

Form **990-PF**

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

OMB No. 1545-0047

2023

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2023 or tax year beginning , and ending

Name of foundation PATRICK AND AIMEE BUTLER FAMILY		A Employer identification number 41-6009902
Number and street (or P.O. box number if mail is not delivered to street address) 2356 UNIVERSITY AVENUE W, SUITE 420	Room/suite	B Telephone number (see instructions) 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) \$ 101,427,727	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>MODIFIED CASH</u> (Part I, column (d), must be on cash basis.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	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	4,727,867	4,727,867		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	46,624			
	b Gross sales price for all assets on line 6a 17,274,217				
	7 Capital gain net income (from Part IV, line 2)		46,624		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) <u>STMT 1</u>	163,137	214,334			
12 Total. Add lines 1 through 11	4,937,628	4,988,825	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	81,000	81,000		
	14 Other employee salaries and wages	245,700			245,700
	15 Pension plans, employee benefits	34,126	6,911		
	16a Legal fees (attach schedule) <u>SEE STMT 2</u>	2,000			2,000
	b Accounting fees (attach schedule) <u>STMT 3</u>	36,128	20,878		18,384
	c Other professional fees (attach schedule) <u>STMT 4</u>	574,461	565,461		9,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <u>STMT 5</u>	181,533	80,833		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	37,573	3,883		33,690
	21 Travel, conferences, and meetings	4,832	240		4,592
	22 Printing and publications	1,058	1,058		
	23 Other expenses (att. sch.) <u>STMT 6</u>	192,200	164,509		26,374
	24 Total operating and administrative expenses. Add lines 13 through 23	1,390,611	924,773	0	339,740
	25 Contributions, gifts, grants paid	5,134,750			3,779,750
26 Total expenses and disbursements. Add lines 24 and 25	6,525,361	924,773	0	4,119,490	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,587,733				
b Net investment income (if negative, enter -0-)		4,064,052			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2023)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash — non-interest-bearing	17,678	11,137	11,137
	2	Savings and temporary cash investments	9,399,280	9,897,346	9,897,346
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule)			
		Less: allowance for doubtful accounts	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	12,368	18,192	18,192
	10a	Investments — U.S. and state government obligations (attach schedule) STMT 7	9,370,339	6,984,350	6,984,350
	b	Investments — corporate stock (attach schedule) SEE STMT 8	24,852,087	23,834,053	23,834,053
	c	Investments — corporate bonds (attach schedule) SEE STMT 9	3,490,687	6,470,931	6,470,931
	11	Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach sch.)				
12	Investments — mortgage loans	1,579,235	2,006,448	2,006,448	
13	Investments — other (attach schedule) SEE STATEMENT 10	48,417,406	52,012,314	52,012,314	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach sch.)				
15	Other assets (describe SEE STATEMENT 11)	282,168	192,956	192,956	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	97,421,248	101,427,727	101,427,727	
Liabilities	17	Accounts payable and accrued expenses	52,038	53,443	
	18	Grants payable	1,240,000	1,755,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe SEE STATEMENT 12)	230,537	161,284	
23	Total liabilities (add lines 17 through 22)	1,522,575	1,969,727		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30. <input checked="" type="checkbox"/>				
	24	Net assets without donor restrictions	95,898,673	99,458,000	
	25	Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30. <input type="checkbox"/>				
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds			
29	Total net assets or fund balances (see instructions)	95,898,673	99,458,000		
30	Total liabilities and net assets/fund balances (see instructions)	97,421,248	101,427,727		

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 29 (must agree with end-of-year figure reported on prior year's return)	1 95,898,673
2	Enter amount from Part I, line 27a	2 -1,587,733
3	Other increases not included in line 2 (itemize) SEE STATEMENT 13	3 5,147,060
4	Add lines 1, 2, and 3	4 99,458,000
5	Decreases not included in line 2 (itemize)	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 29	6 99,458,000

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	PUBLICLY TRADED SECURITIES	P		
b	PASSTHROUGH CAPITAL LOSSES	P		
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 17,274,217		16,835,992	438,225	
b		391,601	-391,601	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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		
a			438,225	
b			-391,601	
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	46,624
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8.		3	46,624

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 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)	1	56,490
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) 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	56,490
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	56,490
6	Credits/Payments:		
a	2023 estimated tax payments and 2022 overpayment credited to 2023	6a	90,654
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	90,654
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	34,164
11	Enter the amount of line 10 to be: Credited to 2024 estimated tax 34,164 Refunded	11	

Part VI-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		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.		
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. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		X
If "Yes," attach the statement required by <i>General Instruction T</i> .		
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 XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? 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 2023 or the tax year beginning in 2023? See instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
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? Website address <u>WWW.BUTLERFAMILYFOUNDATION.ORG</u>	X	
14 The books are in care of <u>PATRICK & AIMEE BUTLER FAMILY</u> Telephone no. <u>651-222-2565</u> <u>2356 UNIVERSITY AVE W STE 420</u>		
Located at <u>ST. PAUL</u> MN 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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 _____		
16 At any time during calendar year 2023, 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 VI-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?		X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X	
(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)?		X
(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.)		X
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
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d 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 2023? N/A		
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 2023, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2023? If "Yes," list the years 20 , 20 , 20 , 20		X
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. 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		X
b If "Yes," did it have excess business holdings in 2023 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.) 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 2023?		X

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

	Yes	No
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))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d) (4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
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	
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT HYBBEN ST. PAUL 2356 UNIVERSITY AVE. W STE 420 MN 55114	CO-DIRECTOR 32.00	122,850	0	0
JOANNE PETERS ST. PAUL 2356 UNIVERSITY AVE. W STE 420 MN 55114	CO-DIRECTOR 32.00	122,850	0	0

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

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

3 Five highest-paid independent contractors for professional services. See instructions. 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	516,210
Total number of others receiving over \$50,000 for professional services		0

Part VIII-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 VIII-B Summary of Program-Related Investments (see instructions)

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.	
Total. Add lines 1 through 3	

Part IX 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	89,528,616
b	Average of monthly cash balances	1b	8,295,723
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	97,824,339
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	97,824,339
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	1,467,365
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	96,356,974
6	Minimum investment return. Enter 5% (0.05) of line 5	6	4,817,849

Part X 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 IX, line 6	1	4,817,849
2a	Tax on investment income for 2023 from Part V, line 5	2a	56,490
b	Income tax for 2023. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	56,490
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,761,359
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,761,359
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	4,761,359

Part XI Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	4,119,490
b	Program-related investments — total from Part VIII-B	1b	
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 XII, line 4	4	4,119,490

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				4,761,359
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2023:				
a From 2018				
b From 2019		212,861		
c From 2020		2,351,146		
d From 2021		1,875,081		
e From 2022				
f Total of lines 3a through e	4,439,088			
4 Qualifying distributions for 2023 from Part XI, line 4: \$ 4,119,490				
a Applied to 2022, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2023 distributable amount				4,119,490
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).)	641,869			641,869
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,797,219			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions				
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount — see instructions				
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				0
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)				
8 Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	3,797,219			
10 Analysis of line 9:				
a Excess from 2019				
b Excess from 2020		1,922,138		
c Excess from 2021		1,875,081		
d Excess from 2022				
e Excess from 2023				

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, 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) 2023	(b) 2022	(c) 2021	(d) 2020	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 23 of minimum investment return shown in Part IX, 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 XIV 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).)
N/A

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.
N/A

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. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:
SEE STATEMENT 15

b The form in which applications should be submitted and information and materials they should include:
SEE STATEMENT 16

c Any submission deadlines:
SEE STATEMENT 17

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE STATEMENT 18

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
180 DEGREES, INC. 1301 SEVENTH STREET EAST SAINT PAUL MN 55106	N/A	PC	BRITTANY'S PLACE	30,000
AGATE HOUSING & SERVICES 2309 NICOLLET AVENUE MINNEAPOLIS MN 55404	N/A	PC	TECHNOLOGY AND TRANSPORTATION UPGRAD	100,000
AGATE HOUSING & SERVICES 2309 NICOLLET AVENUE MINNEAPOLIS MN 55404	N/A	PC	GENERAL OPERATING SUPPORT	42,500
AIN DAH YUNG (OUR HOME) CENTER 1089 PORTLAND AVE SAINT PAUL MN 55104	N/A	PC	GENERAL OPERATING SUPPORT	35,000
AIN DAH YUNG (OUR HOME) CENTER 1089 PORTLAND AVE SAINT PAUL MN 55104	N/A	PC	GENERAL OPERATING SUPPORT	1,000
AMHERST H WILDER FOUNDATION 451 LEXINGTON PARKWAY N SAINT PAUL MN 55104	N/A	PC	FAMILY SUPPORTIVE HOUSING SERVICES	30,000
ASIAN WOMEN UNITED OF MINNESOTA PO BOX 6223 MINNEAPOLIS MN 55406	N/A	PC	GENERAL OPERATING SUPPORT	30,000
AVENUES FOR YOUTH 1708 OAK PARK AVENUE N MINNEAPOLIS MN 55411	N/A	PC	GENERAL OPERATING SUPPORT	47,500
AVIVO 1900 CHICAGO AVENUE MINNEAPOLIS MN 55404	N/A	PC	FAMILY INTENSIVE OUTPATIENT RECOVERY	30,000
AYADA LEADS 701 NORTH THIRD STREET, MINNEAPOLIS MN 55401	N/A	PC	DUMAR PROJECT	10,000
Total			3a	3,779,750
b Approved for future payment				
180 DEGREES, INC. 1301 SEVENTH STREET EAST SAINT PAUL MN 55106	N/A	PC	BRITTANY'S PLACE	30,000
AGATE HOUSING & SERVICES 2309 NICOLLET AVENUE MINNEAPOLIS MN 55404	N/A	PC	GENERAL OPERATING SUPPORT	42,500
AIN DAH YUNG (OUR HOME) CENTER 1089 PORTLAND AVE SAINT PAUL MN 55104	N/A	PC	GENERAL OPERATING SUPPORT	35,000
Total			3b	1,755,000

Part XV-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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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	4,727,867	
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			16		
8 Gain or (loss) from sales of assets other than inventory			18	46,624	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b <u>SEE STATEMENT 19</u>	52300	-52,183		215,320	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		-52,183		4,989,811	0
13 Total. Add line 12, columns (b), (d), and (e)			13	4,937,628	

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

Part XV-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 XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with columns Yes and No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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) (other than section 501(c)(3)) or in section 527? [] Yes [X] No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
May the IRS discuss this return with the preparer shown below? [X] Yes [] No
Signature of officer or trustee: PAT SIEVERT, Date: 10/21/24, Title: CHAIR/TREASURER
Paid Preparer Use Only: Print/Type preparer's name: PAT SIEVERT, Preparer's signature: PAT SIEVERT, Date: 10/21/24, Firm's name: BOYUM & BARENSCHEER PLLP, PTIN: P00223580, Firm's address: 3050 METRO DR STE 200 MINNEAPOLIS, MN 55425-1547, Firm's EIN: 41-6192096, Phone no.: 952-854-4244

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BREAKING FREE PO BOX 4366 SAINT PAUL MN 55104	N/A	PC	GENERAL OPERATING SUPPORT	50,000
CENTRO TYRONE GUZMAN 1915 CHICAGO AVENUE MINNEAPOLIS MN 55404	N/A	PC	GENERAL OPERATING SUPPORT	15,000
CLIMATE GENERATION 2801 21ST AVE SOUTH MINNEAPOLIS MN 55413	N/A	PC	GENERAL OPERATING SUPPORT	25,000
CLUES: COMUNIDADES LATINAS UNIDAS E 797 EAST SEVENTH STREET SAINT PAUL MN 55106	N/A	PC	CULTURALLY SPECIFIC EARLY CHILDHOOD	150,000
CLUES: COMUNIDADES LATINAS UNIDAS E 797 EAST SEVENTH STREET SAINT PAUL MN 55106	N/A	PC	CHEMICAL HEALTH PROGRAMS	25,000
COALITION AGAINST TRAFFICKING IN WO 121 WEST 27TH STREET NEW YORK NY 10001	N/A	PC	GENERAL OPERATING SUPPORT	40,000
COMMUNITY FOUNDATION OF NCW 9 S WENATCHEE AVENUE WENATCHEE WA 98801	N/A	PC	REGRANTING IN THE METHOW VALLEY	45,000
COMPAS 450 SYNDICATE STREET N SAINT PAUL MN 55104	N/A	PC	CYBERSECURITY EFFORTS	500
COMPAS 450 SYNDICATE STREET N SAINT PAUL MN 55104	N/A	PC	GENERAL OPERATING SUPPORT	1,000
CONNECTIONS TO INDEPENDENCE 310 EAST 38TH STREET MINNEAPOLIS MN 55409	N/A	PC	ORGANIZATIONAL CAPACITY BUILDING	15,000
Total			3a	
b Approved for future payment				
AMHERST H WILDER FOUNDATION 451 LEXINGTON PARKWAY N SAINT PAUL MN 55104	N/A	PC	FAMILY SUPPORTIVE HOUSING SERVICES	30,000
ASIAN WOMEN UNITED OF MINNESOTA PO BOX 6223 MINNEAPOLIS MN 55406	N/A	PC	GENERAL OPERATING SUPPORT	30,000
AVENUES FOR YOUTH 1708 OAK PARK AVENUE N MINNEAPOLIS MN 55411	N/A	PC	GENERAL OPERATING SUPPORT	47,500
Total			3b	

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> COOKIE CART 1119 WEST BROADWAY AVENUE N/A MINNEAPOLIS MN 55411		PC GENERAL OPERATING	SUPPORT	25,000
CRADLES TO CRAYONS CHICAGO 2500 WEST BRADLEY PLACE N/A CHICAGO IL 60618		PC GENERAL OPERATING	SUPPORT	15,000
DING DARLING WILDLIFE SOCIETY PO BOX 565 N/A SANIBEL FL 33957	HURRICANE IAN	PC RELIEF AND GENERAL OPE		35,000
DIVISION OF INDIAN WORK 1001 EAST LAKE STREET N/A MINNEAPOLIS MN 55407	FAMILY VIOLENCE	PC PREVENTION PROGRAM		20,000
DOMESTIC ABUSE PROJECT 1121 JACKSON STREET NE N/A MINNEAPOLIS MN 55413		PC GENERAL OPERATING	SUPPORT	50,000
EAST SIDE FREEDOM LIBRARY 1105 GREENBRIER STREET N/A SAINT PAUL MN 55106		PC GENERAL OPERATING	SUPPORT	15,000
EMMA NORTON SERVICES 2265 HILLCREST AVENUE N/A SAINT PAUL MN 55116		PC GENERAL OPERATING	SUPPORT	32,500
ENVIRONMENTAL INITIATIVE 807 BROADWAY STREET NE N/A MINNEAPOLIS MN 55413		PC GENERAL OPERATING	SUPPORT	15,000
ESPERANZA UNITED 540 FAIRVIEW AVENUE NORTH N/A SAINT PAUL MN 55104		PC GENERAL OPERATING	SUPPORT	42,500
FAMILY HOUSING FUND 310 FOURTH AVENUE S N/A MINNEAPOLIS MN 55415		PC GENERAL OPERATING	SUPPORT	50,000
Total			3a	
b <i>Approved for future payment</i> AVIVO 1900 CHICAGO AVENUE N/A MINNEAPOLIS MN 55404	FAMILY INTENSIVE	PC OUTPATIENT RECOVERY		30,000
BREAKING FREE PO BOX 4366 N/A SAINT PAUL MN 55104		PC GENERAL OPERATING	SUPPORT	50,000
CLUES: COMUNIDADES LATINAS UNIDAS E 797 EAST SEVENTH STREET N/A SAINT PAUL MN 55106		PC CHEMICAL HEALTH	PROGRAMS	25,000
Total			3b	

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FAMILYWISE SERVICES 3036 UNIVERSITY AVENUE SEN/A MINNEAPOLIS MN 55414		PC GENERAL OPERATING	SUPPORT	55,000
FAMILYWISE SERVICES 3036 UNIVERSITY AVENUE SEN/A MINNEAPOLIS MN 55414		PC CO-DESIGNING WITH FAMILIES	FOR BETTE	125,000
FILMNORTH 550 VANDALIA STREET SAINT PAUL MN 55114	N/A	PC CAPITAL	CAMPAIGN	50,000
FRIENDS OF THE MISSISSIPPI RIVER 106 WEST WATER STREET SAINT PAUL MN 55107	N/A	PC CYBERSECURITY	EFFORTS	500
FRIENDS OF THE MISSISSIPPI RIVER 106 WEST WATER STREET. SAINT PAUL MN 55107	N/A	PC OUR RIVER	CAMPAIGN	100,000
FROGTOWN GARDENS 941 LAFOND AVENUE, SUITE SAINT PAUL MN 55104	N/A	PC GENERAL OPERATING	SUPPORT	10,000
GIRLS ON THE RUN MINNESOTA 3433 BROADWAY STREET NE MINNEAPOLIS MN 55413	N/A	PC GENERAL OPERATING	SUPPORT	15,000
GIVEMN 200 SOUTHDALE CENTER EDINA MN 55435	N/A	PC	RAISEMN	20,000
GREATER MINNEAPOLIS CRISIS NURSERY 4544 FOURTH AVENUE SOUTH MINNEAPOLIS MN 55419	N/A	PC GENERAL OPERATING	SUPPORT	42,500
GREATER MINNESOTA HOUSING FUND 332 MINNESOTA STREET SAINT PAUL MN 55101	N/A	PC HEADING HOME	MINNESOTA FUNDERS COLLA	10,000
Total			3a	
b Approved for future payment				
COALITION AGAINST TRAFFICKING IN WO 2475 ECUMENICAL DRIVE NEW YORK NY 10001	N/A	PC GENERAL OPERATING	SUPPORT	40,000
DIVISION OF INDIAN WORK 1001 EAST LAKE STREET MINNEAPOLIS MN 55407	N/A	PC FAMILY VIOLENCE	PREVENTION PROGRAM	20,000
DOMESTIC ABUSE PROJECT 1121 JACKSON STREET NE MINNEAPOLIS MN 55413	N/A	PC GENERAL OPERATING	SUPPORT	50,000
Total			3b	

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> GROUNDWORKS COLLABORATIVE PO BOX 370 BRATTLEBORO VT 05302	N/A	PC GENERAL OPERATING	SUPPORT	18,750
HEADWATERS FOUNDATION FOR 2801 21ST AVENUE SOUTH MINNEAPOLIS MN 55407	JUSTICE N/A	PC GENERAL OPERATING	SUPPORT AND REGRAN	60,000
HEADWATERS FOUNDATION FOR 2801 21ST AVENUE SOUTH MINNEAPOLIS MN 55407	JUSTICE N/A	PC GENERAL OPERATING	SUPPORT	1,000
HMONG AMERICAN PARTNERSHIP 1075 ARCADE STREET SAINT PAUL MN 55106	N/A	PC CRITICAL SUPPLIES TO SUPPORT	ASCEND	15,000
HOPE COMMUNITY, INC. 611 EAST FRANKLIN AVENUE MINNEAPOLIS MN 55404	N/A	PC GENERAL OPERATING	SUPPORT	37,500
JEREMIAH PROGRAM 1510 LAUREL AVENUE MINNEAPOLIS MN 55403	N/A	PC GENERAL OPERATING	SUPPORT	42,500
KAREN ORGANIZATION OF MINNESOTA 2353 RICE STREET ROSEVILLE MN 55113	N/A	PC ORGANIZATIONAL CAPACITY	BUILDING	15,000
LA OPORTUNIDAD 2021 HENNEPIN AVENUE EAST MINNEAPOLIS MN 55413	N/A	PC LATINO FAMILIES BREAKING THE	CYCLE O	25,000
LUTHERAN SOCIAL SERVICE OF MINNESOTA 2485 COMO AVENUE SAINT PAUL MN 55108	N/A	PC METRO HOMELESS YOUTH	SERVICES	40,000
MARILLAC ST. VINCENT FAMILY SERVICE 2145 NORTH HALSTED STREET CHICAGO IL 60614	N/A	PC GENERAL OPERATING	SUPPORT	20,000
Total			3a	
b <i>Approved for future payment</i> EMMA NORTON SERVICES 2265 HILLCREST AVENUE SAINT PAUL MN 55116	N/A	PC GENERAL OPERATING	SUPPORT	32,500
ESPERANZA UNITED 540 FAIRVIEW AVENUE NORTH SAINT PAUL MN 55104	N/A	PC GENERAL OPERATING	SUPPORT	42,500
FAMILY HOUSING FUND 310 FOURTH AVENUE SOUTH MINNEAPOLIS MN 55415	N/A	PC GENERAL OPERATING	SUPPORT	50,000
Total			3b	

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
METHOW CONSERVANCY 414 RIVERSIDE AVENUE WINTHROP WA 98862	N/A	PC	GENERAL OPERATING SUPPORT	15,000
METHOW RECYCLES PO BOX 105712 TWISP WA 98856	N/A	PC	GENERAL OPERATING SUPPORT	5,000
METRO BLOOMS 3747 CEDAR AVENUE SOUTH MINNEAPOLIS MN 55407	N/A	PC	ENVIRONMENTAL JUSTICE ADVOCATE PROGR	6,000
MINNESOTA CENTER FOR BOOK ARTS 1011 WASHINGTON AVENUE S MINNEAPOLIS MN 55415	N/A	PC	CYBERSECURITY EFFORTS	500
MINNESOTA COUNCIL OF NONPROFITS 2314 UNIVERSITY AVENUE W SAINT PAUL MN 55114	N/A	PC	GENERAL OPERATING SUPPORT	50,000
MINNESOTA COUNCIL ON FOUNDATIONS 800 WASHINGTON AVENUE N MINNEAPOLIS MN 55401	N/A	PC	MEMBERSHIP	9,750
MINNESOTA ENVIRONMENTAL PARTNERSHIP 546 RICE STREET SAINT PAUL MN 55103	N/A	PC	GENERAL OPERATING SUPPORT	20,000
MINNESOTA RECOVERY CONNECTION 800 TRANSFER ROAD SAINT PAUL MN 55114	N/A	PC	GENERAL OPERATING SUPPORT	30,000
MINNESOTA ZOO FOUNDATION 13000 ZOO BOULEVARD APPLE VALLEY MN 55124	N/A	PC	TREE TOP TRAIL CAMPAIGN	40,000
MISERICORDIA FOUNDATION 6300 NORTH RIDGE CHICAGO IL 60660	N/A	PC	GENERAL OPERATING SUPPORT	25,000
Total			3a	
b Approved for future payment				
FAMILYWISE SERVICES 3036 UNIVERSITY AVENUE S MINNEAPOLIS MN 55414	N/A	PC	GENERAL OPERATING SUPPORT	55,000
GIVEMN 200 SOUTHDALE CENTER EDINA MN 55435	N/A	PC	RAISEMNM	20,000
GREATER MINNEAPOLIS CRISIS NURSERY 4544 FOURTH AVENUE SOUTH MINNEAPOLIS MN 55419	N/A	PC	GENERAL OPERATING SUPPORT	42,500
Total			3b	

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
MISSISSIPPI PARK CONNECTION 111 EAST KELLOGG BLVD SAINT PAUL MN 55101	N/A	PC	CYBERSECURITY EFFORTS	500
MODEL CITIES 839 UNIVERSITY AVENUE W SAINT PAUL MN 55104	N/A	PC	GENERAL OPERATING SUPPORT	30,000
NEIGHBORHOOD HOUSE 179 ROBIE STREET EAST SAINT PAUL MN 55107	N/A	PC	HOUSING STABILITY PROGRAM	35,000
NORTHLAND FOUNDATION 202 WEST SUPERIOR STREET DULUTH MN 55802	N/A	PC	GRANTMAKING FOR DOMESTIC VIOLENCE PR	50,000
ONE WORLD SURGERY 569 BROOKWOOD VILLAGE BIRMINGHAM AL 35209	N/A	PC	GENERAL OPERATING SUPPORT	20,000
PARKS & TRAILS COUNCIL OF MINNESOTA 275 EAST FOURTH STREET SAINT PAUL MN 55101	N/A	PC	CYBERSECURITY EFFORTS	500
PEOPLE SERVING PEOPLE CHARITIES, IN 614 THIRD STREET SOUTH MINNEAPOLIS MN 55415	N/A	PC	GENERAL OPERATING SUPPORT	32,500
PRIMARY INFORMATION 232 THIRD STREET BROOKLYN NY 11215	N/A	PC	GENERAL OPERATING SUPPORT	10,000
PROJECT FOR PRIDE IN LIVING, INC. 1035 EAST FRANKLIN AVE MINNEAPOLIS MN 55404	N/A	PC	EVALUATION CAPACITY BUILDING PROJECT	15,000
PROJECT FOR PRIDE IN LIVING, INC. 1035 EAST FRANKLIN AVE MINNEAPOLIS MN 55404	N/A	PC	GENERAL OPERATING SUPPORT	75,000
Total			3a	
b Approved for future payment				
HEADWATERS FOUNDATION FOR 2801 21ST AVENUE SOUTH MINNEAPOLIS MN 55407	JUSTICE N/A	PC	GENERAL OPERATING SUPPORT AND REGRAN	60,000
HOPE COMMUNITY, INC. 611 EAST FRANKLIN AVENUE MINNEAPOLIS MN 55404	N/A	PC	GENERAL OPERATING SUPPORT	37,500
JEREMIAH PROGRAM 1510 LAUREL AVENUE MINNEAPOLIS MN 55403	N/A	PC	GENERAL OPERATING SUPPORT	42,500
Total			3b	

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PROOF ALLIANCE 1876 MINNEHAHA AVENUE W SAINT PAUL MN 55104	N/A	PC	REACHING AND SUPPORTING WOMEN WITH A	20,000
PROPEL NONPROFITS ONE MAIN STREET SE MINNEAPOLIS MN 55414	N/A	PC	GENERAL OPERATING SUPPORT	60,000
ROOM ONE PO BOX 222 TWISP WA 98856	N/A	PC	GENERAL OPERATING SUPPORT	10,000
SAINT PAUL & RAMSEY COUNTY DOMESTIC 394 DAYTON AVENUE SAINT PAUL MN 55102	N/A	PC	BRIDGES TO SAFETY VICTIM SERVICE CEN	32,500
SAINT PAUL CONSERVATORY OF MUSIC 100 OXFORD STREET NORTH SAINT PAUL MN 55104	N/A	PC	CYBERSECURITY EFFORTS	500
SISTERS' CAMELOT PO BOX 7058 MINNEAPOLIS MN 55407	N/A	PC	GENERAL OPERATING SUPPORT	10,000
SOLID GROUND 3521 CENTURY AVENUE NORTH WHITE BEAR LAKE MN 55110	N/A	PC	FACILITY IMPROVEMENTS AT EAST METRO	100,000
SOLID GROUND 3521 CENTURY AVENUE NORTH WHITE BEAR LAKE MN 55110	N/A	PC	GENERAL OPERATING SUPPORT	42,500
SPRINGBOARD FOR THE ARTS 262 UNIVERSITY AVENUE W SAINT PAUL MN 55103	N/A	PC	CYBERSECURITY EFFORTS	500
TECH IMPACT 100 NORTH 18TH STREET PHILADELPHIA PA 19103	N/A	PC	NONPROFIT CYBERSECURITY TRAINING	15,500
Total			3a	
b Approved for future payment				
LA OPORTUNIDAD 2021 HENNEPIN AVENUE EAST MINNEAPOLIS MN 55413	N/A	PC	LATINO FAMILIES BREAKING THE CYCLE O	25,000
LUTHERAN SOCIAL SERVICE OF MINNESOTA 2485 COMO AVENUE SAINT PAUL MN 55108	N/A	PC	METRO HOMELESS YOUTH SERVICES	40,000
MINNESOTA COUNCIL OF NONPROFITS 2314 UNIVERSITY AVENUE W SAINT PAUL MN 55114	N/A	PC	GENERAL OPERATING SUPPORT	50,000
Total			3b	

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
TEXTILE CENTER OF MINNESOTA 3000 UNIVERSITY AVENUE SEN/A MINNEAPOLIS MN 55414		PC	CYBERSECURITY	500
THE AMERICAN IRELAND FUND 10 POST OFFICE SQUARE BOSTON MA 02109	N/A	PC	GENERAL OPERATING SUPPORT	20,000
THE BRIDGE FOR YOUTH, INC. 1111 WEST 22ND STREET MINNEAPOLIS MN 55405	N/A	PC	GENERAL OPERATING SUPPORT	50,000
THE FAMILY PARTNERSHIP 1527 EAST LAKE STREET MINNEAPOLIS MN 55407	N/A	PC	PRIDE PROGRAM	45,000
THE FAMILY PARTNERSHIP 1527 EAST LAKE STREET MINNEAPOLIS MN 55407	N/A	PC	GENERAL OPERATING SUPPORT	1,000
THE FOOD GROUP 8501 54TH AVENUE NORTH NEW HOPE MN 55428	N/A	PC	GENERAL OPERATING SUPPORT	30,000
THE FRIENDS OF THE SAINT PAUL PUBLI 332 MINNESOTA STREET SAINT PAUL MN 55101	N/A	PC	EARLY LEARNING PROGRAMS	15,000
THE LINK 1210 GLENWOOD AVENUE MINNEAPOLIS MN 55405	N/A	PC	SAFE HARBOR PROGRAMS	30,000
THE SCHUBERT CLUB 75 WEST FIFTH STREET LANIN/A SAINT PAUL MN 55102	N/A	PC	CYBERSECURITY EFFORTS	500
THE TRUST FOR PUBLIC LAND 2610 UNIVERSITY AVENUE W N/A SAINT PAUL MN 55114	N/A	PC	CREATING A COMMUNITY SCHOOLYARD FOR	100,000
Total			3a	
b Approved for future payment				
MINNESOTA RECOVERY CONNECTION 800 TRANSFER ROAD SUITE N/A SAINT PAUL MN 55114	N/A	PC	GENERAL OPERATING SUPPORT	30,000
MODEL CITIES 839 UNIVERSITY AVENUE W N/A SAINT PAUL MN 55104	N/A	PC	GENERAL OPERATING SUPPORT	30,000
NEIGHBORHOOD HOUSE 179 ROBIE STREET EAST N/A SAINT PAUL MN 55107	N/A	PC	HOUSING STABILITY PROGRAM	35,000
Total			3b	

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
TRANSFORMING GENERATIONS 2356 UNIVERSITY AVENUE W SAINT PAUL MN 55114	N/A	PC	ORGANIZATIONAL CAPACITY BUILDING	15,000
TUBMAN 4432 CHICAGO AVENUE SOUTH MINNEAPOLIS MN 55407	N/A	PC	GENERAL OPERATING SUPPORT	50,000
TUBMAN 4432 CHICAGO AVENUE SOUTH MINNEAPOLIS MN 55407	N/A	PC	GREAT DREAMS CAMPAIGN	125,000
TWIN CITIES HABITAT FOR HUMANITY, I 1954 UNIVERSITY AVENUE W SAINT PAUL MN 55104	N/A	PC	GENERAL OPERATING SUPPORT	70,000
VALLEY OUTREACH 1911 CURVE CREST BLVD STILLWATER MN 55082	N/A	PC	GENERAL OPERATING SUPPORT	25,000
VERMONT COMMUNITY FOUNDATION 3 COURT STREET MIDDLEBURY VT 05753	N/A	PC	CLOSING THE OPPORTUNITY GAP FUND	18,750
VERMONT FOODBANK 33 PARKER ROAD BARRE VT 05641	N/A	PC	GENERAL OPERATING SUPPORT	18,750
WAYSIDE RECOVERY CENTER 3705 PARK CENTER BLVD SAINT LOUIS PARK MN 55416	N/A	PC	GENERAL OPERATING SUPPORT	35,000
WILD RIVERS CONSERVANCY 1015 NORTH CASCADE STREET OSCEOLA WI 54020	N/A	PC	GENERAL OPERATING SUPPORT	10,000
WILDERNESS INQUIRY 1611 COUNTY ROAD B WEST SAINT PAUL MN 55113	N/A	PC	GENERAL OPERATING SUPPORT	75,000
Total				3a
b Approved for future payment				
NORTHLAND FOUNDATION 202 WEST SUPERIOR STREET DULUTH MN 55802	N/A	PC	GRANTMAKING FOR DOMESTIC VIOLENCE PR	50,000
PEOPLE SERVING PEOPLE CHARITIES, IN 614 THIRD STREET SOUTH MINNEAPOLIS MN 55415	N/A	PC	GENERAL OPERATING SUPPORT	32,500
PROJECT FOR PRIDE IN LIVING, INC. 1035 EAST FRANKLIN AVE MINNEAPOLIS MN 55404	N/A	PC	GENERAL OPERATING SUPPORT	75,000
Total				3b

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
WOMEN'S ADVOCATES PO BOX 4039 SAINT PAUL MN 55104	N/A	PC GENERAL OPERATING	SUPPORT	30,000
WOMEN'S FOUNDATION OF MINNESOTA 105 FIFTH AVENUE SOUTH MINNEAPOLIS MN 55401	N/A	PC GENERAL OPERATING	SUPPORT AND REGRAN	80,000
WOMEN'S FREEDOM CENTER PO BOX 933 BRATTLEBORO VT 05302	N/A	PC GENERAL OPERATING	SUPPORT	18,750
YOUTHLINK 41 NORTH 12TH STREET MINNEAPOLIS MN 55403	N/A	PC GENERAL OPERATING	SUPPORT	30,000
CATHOLIC CHARITIES- ST. PAUL & MPLS 1007 EAST 14TH STREET MINNEAPOLIS MN 55404	N/A	PC GENERAL OPERATING	SUPPORT	50,000
COLLEGEVILLE INSTITUTE 2475 ECUMENICAL DRIVE COLLEGEVILLE MN 56321	N/A	PC GENERAL OPERATING	SUPPORT	50,000
HAZELDEN BETTY FORD FOUNDATION PO BOX 11 CENTER CITY MN 55012	N/A	PC GENERAL OPERATING	SUPPORT	50,000
MINNEAPOLIS INSTITUTE OF ART 2400 THIRD AVENUE SOUTH MINNEAPOLIS MN 55404	N/A	PC GENERAL OPERATING	SUPPORT	50,000
MINNESOTA HISTORICAL SOCIETY 345 KELLOGG BLVD WEST SAINT PAUL MN 55102	N/A	PC GENERAL OPERATING	SUPPORT	50,000
RAMSEY COUNTY HISTORICAL SOCIETY 75 WEST FIFTH STREET SAINT PAUL MN 55102	N/A	PC GENERAL OPERATING	SUPPORT	50,000
Total			3a	
b Approved for future payment				
PROOF ALLIANCE 1876 MINNEHAHA AVENUE W SAINT PAUL MN 55104	N/A	PC REACHING AND	SUPPORTING WOMEN WITH A	20,000
PROPEL NONPROFITS ONE MAIN STREET SE MINNEAPOLIS MN 55414	N/A	PC GENERAL OPERATING	SUPPORT	60,000
SAINT PAUL & RAMSEY COUNTY DOMESTIC 394 DAYTON AVENUE SAINT PAUL MN 55102	N/A	PC BRIDGES TO SAFETY	VICTIM SERVICE CEN	32,500
Total			3b	

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
THE TRUSTEES OF RESERVATIONS 200 HIGH STREET BOSTON MA 02110	N/A	PC GENERAL OPERATING	SUPPORT	50,000
WORCESTER ART MUSEUM 55 SALISBURY STREET WORCESTER MA 01609	N/A	PC GENERAL OPERATING	SUPPORT	50,000
Total				3a
b <i>Approved for future payment</i>				
SOLID GROUND 3521 CENTURY AVENUE NORTH WHITE BEAR LAKE MN 55110	N/A	PC GENERAL OPERATING	SUPPORT	42,500
THE BRIDGE FOR YOUTH, INC. 1111 WEST 22ND STREET MINNEAPOLIS MN 55405	N/A	PC GENERAL OPERATING	SUPPORT	50,000
THE FAMILY PARTNERSHIP 1527 EAST LAKE STREET MINNEAPOLIS MN 55407	N/A	PC	PRIDE PROGRAM	45,000
Total				3b

Part XIV 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
<p>a Paid during the year N/A</p>				
Total				3a
<p>b Approved for future payment THE LINK 1210 GLENWOOD AVENUE MINNEAPOLIS MN 55405 TUBMAN 4432 CHICAGO AVENUE SOUTH MINNEAPOLIS MN 55407 TWIN CITIES HABITAT FOR HUMANITY, I 1954 UNIVERSITY AVENUE W SAINT PAUL MN 55104</p>	<p>N/A N/A N/A</p>	<p>PC PC PC</p>	<p>SAFE HARBOR PROGRAMS GENERAL OPERATING SUPPORT GENERAL OPERATING SUPPORT</p>	<p>30,000 50,000 70,000</p>
Total				3b

Part XIV 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
<p>a <i>Paid during the year</i> N/A</p>				
Total				3a
<p>b <i>Approved for future payment</i> WAYSIDE RECOVERY CENTER 3705 PARK CENTER BOULEVA SAINT LOUIS PARK MN 55416 WOMEN'S ADVOCATES PO BOX 4039 SAINT PAUL MN 55104 WOMEN'S FOUNDATION OF MINNESOTA 105 FIFTH AVENUE SOUTH MINNEAPOLIS MN 55401</p>	<p>N/A N/A N/A</p>	<p>PC GENERAL OPERATING SUPPORT PC GENERAL OPERATING SUPPORT PC GENERAL OPERATING SUPPORT AND REGRAN</p>	<p>SUPPORT SUPPORT SUPPORT AND REGRAN</p>	<p>35,000 30,000 80,000</p>
Total				3b

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> N/A				
Total				3a
b <i>Approved for future payment</i> YOUTHLINK 41 NORTH 12TH STREET MINNEAPOLIS MN 55403	N/A	PC	GENERAL OPERATING SUPPORT	30,000
Total				3b

342213 Patrick and Aimee Butler Family
 41-6009902
 FYE: 12/31/2023

Federal Statements

Public Inspection Copy

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
LITIGATION SETTLEMENT	\$ 12,705	\$ 12,705	\$
PASSTHROUGH TAX EXEMPT INCOME	986		
PASSTHROUGH OTHER INCOME	201,629	201,629	
PASSTHROUGH OTHER UBI INCOME	271		
PASSTHROUGH ORDINARY INC. UBI	-52,454		
TOTAL	\$ 163,137	\$ 214,334	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 2,000	\$	\$	\$ 2,000
TOTAL	\$ 2,000	\$ 0	\$ 0	\$ 2,000

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING SERVICES	\$ 36,128	\$ 20,878	\$	\$ 18,384
TOTAL	\$ 36,128	\$ 20,878	\$ 0	\$ 18,384

342213 Patrick and Aimee Butler Family
 41-6009902
 FYE: 12/31/2023

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
CONSULTANTS	\$ 9,000	\$	\$	\$ 9,000
INVESTMENT FEES	565,461	565,461		
TOTAL	<u>574,461</u>	<u>565,461</u>	<u>0</u>	<u>9,000</u>

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX PAID	\$ 80,833	\$ 80,833	\$	\$
FEDERAL EXCISE TAX	100,700			
TOTAL	<u>181,533</u>	<u>80,833</u>	<u>0</u>	<u>0</u>

342213 Patrick and Aimee Butler Family
 41-6009902
 FYE: 12/31/2023

Federal Statements

Public Inspection Copy

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$	\$	\$	\$
EXPENSES				
INSURANCE	7,020	5,816		1,204
SUBSCRIPTIONS & PUBLICATIONS	6,858	1,340		5,518
ADMINISTRATIVE	5,536	400		5,136
GRANT MANAGEMENT SOFTWARE	4,893			4,893
OFFICE EXPENSES	3,127	281		2,846
MEMBERSHIP AND ASSOCIATION EX	3,000	429		2,571
OFFICE EQUIPMENT	1,935			1,935
TELEPHONE	1,843	147		1,696
MISCELLANEOUS	634	634		
OTHER PASSTHROUGH DEDUCTIONS	155,174	155,174		
PASS THROUGH TAX EXEMPT DEDUC	1,317			
INTERNET SERVICES	863	288		575
TOTAL	\$ 192,200	\$ 164,509	\$ 0	\$ 26,374

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
MUNICIPAL BONDS-TAXABLE-SEE ATTACHED	4,116,246	2,684,252	MARKET	2,684,252
AGENCY MORTGAGE-BACKED SEC.-SEE ATTA	1,556,406	1,687,431	MARKET	1,687,431
AGENCY POOLS-SEE ATTACHED SCH.	1,512,711	2,052,832	MARKET	2,052,832
US TREASURY BONDS & NTS-SEE ATTACHED	2,059,824	453,632	MARKET	453,632
MUNICIPAL BONDS-TAX EXEMPT-SEE ATTAC	125,152	106,203	MARKET	106,203
TOTAL	\$ 9,370,339	\$ 6,984,350		\$ 6,984,350

342213 Patrick and Aimee Butler Family
 41-6009902
 FYE: 12/31/2023

Federal Statements

Public Inspection Copy

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
COMMON STOCKS -SEE ATTACHED SC	\$ 24,750,377	\$ 23,833,693	MARKET	\$ 23,833,693
HANSEN ENGINE CORPORATION-7,200 SHAR	360	360	MARKET	360
PREFERRED STOCKS-SEE ATTACHED SCH.	101,350		MARKET	
TOTAL	\$ 24,852,087	\$ 23,834,053		\$ 23,834,053

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS AND NOTES-SEE ATTACH	\$ 2,840,537	\$ 4,238,710	MARKET	\$ 4,238,710
MUTUAL BOND FUNDS-SEE ATTACHED SCH.	650,150	2,232,221	MARKET	2,232,221
TOTAL	\$ 3,490,687	\$ 6,470,931		\$ 6,470,931

342213 Patrick and Aimee Butler Family
 41-6009902
 FYE: 12/31/2023

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NORTH HAVEN OFFSHORE INFRASTRUCTURE	\$ 458,973	\$ 485,927	MARKET	\$ 485,927
NORTH HAVEN REAL ESTATE FUND VII OFF	24,763	25,820	MARKET	25,820
GATEWAY PARTNERSHIP	431,075	431,075	MARKET	431,075
MONDRAIN ALL WORLD EX-US EQUITY FD	22,970,029	21,956,157	MARKET	21,956,157
NORTHSTAR MEZZANINE PARTNERS VI, LP	979,960	886,132	MARKET	886,132
NORTH HAVEN REAL ESTATE FUND VIII GL	742,004	452,711	MARKET	452,711
WASTEWATER OPPORTUNITY FUND, LLC	978,702	1,005,022	MARKET	1,005,022
TEMPLETON GLOBAL	3,049,299	3,045,040	MARKET	3,045,040
VANGAURD SMALL CAP INDEX	13,535,607	10,490,372	MARKET	10,490,372
NORTHSTAR MEZZANINE VII LP	2,647,391	2,528,702	MARKET	2,528,702
NORTH HAVEN INFRASTRUCTURE PARTNERS	2,252,595	2,397,557	MARKET	2,397,557
COLLECTIVE BALANCED FUNDS	72,534	151,470	MARKET	151,470
BLACKROCK CREDIT ALLOCATION INCOME	75,750	180,600	MARKET	180,600
BLACKROCK ENHANCED GOVERNMENT FUND	54,325	36,835	MARKET	36,835
NUVEEN AMT-FREE MUNICIPAL INCOME	144,399	192,500	MARKET	192,500
VANGUARD TOTAL INTERNATIONAL STOCK		7,623,784	MARKET	7,623,784
WESTERN ASSET PREMIER BD FD		82,080	MARKET	82,080
NUBEEN PENNSYLVANIA QUALITY MUNIC		40,530	MARKET	40,530
TOTAL	\$ 48,417,406	\$ 52,012,314		\$ 52,012,314

342213 Patrick and Aimee Butler Family

41-6009902

Federal Statements

FYE: 12/31/2023

Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
FEDERAL EXCISE TAX RECEIVABLE	\$ 90,654	\$ 34,156	\$ 34,156
ROU ASSETS	191,514	158,800	158,800
TOTAL	\$ 282,168	\$ 192,956	\$ 192,956

Statement 12 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
LEASE LIABILITIES	\$ 193,111	\$ 161,284
UNRELATED BUSINESS TAX PAYABLE	37,426	
TOTAL	\$ 230,537	\$ 161,284

Statement 13 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAINS	\$ 5,126,643
CHANGE IN UBI PAYABLE	20,417
TOTAL	\$ 5,147,060

342213 Patrick and Aimee Butler Family
 41-6009902
 FYE: 12/31/2023

Federal Statements

Statement 14 - Form 990-PF, Part VII, Line 1 - List of Officers, Directors, Trustees, Etc.

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
JOHN K. BUTLER 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL MN 55114	CHAIR/TREASU	22.00	81,000	0	0
BRIDGET O'BRIEN 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL MN 55114	VICE CHAIR	2.00	0	0	0
MADELINE BUTLER 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL MN 55114	SECRETARY	2.00	0	0	0
PAUL BUTLER 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL MN 55114	TRUSTEE	2.00	0	0	0
ANDREW LEFEVOUR 2356 UNIVERSITY AVE. W, SUITE 420 ST PAUL MN 55114	TRUSTEE	2.00	0	0	0
KATHLEEN LEFEVOUR 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
TEMPLE PETERSON 2356 UNIVERSITY AVE. W. STE 420 ST PAUL MN 55114	TRUSTEE	2.00	0	0	0
SARA ROTTUNDA 2356 UNIVERSITY AVE. W STE 420 ST PAUL MN 55114	TRUSTEE	2.00	0	0	0

342213 Patrick and Aimee Butler Family

41-6009902

FYE: 12/31/2023

Federal Statements

Statement 15 - Form 990-PF, Part XIV, Line 2a - Name, Address and Email for Applications

Description

ROBERT HYBBEN, FOUNDATION CO-DIRECT 651-222-2565
2356 UNIVERSITY AVENUE W, SUITE 420 ST PAUL MN 55114
ROBERTH@BUTLERFAMILYFOUNDATION.ORG

Statement 16 - Form 990-PF, Part XIV, Line 2b - Application Format and Required Contents

Description

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

Statement 17 - Form 990-PF, Part XIV, Line 2c - Submission Deadlines

Description

APRIL 15, 2023 - COMMUNITY GRANTS, - APR 1-JUN 1, 2023 -
INVITED GRANTS (ALL MUST BE ELECTRONIC).

Statement 18 - Form 990-PF, Part XIV, Line 2d - Award Restrictions or Limitations

Description

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.

342213 Patrick and Aimee Butler Family

41-6009902

FYE: 12/31/2023

Federal Statements

Statement 19 - Form 990-PF, Part XV-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
LITIGATION SETTLEMENT		\$	1	\$ 12,705	\$
PASSTHROUGH TAX EXEMPT INCO			1	986	
PASSTHROUGH OTHER INCOME			1	201,629	
PASSTHROUGH OTHER UBI INCOM	523000	271	3		
PASSTHROUGH ORDINARY INC. U	523000	-52,454	1		
TOTAL		<u>\$ -52,183</u>		<u>\$ 215,320</u>	<u>\$ 0</u>

Form **990-T**

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No. 1545-0047

2023

Department of the Treasury
Internal Revenue Service

For calendar year 2023 or other tax year beginning and ending

Go to www.irs.gov/Form990T for instructions and the latest information.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Open to Public Inspection
for 501(c)(3)
Organizations Only

A <input type="checkbox"/> Check box if address changed. B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a) <input type="checkbox"/> 529A	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) Print or Type PATRICK AND AIMEE BUTLER FAMILY Number, street, and room or suite no. If a P.O. box, see instructions. 2356 UNIVERSITY AVENUE W, SUITE 420 City or town, state or province, country, and ZIP or foreign postal code ST PAUL MN 55114 C Book value of all assets at end of year 101,427,727	D Employer identification number 41-6009902 E Group exemption number (see instructions) F <input type="checkbox"/> Check box if an amended return.
G Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust <input type="checkbox"/> State college/university <input type="checkbox"/> 6417(d)(1)(A) Applicable entity		
H Check if filing only to claim <input type="checkbox"/> Credit from Form 8941 <input type="checkbox"/> Refund shown on Form 2439 <input type="checkbox"/> Elective payment amount from Form 3800		
I Check if a 501(c)(3) organization filing a consolidated return with a 501(c)(2) titleholding corporation <input type="checkbox"/>		
J Enter the number of attached Schedules A (Form 990-T) 1		
K During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," enter the name and identifying number of the parent corporation		
L The books are in care of PATRICK & AIMEE BUTLER FA Telephone number 651-222-2565		

Part I Total Unrelated Business Taxable Income		
1	Total of unrelated business taxable income computed from all unrelated trades or businesses (see instructions)	0
2	Reserved	
3	Add lines 1 and 2	
4	Charitable contributions (see instructions for limitation rules)	
5	Total unrelated business taxable income before net operating losses. Subtract line 4 from line 3	
6	Deduction for net operating loss. See instructions	0
7	Total of unrelated business taxable income before specific deduction and section 199A deduction. Subtract line 6 from line 5	0
8	Specific deduction (generally \$1,000, but see instructions for exceptions)	1,000
9	Trusts. Section 199A deduction. See instructions	
10	Total deductions. Add lines 8 and 9	1,000
11	Unrelated business taxable income. Subtract line 10 from line 7. If line 10 is greater than line 7, enter zero	0

Part II Tax Computation		
1	Organizations taxable as corporations. Multiply Part I, line 11 by 21% (0.21)	0
2	Trusts taxable at trust rates. See instructions for tax computation. Income tax on the amount on Part I, line 11 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	0
3	Proxy tax. See instructions	
4	Other tax amounts. See instructions	
5	Alternative minimum tax	
6	Tax on noncompliant facility income. See instructions	
7	Total. Add lines 3 through 6 to line 1 or 2, whichever applies	0

Part III Tax and Payments		
1a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	1a	
	1b	
	1c	
	1d	
	1e	
2	Subtract line 1e from Part II, line 7	
3a Amount due from Form 4255	3a	
	3b	
	3c	
	3d	
	3e	
f	Total amounts due. Add lines 3a through 3e	
4	Total tax. Add lines 2 and 3f (see instructions) <input type="checkbox"/> Check if includes tax previously deferred under section 1294. Enter tax amount here	0
5	Current net 965 tax liability paid from Form 965-A, Part II, column (k)	

For Paperwork Reduction Act Notice, see instructions.

Part III Tax and Payments (continued)

Table with 11 rows (6a-6j, 7-11) and 3 columns. Rows include: 6a Payments: Preceding year's overpayment credited to the current year; 6b Current year's estimated tax payments; 6c Tax deposited with Form 8868; 6d Foreign organizations; 6e Backup withholding; 6f Credit for small employer health insurance premiums; 6g Elective payment election amount from Form 3800; 6h Payment from Form 2439; 6i Credit from Form 4136; 6j Other; 7 Total payments; 8 Estimated tax penalty; 9 Tax due; 10 Overpayment; 11 Enter the amount of line 10 you want: Credited to 2024 estimated tax, Refunded.

Part IV Statements Regarding Certain Activities and Other Information (see instructions)

Table with 5 main rows and 2 sub-rows (6a, 6b). Columns include: Question text, Yes, No. Questions cover: 1. Foreign country authority; 2. Foreign trust; 3. Tax-exempt interest; 4. Pre-2018 NOL carryovers; 5. Post-2017 NOL carryovers. Sub-rows 6a and 6b are reserved for future use.

Part V Supplemental Information

Provide any additional information. See instructions.

Sign Here section containing a declaration: "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." Includes a signature line for CHAIR/TREASURER and a box asking "May the IRS discuss this return with the preparer shown below (see instructions)?" with Yes/No options.

Paid Preparer Use Only section containing fields for: Print/Type preparer's name (PAT SIEVERT), Preparer's signature (PAT SIEVERT), Date (10/21/24), Check self-employed if (), PTIN (P00223580), Firm's name (BOYUM & BARENSCHEER PLLP), Firm's EIN (41-6192096), Firm's address (3050 METRO DR STE 200 MINNEAPOLIS, MN 55425-1547), and Phone no. (952-854-4244).

**SCHEDULE A
(Form 990-T)**

**Unrelated Business Taxable Income
From an Unrelated Trade or Business**

OMB No. 1545-0047

2023

Department of the Treasury
Internal Revenue Service

Go to www.irs.gov/Form990T for instructions and the latest information.

Open to Public Inspection for
501(c)(3) Organizations Only

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

A Name of the organization PATRICK AND AIMEE BUTLER FAMILY	B Employer identification number 41-6009902
C Unrelated business activity code (see instructions) 523000	D Sequence: 1 of 1

E Describe the unrelated trade or business PASSTHROUGH UBI

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales			
b Less returns and allowances c Balance	1c		
2 Cost of goods sold (Part III, line 8)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4a Capital gain net income (attach Sch D (Form 1041 or Form 1120)). See instructions	4a		
b Net gain (loss) (Form 4797) (attach Form 4797). See instructions	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from a partnership or an S corporation (attach statement) SEE STMT 1	5 -52,454		-52,454
6 Rent income (Part IV)	6		
7 Unrelated debt-financed income (Part V)	7		
8 Interest, annuities, royalties, and rents from a controlled organization (Part VI)	8		
9 Investment income of section 501(c)(7), (9), or (17) organizations (Part VII)	9		
10 Exploited exempt activity income (Part VIII)	10		
11 Advertising income (Part IX)	11		
12 Other income (see instructions; attach statement) SEE STMT 2	12 271		271
13 Total. Combine lines 3 through 12	13 -52,183		-52,183

Part II Deductions Not Taken Elsewhere See instructions for limitations on deductions. Deductions must be directly connected with the unrelated business income	1	2	3	4	5	6	7	8a	8b	9	10	11	12	13	14	15	16	17	18		
1 Compensation of officers, directors, and trustees (Part X)																					
2 Salaries and wages																					
3 Repairs and maintenance																					
4 Bad debts																					
5 Interest (attach statement). See instructions																					
6 Taxes and licenses																					
7 Depreciation (attach Form 4562). See instructions																					
8 Less depreciation claimed in Part III and elsewhere on return																				0	
9 Depletion																					
10 Contributions to deferred compensation plans																					
11 Employee benefit programs																					
12 Excess exempt expenses (Part VIII)																					
13 Excess readership costs (Part IX)																					
14 Other deductions (attach statement)																					
15 Total deductions. Add lines 1 through 14																					
16 Unrelated business income before net operating loss deduction. Subtract line 15 from Part I, line 13, column (C)																				-52,183	
17 Deduction for net operating loss. See instructions																					
18 Unrelated business taxable income. Subtract line 17 from line 16																					-52,183

For Paperwork Reduction Act Notice, see instructions.

Schedule A (Form 990-T) 2023

Part III Cost of Goods Sold

Enter method of inventory valuation

1	Inventory at beginning of year	1
2	Purchases	2
3	Cost of labor	3
4	Additional section 263A costs (attach statement)	4
5	Other costs (attach statement)	5
6	Total. Add lines 1 through 5	6
7	Inventory at end of year	7
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and in Part I, line 2	8
9	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	<input type="checkbox"/> Yes <input type="checkbox"/> No

Part IV Rent Income (From Real Property and Personal Property Leased with Real Property)

1 Description of property (property street address, city, state, ZIP code). Check if a dual-use. See instructions.

A	<input type="checkbox"/>				
B	<input type="checkbox"/>				
C	<input type="checkbox"/>				
D	<input type="checkbox"/>				

	A	B	C	D
2 Rent received or accrued				
a From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)				
b From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)				
c Total rents received or accrued by property. Add lines 2a and 2b, columns A through D				
3 Total rents received or accrued. Add line 2c, columns A through D. Enter here and on Part I, line 6, column (A)				
4 Deductions directly connected with the income in lines 2a and 2b (attach statement)				
5 Total deductions. Add line 4, columns A through D. Enter here and on Part I, line 6, column (B)				

Part V Unrelated Debt-Financed Income (see instructions)

1 Description of debt-financed property (street address, city, state, ZIP code). Check if a dual-use. See instructions.

A	<input type="checkbox"/>				
B	<input type="checkbox"/>				
C	<input type="checkbox"/>				
D	<input type="checkbox"/>				

	A	B	C	D
2 Gross income from or allocable to debt-financed property				
3 Deductions directly connected with or allocable to debt-financed property				
a Straight line depreciation (attach statement)				
b Other deductions (attach statement)				
c Total deductions (add lines 3a and 3b, columns A through D)				
4 Amount of average acquisition debt on or allocable to debt-financed property (attach statement)				
5 Average adjusted basis of or allocable to debt-financed property (attach statement)				
6 Divide line 4 by line 5	%	%	%	%
7 Gross income reportable. Multiply line 2 by line 6				
8 Total gross income (add line 7, columns A through D). Enter here and on Part I, line 7, column (A)				
9 Allocable deductions. Multiply line 3c by line 6				
10 Total allocable deductions. Add line 9, columns A through D. Enter here and on Part I, line 7, column (B)				
11 Total dividends — received deductions included in line 10				

Part VI Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organization			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

			Add columns 5 and 10. Enter here and on Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on Part I, line 8, column (B).
--	--	--	---	---

Totals

Part VII Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (add columns 3 and 4)
(1)				
(2)				
(3)				
(4)				

	Add amounts in column 2. Enter here and on Part I, line 9, column (A).			Add amounts in column 5. Enter here and on Part I, line 9, column (B).
--	--	--	--	--

Totals

Part VIII Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1 Description of exploited activity:	
2 Gross unrelated business income from trade or business. Enter here and on Part I, line 10, column (A)	2
3 Expenses directly connected with production of unrelated business income. Enter here and on Part I, line 10, column (B)	3
4 Net income (loss) from unrelated trade or business. Subtract line 3 from line 2. If a gain, complete lines 5 through 7	4
5 Gross income from activity that is not unrelated business income	5
6 Expenses attributable to income entered on line 5	6
7 Excess exempt expenses. Subtract line 5 from line 6, but do not enter more than the amount on line 4. Enter here and on Part II, line 12	7

Part IX Advertising Income

1 Name(s) of periodical(s). Check box if reporting two or more periodicals on a consolidated basis.

- A
- B
- C
- D

Enter amounts for each periodical listed above in the corresponding column.

	A	B	C	D
2 Gross advertising income				

a Add columns A through D. Enter here and on Part I, line 11, column (A)

3 Direct advertising costs by periodical				
---	--	--	--	--

a Add columns A through D. Enter here and on Part I, line 11, column (B)

4 Advertising gain (loss). Subtract line 3 from line 2. For any column in line 4 showing a gain, complete lines 5 through 8. For any column in line 4 showing a loss or zero, do not complete lines 5 through 7, and enter -0- on line 8				
---	--	--	--	--

5 Readership costs				
---------------------------------	--	--	--	--

6 Circulation income				
-----------------------------------	--	--	--	--

7 Excess readership costs. If line 6 is less than line 5, subtract line 6 from line 5. If line 5 is less than line 6, enter -0-				
--	--	--	--	--

8 Excess readership costs allowed as a deduction. For each column showing a gain on line 4, enter the lesser of line 4 or line 7				
---	--	--	--	--

a Add line 8, columns A through D. Enter the greater of the line 8a, columns total or -0- here and on Part II, line 13

Part X Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percentage of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on Part II, line 1			

Part XI Supplemental Information (see instructions)

.....

.....

.....

.....

.....

.....

.....

342213 Patrick and Aimee Butler Family

41-6009902

FYE: 12/31/2023

Federal Statements

Passthrough UBI

Statement 1 - Schedule A (990T), Part I, Line 5 - Income (Loss) from Partnerships or S-Corps

Name of Partnership or S-Corp	Gross Income	Direct Deductions (Part. only)	Net Income
PASSTHROUGH ORDINARY INC. UBI	\$ 0	\$ 52,454	\$ -52,454
TOTAL	\$ 0	\$ 52,454	\$ -52,454

Passthrough UBI

Statement 2 - Schedule A (990T), Part I, Line 12 - Other Income

Description	Amount
PASSTHROUGH OTHER UBI INCOME	\$ 271
TOTAL	\$ 271