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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

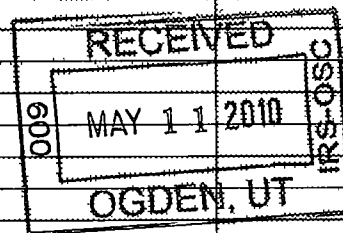
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation BUTLER FAMILY FOUNDATION		A Employer identification number 36-6101775
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number
	1550 NORTHWEST HIGHWAY	108-D	847-299-2244
	City or town, state, and ZIP code PARK RIDGE, IL 60068		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,397,562. (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 ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	292,924.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	249,164.	249,164.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	114,516.			
	b Gross sales price for all assets on line 6a	1,038,752.			
	7 Capital gain net income (from Part IV, line 2)		114,516.		
	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	336.	0.		STATEMENT 2	
12 Total Add lines 1 through 11	656,940.	363,680.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	5,500.	1,375.		4,125.
	c Other professional fees STMT 4	12,000.	3,000.		9,000.
	17 Interest				
	18 Taxes STMT 5	6,420.	884.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	36,079.	35,485.		594.
	24 Total operating and administrative expenses. Add lines 13 through 23	59,999.	40,744.		13,719.
	25 Contributions, gifts, grants paid	582,850.			582,850.
26 Total expenses and disbursements. Add lines 24 and 25	642,849.	40,744.		596,569.	
27 Subtract line 26 from line 12	14,091.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		322,936.			
c Adjusted net income (if negative, enter -0-)			N/A		



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,187,274.	394,969.	394,969.
	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			
	10a Investments - U S and state government obligations STMT 7	199,877.	0.	0.
	b Investments - corporate stock STMT 8	4,879,418.	5,581,812.	9,703,930.
	c Investments - corporate bonds STMT 9	0.	1,303,879.	1,298,663.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	7,266,569.	7,280,660.	11,397,562.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	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)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	195,819.	195,819.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,070,750.	7,084,841.	
30 Total net assets or fund balances	7,266,569.	7,280,660.		
31 Total liabilities and net assets/fund balances	7,266,569.	7,280,660.		

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	7,266,569.
2 Enter amount from Part I, line 27a	2	14,091.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,280,660.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,280,660.

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 SALE OF SECURITIES - SEE ATTACHED STMT		P	VARIOUS	VARIOUS
b SALE OF SECURITIES - SEE ATTACHED STMT		P	VARIOUS	VARIOUS
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 4,654.		7,254.	<2,600.>
b 1,034,098.		916,982.	117,116.
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			<2,600.>
b			117,116.
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	114,516.
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 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))
2008	676,583.	11,733,841.	.057661
2007	762,552.	12,954,845.	.058862
2006	617,338.	12,006,138.	.051419
2005	494,477.	11,221,690.	.044064
2004	429,066.	11,024,772.	.038918

2 Total of line 1, column (d)	2	.250924
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.050185
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,875,137.
5 Multiply line 4 by line 3	5	495,584.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,229.
7 Add lines 5 and 6	7	498,813.
8 Enter qualifying distributions from Part XII, line 4	8	596,569.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	3,229.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	3,229.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	3,229.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,600.	
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	5,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,371.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► RHETT BUTLER Telephone no ► 847-299-2244 Located at ► 1550 NORTHWEST HIGHWAY, STE 108-D, PARK RIDGE, IL ZIP+4 ► 60068			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ 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	2b
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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

6b

X

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LYNNE G BUTLER ADAMS 43 COURT OF GREENWAY NORTHBROOK, IL 60062	TRUSTEE 0.00	0.	0.	0.
RHETT BUTLER 861 MELLODY DRIVE LAKE FOREST, IL 60045	TRUSTEE 0.00	0.	0.	0.

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

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

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

0

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	8,807,482.
b	Average of monthly cash balances	1b	1,218,038.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,025,520.
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	10,025,520.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	150,383.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,875,137.
6	Minimum investment return. Enter 5% of line 5	6	493,757.

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	493,757.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,229.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,229.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	490,528.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	490,528.
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	490,528.

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	596,569.
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	596,569.
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	3,229.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	593,340.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				490,528.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				20,379.
f Total of lines 3a through e	20,379.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 596,569.				
a Applied to 2008, but not more than line 2a			0.	
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 2009 distributable amount				490,528.
e Remaining amount distributed out of corpus	106,041.			
5 Excess distributions carryover applied to 2009 (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	126,420.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	126,420.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				20,379.
e Excess from 2009				106,041.

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2009)

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE				582,850.
Total			▶ 3a	582,850.
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	249,164.		
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						336.
8 Gain or (loss) from sales of assets other than inventory			18	114,516.		
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.		363,680.		336.
13 Total. Add line 12, columns (b), (d), and (e)						364,016.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

OMB No 1545-0047

2009

Name of the organization

BUTLER FAMILY FOUNDATION

Employer identification number

36-6101775

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

BUTLER FAMILY FOUNDATION

36-6101775

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GLADYS A BUTLER CHARITABLE TRUST 1550 NORTHWEST HIGHWAY, SUITE 108-D PARK RIDGE, IL 60068	\$ 292,924.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

36-6101775

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	8,839 SHARES, VERIZON COMMUNICATIONS (NYSE STOCK SYMBOL VZ)	\$ 292,924.	12/21/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
WILLIAM BLAIR #145-14019	199,181.	0.	199,181.	
WILLIAM BLAIR #145-14019 ACCR INTEREST PAID	<6,753.>	0.	<6,753.>	
WILLIAM BLAIR #145-14019 US GOV'T INTEREST	3,500.	0.	3,500.	
WILLIAM BLAIR #145-14020	56,245.	0.	56,245.	
WILLIAM BLAIR #145-14020 ACCR INTEREST PAID	<5,728.>	0.	<5,728.>	
WILLIAM BLAIR #145-14020 US GOV'T INTEREST	2,719.	0.	2,719.	
TOTAL TO FM 990-PF, PART I, LN 4	249,164.	0.	249,164.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
NONDIVIDEND DISTRIBUTIONS - RETURN OF CAPITAL	336.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	336.	0.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,500.	1,375.		4,125.
TO FORM 990-PF, PG 1, LN 16B	5,500.	1,375.		4,125.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	12,000.	3,000.		9,000.
TO FORM 990-PF, PG 1, LN 16C	12,000.	3,000.		9,000.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	5,536.	0.		0.
FOREIGN TAXES	884.	884.		0.
TO FORM 990-PF, PG 1, LN 18	6,420.	884.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	15.	0.		15.
DUES & SUBSCRIPTIONS	495.	0.		495.
INVESTMENT FEES	35,485.	35,485.		0.
SUNDRY EXPENSE	84.	0.		84.
TO FORM 990-PF, PG 1, LN 23	36,079.	35,485.		594.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
50,000 US TREASURY NOTE	X		0.	0.
100,000 US TREASURY NOTE	X		0.	0.
50,000 US TREASURY NOTE	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
WYETH	0.		0.	
AMGEN INC	0.		0.	
BERKSHIRE HATHAWAY INC	205,172.		313,410.	
FEDEX CORP	50,353.		166,900.	
ILLINOIS TOOL WORKS INC	56,923.		345,528.	
JOHNSON & JOHNSON	260,904.		301,439.	
MICROSOFT CORP	225,084.		231,724.	
MOLEX INC	76,190.		112,064.	
MOODYS CORP	24,804.		26,800.	
PAYCHEX INC	363.		61,280.	
PRAXAIR INC	106,497.		216,837.	
SMITH INTERNATIONAL INC	0.		0.	
STAPLES INC	30,641.		479,506.	
STARBUCKS CORP	26,362.		184,480.	
SUNCOR ENERGY INC	82,378.		303,666.	
WALGREEN CO	175,142.		190,944.	
XILINX INC	26,120.		170,408.	
VERIZON COMMUNICATIONS	1,004,603.		2,581,722.	
BEST BUY	46,810.		59,190.	
CHUBB CORP	119,404.		167,212.	
EXPRESS SCRIPTS	76,015.		414,960.	
LINEAR TECHNOLOGY	28,585.		24,432.	
STERICYCLE INC	118,230.		275,850.	
STRYKER CORP	101,058.		118,370.	
AMERICAN EXPRESS	145,071.		141,820.	
CIMAREX ENERGY	153,443.		211,880.	
NUVASIVE INC	17,034.		25,584.	
SCANSOURCE INC	55,023.		61,410.	
EOG RES INC	138,715.		194,600.	

BUTLER FAMILY FOUNDATION

36-6101775

APPLIED MATERIALS	140,066.	146,649.
SCHLUMBERGER LTD	218,603.	245,064.
ACCENTURE LTD CL A	207,640.	239,870.
ARCHER DANIELS MIDLAND CO	100,571.	78,275.
CABELAS INC	61,236.	82,708.
CEMEX	75,118.	44,089.
CISCO SYSTEMS	104,427.	98,154.
COSTCO	59,695.	59,170.
EXPEDITORS INTL OF WASHINGTON	61,533.	62,514.
FAIRPOINT COMMUNICATIONS	0.	0.
GENERAL ELECTRIC	0.	0.
IDEXX LABORATORIES	70,058.	90,848.
IHS INC	60,050.	73,446.
INTEL CORP	95,897.	87,720.
NIKE	97,730.	92,498.
NOVARTIS AG	86,131.	95,253.
QUALCOMM INC	77,640.	92,520.
SUNPOWER CORP	92,943.	33,152.
ABBOTT LABORATORIES	85,943.	104,201.
CHARLES SCHWAB CORP	50,091.	51,566.
CHEVRON CORP	82,556.	92,003.
DEVRY INC	39,598.	45,384.
EMERSON ELECTRIC CO	83,405.	99,684.
HEWLETT PACKARD	38,280.	51,510.
KNIGHT TRANSPORTATION INC	21,261.	25,077.
MONSANTO CO	58,479.	57,225.
SCOTTS MIRACLE GROW	39,105.	43,241.
STRAYER EDUCATION INC	37,133.	39,311.
TEVA PHARMACEUTICAL	44,874.	56,180.
VESTAS WIND SYSTEMS	40,825.	34,602.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,581,812.	9,703,930.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS FDIC	575,315.	571,412.
GOLDMAN SACHS FDIC	728,564.	727,251.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,303,879.	1,298,663.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RHETT BUTLER
1550 NORTHWEST HIGHWAY, SUITE 108-D
PARK RIDGE, IL 60068

TELEPHONE NUMBER

847-299-2244

FORM AND CONTENT OF APPLICATIONS

THERE ARE NO STANDARD APPLICATION FORMS. A LETTER REQUESTING A
CONTRIBUTION IS SUFFICIENT.

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS MUST BE EDUCATIONAL, RELIGIOUS, OR CHARITABLE AS DEFINED
UNDER IRC SECTION 170(C).

BFF Contribution List(Y-E '09)

Part XV, Line 3(a) - Grants and Contributions Paid During the Year

<u>Recipient</u>	<u>Status of Recipient</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
1 Alice Lloyd College Pippa Pass, KY	Public	Unrestricted	\$5,000
2 American Brain Tumor Association Des Plaines, IL	Public	Unrestricted	\$10,000
3 American Diabetes Association Alexandria, VA	Public	Unrestricted	\$2,000
4 Arizona 5 Arts Circle Phoenix, AZ	Public	Unrestricted	\$6,000
5 Arizona Bridge to Independent Living Phoenix, AZ	Public	Unrestricted	\$20,000
6 Art Institute of Chicago Chicago, IL	Public	Unrestricted	\$3,000
7 Arthritis Foundation Chicago, IL	Public	Unrestricted	\$3,000
8 Association of Small Foundations Washington, DC	Public	Unrestricted	\$1,000
9 AzSCIA Phoenix, Arizona	Public	Unrestricted	\$1,000
10 Ballet Arizona Phoenix, AZ	Public	Unrestricted	\$5,000
11 Bishop Anderson House Chicago, IL	Public	Unrestricted	\$5,000
12 Boundless Readers Chicago, IL	Public	Unrestricted	\$3,000
13 Boy Scouts of America Chicago, IL	Public	Unrestricted	\$5,000
14 Brooklyn Academy of Music Brooklyn, NY	Public	Unrestricted	\$1,000
15 Brooklyn Heights Montessori Brooklyn, NY	Public	Unrestricted	\$2,000
16 Cancer Wellness Center Northbrook, IL	Public	Unrestricted	\$50,350
17 Career Resource Center Lake Forest, IL	Public	Unrestricted	\$2,000

BFF Contribution List(Y-E '09)

18 Cathedral Shelter of Chicago Chicago, IL	Public	Unrestricted	\$10,000
19 Chicago Shakespeare Theatre Chicago, IL	Public	Unrestricted	\$2,000
20 Christ Church of the Ascension Paradise Valley, AZ	Public	Unrestricted	\$5,000
21 Christ Episcopal Church River Forest, IL	Public	Unrestricted	\$2,000
22 Church of the Holy Spirit Lake Forest, IL	Public	Unrestricted	\$5,000
23 College of the Ozarks Point Lookout, MO	Public	Unrestricted	\$5,000
24 Connections for Abused Women & Their Children Chicago, IL	Public	Unrestricted	\$2,000
25 Culver Educational Foundation Culver, IN	Public	Unrestricted	\$25,000
26 Cumberland College Williamsburg, KY	Public	Unrestricted	\$10,000
27 DePauw Univ (Butler Scholars) Greencastle, IN	Public	Unrestricted	\$20,000
28 Dominican University River Forest, IL	Public	Unrestricted	\$20,000
29 East West Institute New York, NY	Public	Unrestricted	\$10,000
30 Eitelborg Museum Indianapolis, IN	Public	Unrestricted	\$10,000
31 Episcopal Relief & Development Merrifield, VA	Public	Unrestricted	\$5,000
32 Field Museum of Natural History Chicago, IL	Public	Unrestricted	\$2,000
33 Frontier Nursing Service Wendover, KY	Public	Unrestricted	\$5,000
34 Glenwood School for Boys & Girls Glenwood, IL	Public	Unrestricted	\$5,000
35 Gorton Foundation, Inc Lake Forest, IL	Public	Unrestricted	\$2,000
36 Greater Chicago Food Depository Chicago, IL	Public	Unrestricted	\$10,000
37 Guide Dogs for the Blind, Inc Englewood, CO	Public	Unrestricted	\$3,000
38 Hall of Flame Phoenix, AZ	Public	Unrestricted	\$2,000

BFF Contribution List(Y-E '09)

39 H.O.M.E Chicago, IL	Public	Unrestricted	\$5,000
40 Hubbard Street 2 Dancers Chicago, IL	Public	Unrestricted	\$2,000
41 Jackson Labortories Bar Harbor, Maine	Public	Unrestricted	\$2,000
42 Joe's Public Theatre New York, NY	Public	Unrestricted	\$2,500
43 Jóffrey Ballet of Chicago Chicago, IL	Public	Unrestricted	\$10,000
44 Johns Hopkins University Baltimore, MD	Public	Unrestricted	\$10,000
45 Junior Achievement Chicago, IL	Public	Unrestricted	\$7,000
46 KAET Channel 8 Tempe, AZ	Public	Unrestricted	\$2,500
47 Lake Forest Country Day School Lake Forest, IL	Public	Unrestricted	\$10,000
48 Lake Forest Day Foundation Lake Forest, IL	Public	Unrestricted	\$10,000
49 Lake Forest Graduate School of Management Lake Forest, IL	Public	Unrestricted	\$5,000
50 Lake Forest Open Lands Assn Lake Forest, IL	Public	Unrestricted	\$1,500
51 Lake Forest Symphony Lake Forest, IL	Public	Unrestricted	\$10,000
52 Lamb's Farm Libertyville, IL	Public	Unrestricted	\$3,000
53 Leukemia & Lymphoma Society Chicago, IL	Public	Unrestricted	\$10,000
54 Mental Health Association of Greater Chicago Chicago, IL	Public	Unrestricted	\$1,000
55 Merit School of Music Chicago, IL	Public	Unrestricted	\$3,000
56 Museum of Science & Industry Chicago, IL	Public	Unrestricted	\$35,000
57 National Multiple Sclerosis Society Scottsdale, AZ	Public	Unrestricted	\$1,000
58 New Foundation Center (formerly known as WilPower) Northfield, IL	Public	Unrestricted	\$3,000
59 New York Philharmonic New York, NY	Public	Unrestricted	\$2,000

BFF Contribution List(Y-E '09)

60 Northbrook Symphony Orchestra Northbrook, IL	Public	Unrestricted	\$3,000
61 Northfield Township Food Pantry Glenview, IL	Public	Unrestricted	\$3,000
62 NorthShore University HealthSystem Foundation Evanston, IL	Public	Unrestricted	\$3,000
63 Northwestern Women's Board Chicago, IL	Public	Unrestricted	\$12,000
64 Oakton Community College Foundation Des Plaines, IL	Public	Unrestricted	\$10,000
65 Openlands Project Chicago, IL	Public	Unrestricted	\$2,000
66 PADS Crisis Services, Inc North Chicago, IL	Public	Unrestricted	\$3,000
67 Palliative CareCenter Evanston, IL	Public	Unrestricted	\$2,000
68 Paradise & Pacific Railroad, Inc Paradise Valley, AZ	Public	Unrestricted	\$20,000
69 Peggy Notebaert Nature Museum Chicago, IL	Public	Unrestricted	\$6,000
70 Phoenix Rising Fdn/Lake County Food Pantry Lake Bluff, IL	Public	Unrestricted	\$3,000
71 Phoenix Symphony Phoenix, Arizona	Public	Unrestricted	\$5,000
72 Phoenix Zoo Phoenix, AZ	Public	Unrestricted	\$2,000
73 Piney Woods Country Life School Piney Woods, MS	Public	Unrestricted	\$5,000
74 Ragdale Foundation Lake Forest, IL	Public	Unrestricted	\$5,000
75 Rainbow Hospice, Inc Park Ridge, IL	Public	Unrestricted	\$5,000
76 Ravinia Festival Highland Park, IL	Public	Unrestricted	\$4,000
77 Rivendell School Brooklyn, NY	Public	Unrestricted	\$3,000
78 Rotary Club/Chest Fund Chicago, IL	Public	Unrestricted	\$5,000
79 Salvation Army Chicago, IL	Public	Unrestricted	\$10,000
80 St. Giles Episcopal Church Northbrook, IL	Public	Unrestricted	\$5,000

BFF Contribution List(Y-E '09)

81 St Leonard's House Chicago, IL	Public	Unrestricted	\$5,000
82 St Stephen's & St Agnes School Alexandria, VA	Public	Unrestricted	\$5,000
83 Unified School District #483 Plains, KS	Public	Unrestricted	\$10,000
84 United Negro College Fund Chicago, IL	Public	Unrestricted	\$2,000
85 WBEZ Public Radio Chicago, IL	Public	Unrestricted	\$2,000
86 West Valley Child Crisis Center Glendale, AZ	Public	Unrestricted	\$3,000
87 Westminster School New York, NY	Public	Unrestricted	\$15,000
88 WTTW Channel 11 Chicago, IL	Public	Unrestricted	\$5,000
		Total	<u>\$582,850</u>

All the above contributions were made for the general charitable, religious, educational or scientific purpose of each donee organization.

BUTLER FAMILY FOUNDATION

GAINS(LOSSES) - 2009

DESCRIPTION OF SECURITY	NO. OF SHARES SOLD	ACQUISITION DATE	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
<u>SHORT-TERM GAINS(LOSSES):</u>						
General Electric Co	220	10/23/08	06/19/09	2,624.53	4,092.00	(1,467.47)
General Electric Co	170	10/23/08	06/19/09	2,029.74	3,162.00	(1,132.26)
<u>TOTAL SHORT-TERM GAINS(LOSSES)</u>				\$4,654.27	\$7,254.00	(\$2,599.73)
<u>LONG-TERM GAINS(LOSSES):</u>						
Wyeth	4,000	12/28/92	01/27/09	175,543.01	70,419.07	105,123.94
US Treasury Note	50,000	06/10/04	05/12/09	50,000.00	49,817.60	182.40
Amgen Inc.	600	09/13/02	06/19/09	31,476.21	34,076.94	(2,600.73)
Applied Materials Inc	6,240	04/25/07	08/10/09	83,301.84	122,291.52	(38,989.68)
Starbucks Corp	5,000	02/02/96	08/10/09	94,985.55	10,462.15	84,523.40
Smith International Inc	2,200	12/21/01	08/10/09	57,390.14	27,995.00	29,395.14
Stryker Corp	1,250	09/01/04	08/10/09	51,080.93	55,561.84	(4,480.91)
US Treasury Note	100,000	09/03/04	08/15/09	100,000.00	100,022.70	(22.70)
Applied Materials Inc	4,270	04/25/07	08/10/09	57,003.02	83,683.46	(26,680.44)
American Express Co	700	04/21/06	08/10/09	22,462.42	36,848.00	(14,385.58)
American Express Co	500	03/24/08	08/10/09	16,044.59	24,070.00	(8,025.41)
American Express Co	300	04/06/05	08/10/09	9,626.75	13,518.16	(3,891.41)
Cemex	1,664	03/24/08	08/10/09	17,987.37	42,934.24	(24,946.87)
Molex Inc	1,906	02/05/96	08/10/09	30,762.61	\$29,585.06	1,177.55
Smith International Inc	1,600	12/21/01	08/10/09	41,738.28	20,672.00	21,066.28
Sunpower Corp	350	03/24/08	08/10/09	10,782.21	23,235.66	(12,453.45)
Stryker Corp	1,000	09/01/04	08/10/09	40,864.75	46,195.40	(5,330.65)
Stryker Corp	100	04/06/05	08/10/09	4,086.47	4,549.00	(462.53)
US Treasury Note	50,000	09/03/04	08/15/09	50,000.00	50,036.35	(36.35)
Fairpoint Communications Inc	1,305	06/15/98	09/03/09	900.42	2,826.07	(1,925.65)
Idearc Inc	720	06/15/98	09/03/09	24.47	0.00	24.47
Smith International Inc	1,800	12/21/01	09/14/09	49,037.03	22,905.00	26,132.03
Smith International Inc	1,400	12/21/01	09/14/09	38,139.91	18,088.00	20,051.91
Idearc Inc.	2,734	11/20/06	12/31/09	0.00	27,188.95	(27,188.95)
AIG Dist. Fund		Various	09/01/09	503.81	0.00	503.81
AIG Dist. Fund		Various	09/01/09	356.10	0.00	356.10
<u>TOTAL LONG-TERM GAINS(LOSSES)</u>				\$1,034,097.89	\$916,982.17	\$117,115.72
<u>TOTAL GAINS(LOSSES)</u>				\$1,038,752.16	\$924,236.17	\$114,515.99

WORTHLESS