

EXTENDED TO NOVEMBER 15, 20

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.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2016

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2016 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) 2356 UNIVERSITY AVE W.	Room/suite 420	B Telephone number 651-222-2565
City or town, state or province, country, and ZIP or foreign postal code ST. PAUL, MN 55114		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 104,015,760.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			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	2,750,081.	2,734,411.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,085,160.			
	b Gross sales price for all assets on line 6a 21,405,933.				
	7 Capital gain net income (from Part IV, line 2)		4,085,160.		
	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	6,835,241.	6,819,571.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	81,000.	81,000.		0.
	14 Other employee salaries and wages	157,284.	0.		157,284.
	15 Pension plans, employee benefits	28,878.	9,204.		19,674.
	16a Legal fees STMT 2	39,999.	0.		39,999.
	b Accounting fees STMT 3	26,125.	13,000.		13,125.
	c Other professional fees STMT 4	59,994.	0.		59,994.
	17 Interest				
	18 Taxes STMT 5	87,655.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	32,934.	2,536.		30,398.
	21 Travel, conferences, and meetings	22,316.	0.		22,316.
	22 Printing and publications	176.	0.		176.
	23 Other expenses STMT 6	282,768.	246,590.		36,178.
	24 Total operating and administrative expenses. Add lines 13 through 23	819,129.	352,330.		379,144.
	25 Contributions, gifts, grants paid	5,074,525.			5,074,525.
26 Total expenses and disbursements. Add lines 24 and 25	5,893,654.	352,330.		5,453,669.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	941,587.				
b Net investment income (if negative, enter -0-)		6,467,241.			
c Adjusted net income (if negative, enter -0-)			N/A		

**PATRICK A. AIMEE BUTLER FAMILY
FOUNDATION**

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		56,198.	56,198.
	2 Savings and temporary cash investments	13,955,476.	12,941,426.	12,941,426.
	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	6,034.	7,209.	7,209.
	10a Investments - U.S. and state government obligations STMT 9	1,901,621.	6,175,051.	6,175,051.
	b Investments - corporate stock STMT 10	43,821,768.	44,125,367.	44,125,367.
	c Investments - corporate bonds STMT 11	4,232,540.	5,975,765.	5,975,765.
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 12	5,503,896.	1,189,388.	1,189,388.
	13 Investments - other STMT 13	31,009,657.	33,369,362.	33,369,362.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶)	298,851.	175,994.	175,994.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	100,729,843.	104,015,760.	104,015,760.	
Liabilities	17 Accounts payable and accrued expenses		13,348.	
	18 Grants payable	1,290,000.	800,000.	
	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)	1,290,000.	813,348.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	99,439,843.	103,202,412.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	99,439,843.	103,202,412.		
31 Total liabilities and net assets/fund balances	100,729,843.	104,015,760.		

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	99,439,843.
2 Enter amount from Part I, line 27a	2	941,587.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	2,971,667.
4 Add lines 1, 2, and 3	4	103,353,097.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	150,685.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	103,202,412.

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Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(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			
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	21,405,933.	17,320,773.	4,085,160.

(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			4,085,160.

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	4,085,160.
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))
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
2011	4,878,976.	67,707,233.	.072060
2 Total of line 1, column (d)			.257315
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			.051463
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			100,832,381.
5 Multiply line 4 by line 3			5,189,137.
6 Enter 1% of net investment income (1% of Part I, line 27b)			64,672.
7 Add lines 5 and 6			5,253,809.
8 Enter qualifying distributions from Part XII, line 4			5,453,669.

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.

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	64,672.
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	64,672.
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	64,672.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	240,666.
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	240,666.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	175,994.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 175,994. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
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		X
d		
(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		X
If "Yes," attach a detailed description of the activities.		
3		X
4a		X
4b		
N/A		
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
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	X	
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		
8b	X	
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		X
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► <u>WWW.BUTLERFAMILYFOUNDATION.ORG</u>		
14 The books are in care of ► <u>PATRICK & AIMEE BUTLER FAMILY FOUND</u> Telephone no. ► <u>651-222-2565</u>		
Located at ► <u>2356 UNIVERSITY AVE W STE 420, ST. PAUL, MN</u> ZIP+4 ► <u>55114-3801</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	N/A	
and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2016, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)?		X
Organizations relying on a current notice regarding disaster assistance check here		
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 2016?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2016 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 2016.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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)? Yes No
 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? 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? Yes No

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 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	32.00	79,392.	2,382.	0.
ROBERT HYBBEN - 2356 UNIVERSITY AVE. W., SUITE 420, ST. PAUL, MN 55114	32.00	77,892.	2,337.	0.

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

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

3 Five highest-paid independent contractors for professional services. 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	153,665.
SIT INVESTMENT ASSOCIATES - 80 S. 8TH ST, 3300 IDS CTR, MINNEAPOLIS, MN 55402	INVESTMENT FEES	53,435.

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	
3 All other program-related investments. See instructions.	

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	90,486,462.
b	Average of monthly cash balances	1b	11,881,437.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	102,367,899.
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	102,367,899.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,535,518.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	100,832,381.
6	Minimum investment return. Enter 5% of line 5	6	5,041,619.

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	5,041,619.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	64,672.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	64,672.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,976,947.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,976,947.
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	4,976,947.

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	5,453,669.
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	5,453,669.
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	64,672.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,388,997.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				4,976,947.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			1,215,917.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 5,453,669.				
a Applied to 2015, but not more than line 2a			1,215,917.	
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 2016 distributable amount				4,237,752.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				739,195.
7 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.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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).)

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. (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 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:

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 20	N/A	EXEMPT		5,074,525.
Total			▶ 3a	5,074,525.
b Approved for future payment				
SEE ATTACHED SUPPORTING SCHEDULES - STATEMENT 20				800,000.
Total			▶ 3b	800,000.

Part XVI-A Analysis of Income-Producing Activities

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	2,750,081.	
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	4,085,160.	
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.		6,835,241.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 <u>6,835,241.</u>

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

Table with columns: Question (1, a, b, c, d), Yes, No. Includes sub-questions (1) Cash, (2) Other assets, (1) Sales of assets, etc.

Table with columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content: N/A

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 [X] No

Table with columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content: 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. Signature of officer or trustee: [Signature] Date: [Blank] Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see Instr.)? [X] Yes [] No

Table with columns: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

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-STOCK A/C#201-SEE SCH.		VARIOUS	VARIOUS
b L/T GAINS-STOCK A/C#201-SEE SCH.		VARIOUS	VARIOUS
c S/T GAINS-SIT A/C#200-SEE SCH.		VARIOUS	VARIOUS
d L/T GAINS-SIT A/C#200-SEE SCH.		VARIOUS	VARIOUS
e LITIGATION SETTLEMENT-HP	P	VARIOUS	06/23/16
f LITIGATION SETTLEMENT-CHICAGO CLEARING	P	VARIOUS	11/30/16
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 260,124.		231,560.	28,564.
b 7,408,813.		3,316,914.	4,091,899.
c 6,859,514.		6,803,285.	56,229.
d 6,876,998.		6,969,014.	-92,016.
e 120.			120.
f 364.			364.
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			28,564.
b			4,091,899.
c			56,229.
d			-92,016.
e			120.
f			364.
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	4,085,160.
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 DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH PARTNERSHIPS WELLS	5.	0.	5.	5.	
FARGO-A/C#202- -INVESCO WELLS	682,217.	0.	682,217.	682,502.	
FARGO-A/C#202-MM FDS	98,249.	0.	98,249.	98,249.	
WELLS FARGO-SIT BOND A/C#200	5,511.	0.	5,511.	5,511.	
WELLS FARGO-STOCK A/C#201	812,765.	0.	812,765.	796,810.	
	1,151,334.	0.	1,151,334.	1,151,334.	
TO PART I, LINE 4	2,750,081.	0.	2,750,081.	2,734,411.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BRIGGS AND MORGAN PROFESSIONAL ASSN-LEGAL FEES	39,999.	0.		39,999.
TO FM 990-PF, PG 1, LN 16A	39,999.	0.		39,999.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILKERSON, GUTHMANN & JOHNSON, LTD-AUDIT & 990 PF	26,125.	13,000.		13,125.
TO FORM 990-PF, PG 1, LN 16B	26,125.	13,000.		13,125.

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	51,800.	0.		51,800.
CLEARLY ACCOUNTING SERVICES	8,194.	0.		8,194.
TO FORM 990-PF, PG 1, LN 16C	59,994.	0.		59,994.

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-12/31/16	92,500.	0.		0.
UNRELATED BUSINESS INCOME TAX REFUNDS	-4,845.	0.		0.
TO FORM 990-PF, PG 1, LN 18	87,655.	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	2,504.	1,000.		1,504.
OFFICE EXPENSES	32,889.	2,250.		30,639.
INVESTMENT FEES	240,353.	240,353.		0.
MISCELLANEOUS	1,044.	0.		1,044.
RESOURCE MATERIALS, SUBSCRIPTIONS & BOOKS	5,978.	2,987.		2,991.
TO FORM 990-PF, PG 1, LN 23	282,768.	246,590.		36,178.

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

DESCRIPTION	AMOUNT
INCREASE (DECREASE) IN UNREALIZED GAINS	2,453,839.
INCREASE (DECREASE) IN EXCISE TAXES RECEIVABLE	27,828.
DECREASE (INCREASE) IN GRANTS PAYABLE	490,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,971,667.

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

DESCRIPTION	AMOUNT
INCREASE (DECREASE) IN INTEREST & DIVIDENDS RECEIVABLE	150,685.
TOTAL TO FORM 990-PF, PART III, LINE 5	150,685.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY NOTE-SEE ATTACHED SCH.	X		197,336.	197,336.
MUNICIPAL BONDS-SEE ATTACHED SCH.		X	1,254,613.	1,254,613.
GOVT STRIP & ZERO CPN-SEE ATTACHED SCH.	X		500,675.	500,675.
AGENCY MORTGAGE-BACKED SEC.-SEE ATTACHED SCH.	X		1,730,275.	1,730,275.
AGENCY POOLS-SEE ATTACHED SCH.	X		2,492,152.	2,492,152.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,920,438.	4,920,438.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,254,613.	1,254,613.
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,175,051.	6,175,051.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS STOCKS-SEE ATTACHED SCH.	44,020,647.	44,020,647.
PREFERRED STOCKS-SEE ATTACHED SCH.	104,360.	104,360.
HANSEN ENGINE CORPORATION-7,200 SHARES	360.	360.
TOTAL TO FORM 990-PF, PART II, LINE 10B	44,125,367.	44,125,367.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS AND NOTES-SEE ATTACHED SCH.	5,079,773.	5,079,773.
MUTUAL BOND FUNDS-SEE ATTACHED SCH.	895,992.	895,992.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,975,765.	5,975,765.

FORM 990-PF MORTGAGE LOANS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ASSET-BACKED OBLIGATIONS-SEE ATTACHED SCH.	764,327.	764,327.
COLLATERALIZED MTG-BACKED SEC-SEE ATTACHED SCH.	425,061.	425,061.
TOTAL TO FORM 990-PF, PART II, LINE 12	1,189,388.	1,189,388.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHSTAR SEIDLER MEZZANINE II LP	FMV	51,122.	51,122.
NORTHSTAR MEZZANINE III LP	FMV	94,579.	94,579.
NORTH HAVEN OFFSHORE INFRASTRUCTURE PARTNERS, LP	FMV	1,322,314.	1,322,314.
NORTH HAVEN REAL ESTATE FUND VII OFFSHORE INVESTORS GLOBAL, LP	FMV	827,064.	827,064.
ALBUQUERQUE PLAZA ASSOC-PARTNERSHIP	FMV	620,153.	620,153.
GATEWAY PARTNERSHIP	FMV	94,000.	94,000.
INVESCO BALANCED-RISK CMDY STRGY-Y FUND	FMV	3,680,947.	3,680,947.
MONDRAIN ALL WORLD EX-US EQUITY FD	FMV	20,521,919.	20,521,919.
NORTHSTAR MEZZANINE PARTNERS VI, LP	FMV	2,959,624.	2,959,624.
NORTH HAVEN REAL ESTATE FUND VIII GLOBAL, LP	FMV	2,707,500.	2,707,500.
WASTEWATER OPPORTUNITY FUND, LLC	FMV	343,626.	343,626.
BLACKROCK ENHANCED GOVERNMENT FUND	FMV	146,514.	146,514.
TOTAL TO FORM 990-PF, PART II, LINE 13		33,369,362.	33,369,362.

FORM 990-PF

OTHER ASSETS

STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDENDS RECEIVABLE	150,685.	0.	0.
FEDERAL EXCISE TAX RECEIVABLE	148,166.	175,994.	175,994.
TO FORM 990-PF, PART II, LINE 15	298,851.	175,994.	175,994.

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	BOARD 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	VICE PRESIDENT & 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	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	PRESIDENT & TRUSTEE 2.00	0.	0.	0.

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

81,000.	2,430.	0.
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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

NAME OF GRANT PROGRAM

651-222-2565

COMMUNITY GRANT PROGRAM & INVITED GRANT PROGRAM

EMAIL ADDRESS

RHYBBEN@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 1, 2017 - COMMUNITY GRANTS, JUNE & DEC 1, 2017 - 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.

Organization	Grant Type	Payment Date	Payment Amount	Committed for 2017
180 Degrees 236 Clifton Avenue Minneapolis, MN 55403	the Bold Future 2020 Project	01/06/2016	\$20,000.00	\$0.00
Ain Dah Yung 1089 Portland Avenue Saint Paul, MN 55104	general operating support	10/31/2016	\$30,000.00	\$0.00
Amherst H. Wilder Foundation 451 Lexington Parkway North Saint Paul, MN 55104	the Jackson Street Village supportive housing services	10/31/2016	\$25,000.00	\$0.00
Amherst H. Wilder Foundation 451 Lexington Parkway North Saint Paul, MN 55104	Community Services for Aging	05/18/2016	\$15,000.00	\$0.00
Avenues for Homeless Youth 1708 Oak Park Avenue North Minneapolis, MN 55411	general operating support	10/31/2016	\$42,500.00	\$0.00
Breaking Free 770 University Avenue Saint Paul, MN 55104	general operating support	10/04/2016	\$50,000.00	\$0.00
Breaking Free 770 University Avenue Saint Paul, MN 55104	general operating support	05/18/2016	\$50,000.00	\$0.00
Capital Area Food Bank of Texas 8201 South Congress Avenue Austin, TX 78745	the Kids Cafe Program	05/24/2016	\$20,000.00	\$0.00
Casa de Esperanza PO Box 40115 Saint Paul, MN 55104	general operating support	10/31/2016	\$37,500.00	\$0.00
Catholic Charities of St. Paul and Minneapolis 1200 Second Avenue South Minneapolis, MN 55403	the Higher Ground / Dorothy Day Capital Campaigns	05/12/2016	\$55,000.00	\$0.00
Catholic Charities of St. Paul and Minneapolis 1200 Second Avenue South Minneapolis, MN 55403	general operating support	05/12/2016	\$50,000.00	\$0.00

2016 Grants Paid and 2017 Commitments

<p>CI UES: Comunidades Latinas Unidas en Servicio 797 East Seventh Street Saint Paul, MN 55106</p>	<p>overcoming addiction in Latino populations</p>	<p>10/31/2016</p>	<p>\$20,000.00</p>	<p>\$0.00</p>
<p>CI UES: Comunidades Latinas Unidas en Servicio 797 East Seventh Street Saint Paul, MN 55106</p>	<p>the Saint Paul headquarters expansion</p>	<p>10/04/2016</p>	<p>\$250,000.00</p>	<p>\$0.00</p>
<p>Coalition Against Trafficking in Women 121 West 27th Street, Suite 704 New York, NY 10001</p>	<p>general operating support</p>	<p>10/31/2016</p>	<p>\$40,000.00</p>	<p>\$0.00</p>
<p>Coalition Against Trafficking in Women 121 West 27th Street, Suite 704 New York, NY 10001</p>	<p>general operating support</p>	<p>06/14/2016</p>	<p>\$20,000.00</p>	<p>\$0.00</p>
<p>Collegeville Institute for Ecumenical and Cultural Research 2475 Ecumenical Drive PO Box 2000 Collegeville, MN 56321</p>	<p>general operating support</p>	<p>05/12/2016</p>	<p>\$50,000.00</p>	<p>\$0.00</p>
<p>Community Partnership for the Homeless Inc. (dba Green Doors) PO Box 685065 Austin, TX 78768</p>	<p>general operating support</p>	<p>05/24/2016</p>	<p>\$20,000.00</p>	<p>\$0.00</p>
<p>COMPAS 75 Fifth Street West, Suite 304 Saint Paul, MN 55102</p>	<p>general operating support</p>	<p>10/04/2016</p>	<p>\$32,500.00</p>	<p>\$32,500.00</p>
<p>Culture Reframed 675 VFW Parkway, Suite 242 Chestnut Hill, MA 02467</p>	<p>general operating support</p>	<p>06/28/2016</p>	<p>\$25,000.00</p>	<p>\$0.00</p>
<p>DC Youth Orchestra Program 1700 East Capitol Street NE Washington, DC 20003</p>	<p>general operating support</p>	<p>05/18/2016</p>	<p>\$15,000.00</p>	<p>\$0.00</p>
<p>Division of Indian Work 1001 East Lake Street Minneapolis, MN 55407</p>	<p>the Strengthening Family Circles Family Violence Prevention Program</p>	<p>10/31/2016</p>	<p>\$20,000.00</p>	<p>\$0.00</p>
<p>Dodge Nature Center 365 Marie Avenue West West Saint Paul, MN 55118</p>	<p>general operating support</p>	<p>10/04/2016</p>	<p>\$30,000.00</p>	<p>\$30,000.00</p>
<p>Domestic Abuse Project 204 West Franklin Avenue Minneapolis, MN 55404</p>	<p>general operating support</p>	<p>10/31/2016</p>	<p>\$35,000.00</p>	<p>\$0.00</p>

#41-6009902

2016 Grants Paid and 2017 Commitments

Eagle Bluff Environmental Learning Center 28097 Goodview Drive Lanesboro, MN 55949	general operating support	10/25/2016	\$30,000.00	\$30,000.00
Emma Norton Services 670 Robert Street North Saint Paul, MN 55101	general operating support	10/31/2016	\$30,000.00	\$0.00
Family Housing Fund 801 Nicollet Mall, Suite 1825 Minneapolis, MN 55402	the "Homework Starts at Home" Initiative of Heading Home Minnesota	12/21/2016	\$25,000.00	\$0.00
Family Housing Fund 801 Nicollet Mall, Suite 1825 Minneapolis, MN 55402	general operating support	10/31/2016	\$50,000.00	\$0.00
Family Housing Fund 801 Nicollet Mall, Suite 1825 Minneapolis, MN 55402	the Heading Home Minnesota Funders Collaborative	06/07/2016	\$10,000.00	\$0.00
FamilyWise Services 3036 University Avenue SE Minneapolis, MN 55414	general operating support	10/31/2016	\$45,000.00	\$0.00
Franconia Sculpture Park 29836 Saint Croix Trail Shaler, MN 55074	the 20th Anniversary Campaign: Imagination in Action	05/24/2016	\$65,000.00	\$0.00
Friends of the Mississippi River 101 East Fifth Street, Suite 2000 Saint Paul, MN 55101	general operating support	10/04/2016	\$50,000.00	\$50,000.00
Friends of the Mississippi River 101 East Fifth Street, Suite 2000 Saint Paul, MN 55101	growing capacity to strategically impact the health of the Mississippi River	05/12/2016	\$150,000.00	\$0.00
Great River Greening 35 West Water Street, Suite 201 Saint Paul, MN 55107	general operating support	10/04/2016	\$35,000.00	\$35,000.00
Greater Minneapolis Crisis Nursery 4544 Fourth Avenue South Minneapolis, MN 55419	general operating support	10/31/2016	\$40,000.00	\$0.00
Greater Minneapolis Crisis Nursery 4544 Fourth Avenue South Minneapolis, MN 55419	the Healthy Families Initiative	05/12/2016	\$200,000.00	\$0.00

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Groundworks Collaborative PO Box 370 Brattleboro, VT 05302	general operating support	05/18/2016	\$20,000.00	\$0.00
Hamline University, Center for Global Environmental Education MS-A1760 1536 Hewitt Avenue Saint Paul, MN 55104	the Rivers Institute	10/04/2016	\$25,000.00	\$25,000.00
Hazelden Betty Ford Foundation PO Box 11 15251 Pleasant Valley Road Center City, MN 55012	the Saint Paul Fellowship Club Capital Campaign	05/12/2016	\$250,000.00	\$0.00
Hazelden Betty Ford Foundation PO Box 11 15251 Pleasant Valley Road Center City, MN 55012	general operating support	05/12/2016	\$50,000.00	\$0.00
Hazelden Betty Ford Foundation PO Box 11 15251 Pleasant Valley Road Center City, MN 55012	the Saint Paul Fellowship Club Capital Campaign	05/24/2016	\$30,000.00	\$0.00
Headwaters Foundation for Justice 2801 21st Avenue South, Suite 132B Minneapolis, MN 55407	regranting and general operating support	05/12/2016	\$50,000.00	\$0.00
Highpoint Center for Printmaking 912 West Lake Street Minneapolis, MN 55408	general operating support	10/04/2016	\$30,000.00	\$30,000.00
Hill Museum & Manuscript Library Saint John's University 2835 Abbey Plaza, PO Box 7300 Collegeville, MN 56321	general operating support	05/18/2016	\$25,000.00	\$0.00
Hmong American Partnership 1075 Arcade Street Saint Paul, MN 55106	Pathways to Success	10/31/2016	\$20,000.00	\$0.00
Hope Community 611 East Franklin Avenue Minneapolis, MN 55404	general operating support	10/31/2016	\$30,000.00	\$0.00
House of Ruth 5 Thomas Circle NW Washington, DC 20005	general operating support	05/24/2016	\$25,000.00	\$0.00
Jeremiah Program 1510 Laurel Avenue, Suite 100 Minneapolis, MN 55403	general operating support	10/31/2016	\$40,000.00	\$0.00

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Keystone Community Services 2000 Saint Anthony Blvd Saint Paul, MN 55104	the Meals on Wheels and Basic Needs Programs	05/18/2016	\$10,000.00	\$0.00
KidsPLAyce 20 Elliot Street Brattleboro, VT 05301	general operating support	05/18/2016	\$5,000.00	\$0.00
La Oportunidad 2700 East Lake Street, Suite 3100 Minneapolis, MN 55406	Latino Families Breaking the Cycle of Violence and Poverty	10/31/2016	\$20,000.00	\$0.00
Lifetrack 709 University Avenue West Saint Paul, MN 55104	the Families Together Program	10/31/2016	\$32,500.00	\$0.00
Little Sisters of the Poor 330 South Exchange Street Saint Paul, MN 55102	the Holiday Food Programs	11/22/2016	\$5,000.00	\$0.00
Little Sisters of the Poor 330 South Exchange Street Saint Paul, MN 55102	the Holiday Food program and other needs	03/22/2016	\$2,500.00	\$0.00
Loft, Inc. Suite 200, Open Book 1011 Washington Avenue South Minneapolis, MN 55415	general operating support	10/04/2016	\$35,000.00	\$35,000.00
Lutheran Social Service of Minnesota 2485 Como Avenue Saint Paul, MN 55108	Metro Homeless Youth Services	10/31/2016	\$30,000.00	\$0.00
MacPhail Center for Music 501 South Second Street Minneapolis, MN 55401	the School Partnerships Program	10/11/2016	\$30,000.00	\$30,000.00
MAP for Nonprofits 2314 University Avenue West, Suite 28 Saint Paul, MN 55114	general operating support	05/24/2016	\$40,000.00	\$0.00
Meals on Wheels and More 3227 East Fifth Street Austin, TX 78702	the Meals on Wheels program	05/18/2016	\$20,000.00	\$0.00
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis, MN 55404	general operating support	05/18/2016	\$50,000.00	\$0.00

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Mississippi Park Connection 111 East Kellogg Blvd, Suite 105 Saint Paul, MN 55101	general operating support	10/04/2016	\$30,000.00	\$30,000.00
Neighborhood House 179 Robie Street East Saint Paul, MN 55107	the Family Centers Program	10/31/2016	\$30,000.00	\$0.00
National Center for Family Philanthropy 1101 Connecticut Avenue NW, Suite 220 Washington, DC 20036	2016 membership	06/28/2016	\$2,400.00	\$0.00
Nonprofits Assistance Fund 2801 21st Avenue South, Suite 210 Minneapolis, MN 55407	strengthening the financial health and capacity of arts and culture organizations	10/04/2016	\$150,000.00	\$0.00
Nonprofits Assistance Fund 2801 21st Avenue South, Suite 210 Minneapolis, MN 55407	general operating support	05/12/2016	\$40,000.00	\$0.00
Northern Clay Center 2424 Franklin Avenue East Minneapolis, MN 55406	the purchase and outfitting of a new Clay ToGo Van	10/12/2016	\$15,000.00	\$0.00
Northern Clay Center 2424 Franklin Avenue East Minneapolis, MN 55406	general operating support	10/04/2016	\$30,000.00	\$30,000.00
Northland Foundation 202 West Superior Street, Suite 610 Duluth, MN 55802	addressing domestic and family violence and trafficking in northeastern Minnesota	05/12/2016	\$30,000.00	\$0.00
Opportunity Neighborhood 1417 Tenth Street NW, Suite 104 New Brighton, MN 55112	general operating support	10/31/2016	\$30,000.00	\$0.00
Parks & Trails Council of Minnesota 275 East Fourth Street, Suite 250 Saint Paul, MN 55101	general operating support	10/04/2016	\$35,000.00	\$35,000.00
People Serving People Charities 614 Third Street South Minneapolis, MN 55415	general operating support	10/31/2016	\$30,000.00	\$0.00
Preservation Austin PO Box 2113 Austin, TX 78768	the creation of local historic districts	05/18/2016	\$15,000.00	\$0.00

2016 Grants Paid and 2017 Commitments

Project for Pride in Living 1035 East Franklin Avenue Minneapolis, MN 55404	general operating support	10/31/2016	\$75,000.00	\$0.00
Prostitution Research & Education P.O. Box 16254 San Francisco, CA 94116	general operating support	05/24/2016	\$30,000.00	\$0.00
Ramsey County Historical Society Landmark Center, Suite 323 75 West Fifth Street Saint Paul, MN 55102	general operating support	05/12/2016	\$50,000.00	\$0.00
RESOURCE 1900 Chicago Avenue Minneapolis, MN 55404	the Building Resilient Families Program	10/31/2016	\$30,000.00	\$0.00
Science Museum of Minnesota 120 West Kellogg Boulevard Saint Paul, MN 55102	STEM education programming	10/25/2016	\$40,000.00	\$40,000.00
Sisters of St. Joseph of Carondelet, St. Paul Province 1884 Randolph Avenue Saint Paul, MN 55105	Sarah's . . . an Oasis for Women	10/31/2016	\$20,000.00	\$0.00
Solid Ground 3521 Century Avenue North White Bear Lake, MN 55110	general operating support	10/31/2016	\$40,000.00	\$0.00
St. Paul & Ramsey County Domestic Abuse Intervention Project 394 Dayton Avenue Saint Paul, MN 55102	Bridges to Safety	10/31/2016	\$25,000.00	\$0.00
St. Paul Conservatory of Music 26 East Exchange Street, Suite 500 Saint Paul, MN 55101	the Music for All Program	10/04/2016	\$25,000.00	\$25,000.00
St. Stephen's Human Services 2309 Nicollet Avenue Minneapolis, MN 55404	general operating support	10/31/2016	\$37,500.00	\$0.00
Textile Center of Minnesota 3000 University Avenue SE, Suite 100 Minneapolis, MN 55414	general operating support	10/04/2016	\$30,000.00	\$30,000.00
The Bridge for Youth 1111 West 22nd Street Minneapolis, MN 55405	general operating support	10/31/2016	\$50,000.00	\$0.00

2016 Grants Paid and 2017 Commitments

<p>The Conservation Fund 1655 North Fort Myer Drive, Suite 1300 Arlington, VA 22209</p>	<p>general operating support</p>	<p>10/04/2016</p>	<p>\$37,500.00</p>	<p>\$37,500.00</p>
<p>The Family Partnership 414 South Eighth Street Minneapolis, MN 55404</p>	<p>PRIDE (from Prostitution to Independence, Dignity and Equality)</p>	<p>10/31/2016</p>	<p>\$40,000.00</p>	<p>\$0.00</p>
<p>The Link 1210 Glenwood Avenue Minneapolis, MN 55405</p>	<p>Safe Harbor Division Programming</p>	<p>10/31/2016</p>	<p>\$20,000.00</p>	<p>\$0.00</p>
<p>The Nature Conservancy 1101 West River Parkway, Suite 200 Minneapolis, MN 55415</p>	<p>the Minnesota Forest Conservation Program</p>	<p>10/04/2016</p>	<p>\$37,500.00</p>	<p>\$37,500.00</p>
<p>The Saint Paul Foundation 101 Fifth Street East, Suite 2400 Saint Paul, MN 55101</p>	<p>the Community Sharing Fund</p>	<p>10/31/2016</p>	<p>\$30,000.00</p>	<p>\$0.00</p>
<p>The Saint Paul Foundation 101 Fifth Street East, Suite 2400 Saint Paul, MN 55101</p>	<p>regranting through the Wicklow Fund</p>	<p>05/24/2016</p>	<p>\$225,000.00</p>	<p>\$0.00</p>
<p>The Schubert Club 75 West Fifth Street, Suite 302 Saint Paul, MN 55102</p>	<p>the Project CHEER Education Program</p>	<p>10/04/2016</p>	<p>\$20,000.00</p>	<p>\$20,000.00</p>
<p>The Trust for Public Land 2610 University Avenue West, Suite 300 Saint Paul, MN 55114</p>	<p>general operating support</p>	<p>10/04/2016</p>	<p>\$30,000.00</p>	<p>\$30,000.00</p>
<p>The Trustees of Reservations Long Hill 572 Essex Street Beverly, MA 01915</p>	<p>general operating support</p>	<p>05/24/2016</p>	<p>\$50,000.00</p>	<p>\$0.00</p>
<p>The Wayside House 3705 Park Center Boulevard Saint Louis Park, MN 55416</p>	<p>general operating support</p>	<p>10/31/2016</p>	<p>\$30,000.00</p>	<p>\$0.00</p>
<p>Tubman 3111 1st Avenue South Minneapolis, MN 55408</p>	<p>general operating support</p>	<p>10/31/2016</p>	<p>\$45,000.00</p>	<p>\$0.00</p>
<p>Twin Cities Habitat for Humanity 1954 University Avenue West Saint Paul, MN 55104</p>	<p>general operating support</p>	<p>10/31/2016</p>	<p>\$65,000.00</p>	<p>\$0.00</p>

2016 Grants Paid and 2017 Commitments

Twin Cities Habitat for Humanity 1954 University Avenue West Saint Paul, MN 55104	opening a Second Twin Cities Habitat Restore	05/12/2016	\$100,000.00	\$0.00
Vermont Foodbank 33 Parker Road Barre, VT 05641	general operating support	05/24/2016	\$25,000.00	\$0.00
Walker Art Center 725 Vineland Place Minneapolis, MN 55403	creating access to collections and programs for low-income and nontraditional audiences	10/04/2016	\$30,000.00	\$30,000.00
Walker West Music Academy 760 Selby Avenue Saint Paul, MN 55104	general operating support	10/11/2016	\$30,000.00	\$30,000.00
Wilderness Inquiry 808 14th Avenue SE Minneapolis, MN 55414	general operating support	05/18/2016	\$10,000.00	\$0.00
Women's Advocates 588 Grand Avenue Saint Paul, MN 55102	general operating support	10/31/2016	\$30,000.00	\$0.00
Women's Foundation of Minnesota 105 Fifth Avenue South, Suite 300 Minneapolis, MN 55401	regranting and general operating support	05/24/2016	\$80,000.00	\$0.00
Women's Freedom Center PO Box 933 Brattleboro, VT 05302	general operating support	05/18/2016	\$25,000.00	\$0.00
Worcester Art Museum 55 Salisbury Street Worcester, MA 01609	general operating support	05/18/2016	\$50,000.00	\$0.00
YouthLink 41 North 12th Street Minneapolis, MN 55403	the Sexual Exploitation Intervention Program for Homeless Youth	10/31/2016	\$25,000.00	\$0.00
YouthLink 41 North 12th Street Minneapolis, MN 55403	the Ignite the Dream campaign	05/12/2016	\$225,000.00	\$0.00
2016 TOTALS			\$5,074,525.00	\$800,000.00

FORM 990 INSTRUCTIONS 2015