BUTLER, JR.**

- 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or email address of the person to whom applications should be addressed:

**SEE STATEMENT 16**

- 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

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**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year				
SEE ATTACHED SUPPORTING SCHEDULES - STATEMENT 20	N/A	EXEMPT		5,279,575.
<b>Total</b>			▶ <b>3a</b>	5,279,575.
<b>b</b> Approved for future payment				
SEE ATTACHED SUPPORTING SCHEDULES - STATEMENT 20				1,370,000.
<b>Total</b>			▶ <b>3b</b>	1,370,000.

Form 990-PF (2017)

**Part XVI-A Analysis of Income-Producing Activities**

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 .....					
4 Dividends and interest from securities .....			14	3,855,251.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property .....					
b Not debt-financed property .....					
6 Net rental income or (loss) from personal property .....					
7 Other investment income .....					
8 Gain or (loss) from sales of assets other than inventory .....			18	4,701,579.	
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) .....		0.		8,556,830.	0.
13 Total. Add line 12, columns (b), (d), and (e) .....				8,556,830.	

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

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

[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) (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) (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		

<b>Sign Here</b>	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. <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No
	<div style="border-bottom: 1px solid black; height: 20px; margin-bottom: 5px;"></div> Signature of officer or trustee	<div style="border-bottom: 1px solid black; height: 20px; margin-bottom: 5px;"></div> Date	<div style="border-bottom: 1px solid black; height: 20px; margin-bottom: 5px;"></div> Title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	BARBARA L. BUCKLEY	BARBARA L. BUCKLE	09/19/18		P00187698
	Firm's name ▶ WILKERSON, GUTHMANN & JOHNSON, LTD				Firm's EIN ▶ 41-0996210
	Firm's address ▶ 1210 WEST COUNTY ROAD E, STE 100 ARDEN HILLS, MN 55112			Phone no. 651 222-1801	

## FORM 990-PF

## DIVIDENDS AND INTEREST FROM SECURITIES

## STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIPS WELLS FARGO-A/C#202- -INVESCO WELLS FARGO-A/C#202-MM FDS WELLS FARGO-SIT BOND A/C#200 WELLS FARGO-STOCK A/C#201	2,086,104.  543.  46,121. 626,164. 1,096,319.	0.  0.  0. 0. 0.	2,086,104.  543.  46,121. 626,164. 1,096,319.	2,065,472.  543.  46,121. 626,164. 1,074,609.	
TO PART I, LINE 4	3,855,251.	0.	3,855,251.	3,812,909.	

## FORM 990-PF

## LEGAL FEES

## STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BRIGGS AND MORGAN PROFESSIONAL ASSN-LEGAL FEES	18,912.	0.		18,912.
TO FM 990-PF, PG 1, LN 16A	18,912.	0.		18,912.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILKERSON, GUTHMANN & JOHNSON, LTD-AUDIT & 990 PF	26,500.	13,250.		13,250.
TO FORM 990-PF, PG 1, LN 16B	26,500.	13,250.		13,250.



FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS	20,000.	0.		20,000.
CLEARY ACCOUNTING SERVICES	5,355.	0.		5,355.
TO FORM 990-PF, PG 1, LN 16C	25,355.	0.		25,355.

FORM 990-PF	TAXES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL NET INVESTMENT EXCISE TAXES-12/31/17	60,000.	0.		0.
UNRELATED BUSINESS INCOME TAX	47.	0.		0.
TO FORM 990-PF, PG 1, LN 18	60,047.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIP AND ASSOCIATION EXPENSE	4,894.	3,390.		1,504.
OFFICE EXPENSES	25,379.	1,685.		23,694.
INVESTMENT FEES	264,379.	264,379.		0.
MISCELLANEOUS	778.	0.		778.
RESOURCE MATERIALS, SUBSCRIPTIONS & BOOKS	5,670.	3,170.		2,500.
TO FORM 990-PF, PG 1, LN 23	301,100.	272,624.		28,476.

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

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DESCRIPTION	AMOUNT
INCREASE (DECREASE) IN UNREALIZED GAINS	3,497,558.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,497,558.

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FORM 990-PF      OTHER DECREASES IN NET ASSETS OR FUND BALANCES      STATEMENT 8

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DESCRIPTION	AMOUNT
INCREASE (DECREASE) IN EXCISE TAXES RECEIVABLE	21,355.
DECREASE (INCREASE) IN GRANTS PAYABLE	570,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	591,355.

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FORM 990-PF      U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS      STATEMENT 9

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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
AGENCY BOND-TENN VALLEY AUTH-SEE ATTACHED SCH.	X		140,607.	140,607.
MUNICIPAL BONDS-TAXABLE-SEE ATTACHED SCH.		X	1,335,351.	1,335,351.
GOVT STRIP & ZERO CPN-SEE ATTACHED SCH.	X		184,164.	184,164.
AGENCY MORTGAGE-BACKED SEC.-SEE ATTACHED SCH.	X		1,458,814.	1,458,814.
AGENCY POOLS-SEE ATTACHED SCH.	X		1,972,098.	1,972,098.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,755,683.	3,755,683.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,335,351.	1,335,351.
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,091,034.	5,091,034.

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FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS STOCKS-SEE ATTACHED SCH.	40,410,141.	40,410,141.
PREFERRED STOCKS-SEE ATTACHED SCH.	229,620.	229,620.
HANSEN ENGINE CORPORATION-7,200 SHARES	360.	360.
TOTAL TO FORM 990-PF, PART II, LINE 10B	40,640,121.	40,640,121.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS AND NOTES-SEE ATTACHED SCH.	6,344,511.	6,344,511.
MUTUAL BOND FUNDS-SEE ATTACHED SCH.	1,278,080.	1,278,080.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,622,591.	7,622,591.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ASSET-BACKED OBLIGATIONS-SEE ATTACHED SCH.	624,493.	624,493.
COLLATERALIZED MTG-BACKED SEC-SEE ATTACHED SCH.	392,899.	392,899.
TOTAL TO FORM 990-PF, PART II, LINE 12	1,017,392.	1,017,392.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHSTAR SEIDLER MEZZANINE II LP	FMV	50,939.	50,939.
NORTHSTAR MEZZANINE III LP	FMV	99,538.	99,538.
NORTH HAVEN OFFSHORE INFRASTRUCTURE PARTNERS, LP	FMV	941,394.	941,394.
NORTH HAVEN REAL ESTATE FUND VII	FMV		
OFFSHORE INVESTORS GLOBAL, LP		414,174.	414,174.
GATEWAY PARTNERSHIP	FMV	94,000.	94,000.
INVESCO BALANCED-RISK CMDY STRGY-Y FUND	FMV	3,860,685.	3,860,685.
MONDRAIN ALL WORLD EX-US EQUITY FD	FMV	27,571,977.	27,571,977.
NORTHSTAR MEZZANINE PARTNERS VI, LP	FMV	3,213,511.	3,213,511.
NORTH HAVEN REAL ESTATE FUND VIII GLOBAL, LP	FMV	2,905,474.	2,905,474.
WASTEWATER OPPORTUNITY FUND, LLC	FMV	578,500.	578,500.
BLACKROCK ENHANCED GOVERNMENT FUND	FMV	183,768.	183,768.
TOTAL TO FORM 990-PF, PART II, LINE 13		39,913,960.	39,913,960.

## FORM 990-PF

## OTHER ASSETS

## STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECEIVABLE	175,994.	154,639.	154,639.
TO FORM 990-PF, PART II, LINE 15	175,994.	154,639.	154,639.



FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PATRICK BUTLER, JR. 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL, MN 55114	FORMER CHAIR & TRUSTEE 2.00	0.	0.	0.
JOHN K. BUTLER 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL, MN 55114	TREASURER & TRUSTEE 22.00	81,000.	2,430.	0.
BRIGID M. BUTLER 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL, MN 55114	TRUSTEE 2.00	0.	0.	0.
PATRICIA M. BUTLER 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL, MN 55114	TRUSTEE 2.00	0.	0.	0.
PAUL S. BUTLER 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL, MN 55114	VICE CHAIR & TRUSTEE 2.00	0.	0.	0.
BRIDGET E. MCELROY 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL, MN 55114	TRUSTEE 2.00	0.	0.	0.
SUZANNE A. LEFEVOUR 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL, MN 55114	TRUSTEE 2.00	0.	0.	0.
CATHERINE C. BUTLER 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL, MN 55114	SECRETARY & TRUSTEE 2.00	0.	0.	0.
TEMPLE PETERSON 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL, MN 55114	TRUSTEE 2.00	0.	0.	0.
PETER K. BUTLER 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL, MN 55114	CHAIR & INTERIUM FOUNDATION DIRECTOR 2.00	0.	0.	0.

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

<u>81,000.</u>	<u>2,430.</u>	<u>0.</u>
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FORM 990-PF

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

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBERT HYBBEN, DIRECTOR OF PROGRAM OPERATIONS  
2356 UNIVERSITY AVENUE W, SUITE 420  
ST PAUL, MN 55114

TELEPHONE NUMBER

651-222-2565

NAME OF GRANT PROGRAM

COMMUNITY GRANT PROGRAM &amp; INVITED GRANT PROGRAM

EMAIL ADDRESS

ROBERTH@BUTLERFAMILYFOUNDATION.ORG

FORM AND CONTENT OF APPLICATIONS

ONLINE APPLICATION SYSTEM - CONTACT THE FOUNDATION OFFICE AT 651-222-2565,  
OR BY EMAIL AT ROBERTH@BUTLERFAMILYFOUNDATION.ORG

ANY SUBMISSION DEADLINES

APRIL 15, 2018 - COMMUNITY GRANTS, - APR 1-JUN 1, 2018 - 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. CAPITAL GRANTS ARE MADE ONLY THROUGH THE SPECIAL PROJECTS OR FOUNDATION INITIATIVE FUND PROGRAMS BY INVITATION OF THE FOUNDATION.

# Application for Automatic Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

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

► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request 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](http://www.irs.gov/efile), click on Charities & Non-Profits, and click on *e-file for Charities and Non-Profits*.

## Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>PATRICK AND AIMEE BUTLER FAMILY FOUNDATION</b>	Employer identification number (EIN) or <b>41-6009902</b>
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. <b>2356 UNIVERSITY AVE W., NO. 420</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>ST. PAUL, MN 55114</b>	

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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

### PATRICK & AIMEE BUTLER FAMILY FOUNDATION

• The books are in the care of ► **2356 UNIVERSITY AVE W STE 420 - ST. PAUL, MN 55114-3801**  
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 6-month extension of time until **NOVEMBER 15, 2018**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year **2017** 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

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$ <b>235,994.</b>
<b>b</b> If this application is for Forms 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.	<b>3b</b>	\$ <b>235,994.</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ <b>0.</b>

**Caution:** If you are going to make an electronic funds withdrawal (direct debit) 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. 1-2017)

2017 Grants Paid and 2018 Commitments

Organization	Grant Type	Payment Date	Payment Amount	Committed for 2018
180 Degrees 236 Clifton Avenue Minneapolis, MN 55403	Brittany's Place: A Safe Harbor Shelter	10/31/2017	\$20,000.00	\$20,000.00
180 Degrees 236 Clifton Avenue Minneapolis, MN 55403	Bold Future 2020 Project	02/07/2017	\$5,000.00	\$0.00
Ain Dah Yung 1089 Portland Avenue Saint Paul, MN 55104	general operating support	10/31/2017	\$30,000.00	\$30,000.00
Alia 2233 University Avenue West, Suite 325 Saint Paul, MN 55114	Trauma-Informed Leadership Certificate Project	05/23/2017	\$20,000.00	\$0.00
Amherst H. Wilder Foundation 451 Lexington Parkway North Saint Paul, MN 55104	Jackson Street Village supportive housing services	10/31/2017	\$25,000.00	\$25,000.00
Amherst H. Wilder Foundation 451 Lexington Parkway North Saint Paul, MN 55104	Twin Cities Mobile Market Expansion	05/09/2017	\$200,000.00	\$0.00
Anu Family Services 2233 University Avenue South, Suite 325 Saint Paul, MN 55114	expanding Fast Track to a Family in Minnesota	12/19/2017	\$15,000.00	\$0.00
Avenues for Homeless Youth 1708 Oak Park Avenue North Minneapolis, MN 55411	general operating support	10/31/2017	\$45,000.00	\$45,000.00
Avivo 1900 Chicago Avenue Minneapolis, MN 55404	Building Resilient Families Program	10/31/2017	\$30,000.00	\$30,000.00
Breaking Free 770 University Avenue Saint Paul, MN 55104	general operating support	10/31/2017	\$50,000.00	\$0.00
Breaking Free 770 University Avenue Saint Paul, MN 55104	general operating support	05/09/2017	\$50,000.00	\$0.00
Casa de Esperanza PO Box 40115 Saint Paul, MN 55104	general operating support	10/31/2017	\$42,500.00	\$42,500.00



Catholic Charities of St. Paul and Minneapolis 1200 Second Avenue South Minneapolis, MN 55403	general operating support	05/09/2017	\$50,000.00	\$0.00
Catholic Charities of St. Paul and Minneapolis 1200 Second Avenue South Minneapolis, MN 55403	Higher Ground / Dorothy Day Capital Campaigns	05/09/2017	\$100,000.00	\$0.00
CLUES: Comunidades Latinas Unidas en Servicio 797 East Seventh Street Saint Paul, MN 55106	overcoming addiction in Latino populations	10/31/2017	\$20,000.00	\$20,000.00
CLUES: Comunidades Latinas Unidas en Servicio 797 East Seventh Street Saint Paul, MN 55106	Aging Well Program	05/09/2017	\$15,000.00	\$0.00
Coalition Against Trafficking in Women 121 West 27th Street, Suite 704 New York, NY 10001	general operating support	11/07/2017	\$40,000.00	\$40,000.00
Coalition Against Trafficking in Women 121 West 27th Street, Suite 704 New York, NY 10001	general operating support	05/23/2017	\$20,000.00	\$0.00
Collegeville Institute for Ecumenical and Cultural Research 2475 Ecumenical Drive PO Box 2000 Collegeville, MN 56321	general operating support	05/09/2017	\$50,000.00	\$0.00
COMPAS 75 Fifth Street West, Suite 304 Saint Paul, MN 55102	general operating support	10/23/2017	\$32,500.00	\$0.00
Culture Reframed 675 VFW PKWY, Suite 242 Chestnut Hill, MA 02467	general operating support	05/09/2017	\$25,000.00	\$0.00
DC Youth Orchestra Program 1700 East Capitol Street NE Washington, DC 20003	general operating support	05/09/2017	\$15,000.00	\$0.00
Division of Indian Work 1001 East Lake Street Minneapolis, MN 55407	Strengthening Family Circles Family Violence Prevention Program	10/31/2017	\$20,000.00	\$20,000.00
Dodge Nature Center 365 Marie Avenue West West Saint Paul, MN 55118	general operating support	10/23/2017	\$30,000.00	\$0.00

2017 Grants Paid and 2018 Commitments

Domestic Abuse Project 204 West Franklin Avenue Minneapolis, MN 55404	general operating support	11/07/2017	\$40,000.00	\$40,000.00
Eagle Bluff Environmental Learning Center 28097 Goodview Drive Lanesboro, MN 55949	The Point Project at Eagle Bluff	10/31/2017	\$100,000.00	\$0.00
Eagle Bluff Environmental Learning Center 28097 Goodview Drive Lanesboro, MN 55949	general operating support	10/23/2017	\$30,000.00	\$0.00
Emma Norton Services 670 Robert Street North Saint Paul, MN 55101	general operating support	10/31/2017	\$30,000.00	\$30,000.00
Family Housing Fund 801 Nicollet Mall, Suite 1825 Minneapolis, MN 55402	general operating support	10/31/2017	\$50,000.00	\$50,000.00
Family Housing Fund 801 Nicollet Mall, Suite 1825 Minneapolis, MN 55402	systems change to reduce evictions in Ramsey County by 50 percent	10/31/2017	\$150,000.00	\$0.00
FamilyWise Services 3036 University Avenue SE Minneapolis, MN 55414	general operating support	10/31/2017	\$45,000.00	\$45,000.00
Friends of the Mississippi River 101 East Fifth Street, Suite 2000 Saint Paul, MN 55101	general operating support	10/23/2017	\$50,000.00	\$0.00
GiveMN 101 Fifth Street East, Suite 2400 Saint Paul, MN 55101	resource pool for organizations participating in the RaiseMN Institute	12/06/2017	\$20,000.00	\$0.00
Great River Greening 35 West Water Street, Suite 201 Saint Paul, MN 55107	general operating support	10/23/2017	\$35,000.00	\$0.00
Great River Greening 35 West Water Street, Suite 201 Saint Paul, MN 55107	Pollinator Seed Initiative	05/02/2017	\$200,000.00	\$0.00
Greater Minneapolis Crisis Nursery 4544 Fourth Avenue South Minneapolis, MN 55419	general operating support	11/07/2017	\$40,000.00	\$40,000.00

2017 Grants Paid and 2018 Commitments

Hamline University, Center for Global Environmental Education MS-A1760 1536 Hewitt Avenue Saint Paul, MN 55104	the Rivers Institute	10/23/2017	\$25,000.00	\$0.00
Hazelden Betty Ford Foundation PO Box 11 15251 Pleasant Valley Road Center City, MN 55012	general operating support	05/09/2017	\$50,000.00	\$0.00
Headwaters Foundation for Justice 2801 21st Avenue South, Suite 132B Minneapolis, MN 55407	regranting and general operating support	05/02/2017	\$50,000.00	\$0.00
Highpoint Center for Printmaking 912 West Lake Street Minneapolis, MN 55408	general operating support	10/23/2017	\$30,000.00	\$0.00
Hill Museum & Manuscript Library Saint John's University 2835 Abbey Plaza, PO Box 7300 Collegeville, MN 56321	general operating support	05/09/2017	\$25,000.00	\$0.00
Hmong American Partnership 1075 Arcade Street Saint Paul, MN 55106	Pathways to Success	10/31/2017	\$20,000.00	\$0.00
Hope Community 611 East Franklin Avenue Minneapolis, MN 55404	general operating support	10/31/2017	\$35,000.00	\$35,000.00
House of Ruth 5 Thomas Circle NW Washington, DC 20005	general operating support	05/09/2017	\$25,000.00	\$0.00
Jeremiah Program 1510 Laurel Avenue, Suite 100 Minneapolis, MN 55403	general operating support	10/31/2017	\$40,000.00	\$40,000.00
Keystone Community Services 2000 Saint Anthony Blvd Saint Paul, MN 55104	the Meals on Wheels and Basic Needs Programs	05/09/2017	\$10,000.00	\$0.00
KidsPLAYce 20 Elliot Street Brattleboro, VT 05301	general operating support	05/09/2017	\$2,500.00	\$0.00
La Oportunidad 2700 East Lake Street, Suite 3100 Minneapolis, MN 55406	Latino Families Breaking the Cycle of Violence and Poverty	10/31/2017	\$25,000.00	\$25,000.00



Lifetrack 709 University Avenue West Saint Paul, MN 55104	Families Together Program	10/31/2017	\$32,500.00	\$32,500.00
Loft, Inc. Suite 200, Open Book 1011 Washington Avenue South Minneapolis, MN 55415	general operating support	10/23/2017	\$35,000.00	\$0.00
Lutheran Social Service of Minnesota 2485 Como Avenue Saint Paul, MN 55108	Metro Homeless Youth Services	10/31/2017	\$30,000.00	\$30,000.00
MacPhail Center for Music 501 South Second Street Minneapolis, MN 55401	School Partnerships Program	10/23/2017	\$30,000.00	\$0.00
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis, MN 55404	general operating support	05/23/2017	\$50,000.00	\$0.00
Minnesota Center for Book Arts 1011 Washington Avenue South, Suite 100 Minneapolis, MN 55415	general operating support	10/23/2017	\$30,000.00	\$0.00
Minnesota Center for Environmental Advocacy 26 East Exchange Street, Suite 206 Saint Paul, MN 55104	general operating support	10/23/2017	\$30,000.00	\$0.00
Minnesota Coalition for Battered Women 60 East Plato Blvd, Suite 130 Saint Paul, MN 55107	the development of a statewide strategic communications plan	06/21/2017	\$10,000.00	\$0.00
Minnesota Communities Caring for Children 709 University Avenue West, Suite 234 Saint Paul, MN 55104	evaluation consultation to inform the purchase and implementation of a constituent database	12/19/2017	\$15,000.00	\$0.00
Minnesota Communities Caring for Children 709 University Avenue West, Suite 234 Saint Paul, MN 55104	general operating support	10/31/2017	\$30,000.00	\$30,000.00
Minnesota Council of Nonprofits 2314 University Avenue West, Suite 20 Saint Paul, MN 55114	MCN Expansion and Accessibility Capital Project	05/09/2017	\$125,000.00	\$0.00
Minnesota Council of Nonprofits 2314 University Avenue West, Suite 20 Saint Paul, MN 55114	general operating support	05/09/2017	\$40,000.00	\$0.00

Minnesota Council on Foundations 800 Washington Avenue, Suite 703 Minneapolis, MN 55401	membership	01/30/2017	\$12,175.00	\$0.00
Minnesota Historical Society 345 Kellogg Blvd West Saint Paul, MN 55102	general operating support	05/09/2017	\$50,000.00	\$0.00
Minnesota Indian Women's Resource Center 2300 15th Avenue South Minneapolis, MN 55404	general operating support	05/09/2017	\$60,000.00	\$0.00
Minnesota Land Trust 2356 University Avenue West, Suite 240 Saint Paul, MN 55114	general operating support	10/23/2017	\$37,500.00	\$0.00
Minnesota Land Trust 2356 University Avenue West, Suite 240 Saint Paul, MN 55114	Minnesota Land Trust 2.0 Forever Minnesota Campaign	11/07/2017	\$150,000.00	\$0.00
Minnesota Museum of American Art 141 East Fourth Street, Suite 101 Saint Paul, MN 55101	building capacity to create access to collections and programs for diverse audiences	10/23/2017	\$30,000.00	\$0.00
Minnesota Museum of American Art 141 East Fourth Street, Suite 101 Saint Paul, MN 55101	Minnesota Museum of American Art Building Project	10/31/2017	\$100,000.00	\$0.00
Minnesota Organization on Fetal Alcohol Syndrome 2233 University Avenue, Suite 395 Saint Paul, MN 55114	Changing Course Program	10/31/2017	\$20,000.00	\$20,000.00
Mississippi Park Connection 111 East Kellogg Blvd, Suite 105 Saint Paul, MN 55101	general operating support	10/23/2017	\$30,000.00	\$0.00
National Center for Family Philanthropy 1101 Connecticut Avenue NW, Suite 220 Washington, DC 20036	membership	07/12/2017	\$2,400.00	\$0.00
Neighborhood House 179 Robie Street East Saint Paul, MN 55107	Family Centers Program	10/31/2017	\$30,000.00	\$30,000.00
Northern Clay Center 2424 Franklin Avenue East Minneapolis, MN 55406	general operating support	10/23/2017	\$30,000.00	\$0.00

Walker West Music Academy 760 Selby Avenue Saint Paul, MN 55104	general operating support	10/23/2017	\$30,000.00	\$0.00
Wayside Recovery Center 3705 Park Center Boulevard Saint Louis Park, MN 55416	general operating support	11/07/2017	\$35,000.00	\$35,000.00
Wilderness Inquiry 808 14th Avenue SE Minneapolis, MN 55414	general operating support	05/09/2017	\$50,000.00	\$0.00
Women's Advocates 588 Grand Avenue Saint Paul, MN 55102	general operating support	10/31/2017	\$30,000.00	\$30,000.00
Women's Foundation of Minnesota 105 Fifth Avenue South, Suite 300 Minneapolis, MN 55401	regranting and general operating support	05/09/2017	\$80,000.00	\$0.00
Women's Foundation of Minnesota 105 Fifth Avenue South, Suite 300 Minneapolis, MN 55401	the girlsBEST Fund, in memory of Sandy Butler	04/11/2017	\$10,000.00	\$0.00
Women's Freedom Center PO Box 933 Brattleboro, VT 05302	general operating support	05/23/2017	\$22,500.00	\$0.00
Worcester Art Museum 55 Salisbury Street Worcester, MA 01609	general operating support	05/23/2017	\$50,000.00	\$0.00
YouthLink 41 North 12th Street Minneapolis, MN 55403	Sexual Exploitation Intervention Program for Homeless Youth	10/31/2017	\$25,000.00	\$25,000.00

2017 TOTALS

**\$5,279,575.00** **\$1,370,000.00**