Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: THE BUTLER FAMILY FUND

A Employer identification number: 52-1786778

Number and street (or P O box number if mail is not delivered to street address): 1634 I STREET, NW — Room/suite: 1000

B Telephone number (see page 10 of the instructions): (202) 463-8288

City or town, state, and ZIP code: WASHINGTON, DC 20006

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 ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 9,753,604.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

	Line		(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)	704,480.			
	2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	942.	942.		ATCH 1
	4	Dividends and interest from securities	240,823.	240,823.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	95,240.			
	b	Gross sales price for all assets on line 6a 803,180.				
	7	Capital gain net income (from Part IV, line 2)		95,240.		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total** Add lines 1 through 11	1,041,485.	337,005.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	104,439.			104,439.
	14	Other employee salaries and wages	19,575.			19,575.
	15	Pension plans, employee benefits	8,561.			8,561.
	16a	Legal fees (attach schedule)	332.			332.
	b	Accounting fees (attach schedule)	8,762.	2,629.		6,133.
	c	Other professional fees (attach schedule) *	45,781.	34,457.		11,324.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	6,528.	774.		9,888.
	19	Depreciation (attach schedule) and depletion	433.			
	20	Occupancy	27,675.			27,675.
	21	Travel, conferences, and meetings	28,701.			28,701.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	18,306.	228.		18,078.
	24	**Total operating and administrative expenses** Add lines 13 through 23	269,093.	38,088.		234,706.
	25	Contributions, gifts, grants paid	645,000.			645,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	914,093.	38,088.		879,706.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	127,392.			
	b	**Net investment income** (if negative, enter -0-)		298,917.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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			
	2	Savings and temporary cash investments	323,694.	382,199.	382,199.
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	3,574,599.	4,131,210.	4,131,210.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 7	5,001,273.	5,238,420.	5,238,420.
	14	Land, buildings, and equipment basis ▶ 4,058.			ATCH 8
		Less accumulated depreciation (attach schedule) ▶ 3,883.	608.	175.	175.
	15	Other assets (describe ▶ ATCH 9)	1,180.	1,600.	1,600.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	8,901,354.	9,753,604.	9,753,604.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	8,901,354.	9,753,604.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	8,901,354.	9,753,604.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,901,354.	9,753,604.	

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	8,901,354.
2	Enter amount from Part I, line 27a	2	127,392.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	724,858.
4	Add lines 1, 2, and 3	4	9,753,604.
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 30	6	9,753,604.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
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	95,240.
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	931,870.	7,854,546.	0.118641
2008	907,970.	9,499,189.	0.095584
2007	1,016,499.	11,508,953.	0.088322
2006	996,072.	11,248,297.	0.088553
2005	1,264,365.	11,993,148.	0.105424

2	**Total** of line 1, column (d)	2	0.496524
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	0.099305
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,138,172.
5	Multiply line 4 by line 3	5	907,466.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,989.
7	Add lines 5 and 6	7	910,455.
8	Enter qualifying distributions from Part XII, line 4	8	879,706.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,978.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	5,978.
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	5,978.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 1,880.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 7,500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	9,380.
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	3,402.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 3,402. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities*	2		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* ATCH 11	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DC,			
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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATTACHMENT 12	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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?	13	X	

Website address ▶ WWW.BUTLERFAMILYFUND.ORG

14 The books are in care of ▶ MARTHA TOLL Telephone no ▶ 202-463-8288

Located at ▶ ORGANIZATION ADDRESS ZIP + 4 ▶ 20006

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

			Yes	No
16	At any time during calendar year 2010, 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?	16		
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 22 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 page 22 of the instructions)	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 2010 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 2010)*	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 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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)? (see page 22 of the instructions) [ ] Yes [X] 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 [X] 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 page 22 of the instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? [ ] 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (see page 22 of the 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
ATTACHMENT 13		104,439.	8,561.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	8,773,381.
b	Average of monthly cash balances	1b	502,176.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	1,775.
d	**Total** (add lines 1a, b, and c)	1d	9,277,332.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,277,332.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	139,160.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,138,172.
6	**Minimum investment return.** Enter 5% of line 5	6	456,909.

Part XI Distributable Amount (see page 25 of the 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	456,909.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,978.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,978.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	450,931.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	450,931.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	450,931.

Part XII Qualifying Distributions (see page 25 of the 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	879,706.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	879,706.
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 (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	879,706.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				450,931.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only				
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010				
a	From 2005 ... 683,484.				
b	From 2006 ... 448,537.				
c	From 2007 ... 463,630.				
d	From 2008 ... 440,870.				
e	From 2009 ... 542,875.				
f	**Total** of lines 3a through e	2,579,396.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 879,706.				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				450,931.
e	Remaining amount distributed out of corpus	428,775.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,008,171.			
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 page 27 of the instructions				
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	683,484.			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	2,324,687.			
10	Analysis of line 9				
a	Excess from 2006 ... 448,537.				
b	Excess from 2007 ... 463,630.				
c	Excess from 2008 ... 440,870.				
d	Excess from 2009 ... 542,875.				
e	Excess from 2010 ... 428,775.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
ATTACHMENT 14				
Total . . . . . . ▶ **3a**				645,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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			14	942.	
4 Dividends and interest from securities			14	240,823.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	95,240.	
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)				337,005.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 337,005.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge

Eric B. Wildner — Signature of officer or trustee | June 14, 2011 — Date | President — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL S. OLER	Michael S. Oler	6-9-11		P00889622
Firm's name ▶ CRAMER & OLER, LLC			Firm's EIN ▶ 52-1792567	
Firm's address ▶ 6106 MACARTHUR BOULEVARD, SUITE 108 BETHESDA, MD 20816			Phone no 301-320-0100	

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

2010

Name of the organization
THE BUTLER FAMILY FUND

Employer identification number
52-1786778

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
- [X] 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

- [X] 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)

Name of organization THE BUTLER FAMILY FUND

Employer identification number 52-1786778

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	OAK FOUNDATION 58, AVENUE LOUIS CASAI - PO BOX 115 1216 COINTRIN GENEVA SWITZERLAND	$ 704,480.	Person [X] 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)

Form **8868** (Rev January 2011)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization	**Employer identification number**
File by the due date for filing your return See instructions	THE BUTLER FAMILY FUND	52-1786778
	Number, street, and room or suite no If a P O box, see instructions 1634 I STREET, NW	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20006	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ MARTHA TOLL

Telephone No ▶ 202 463-8288 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 10 or

▶ [ ] tax year beginning ____, 20__, and ending ____, 20__

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 9,380.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 1,880.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 7,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

THE BUTLER FAMILY FUND 52-1786778

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					80,391.	
		HARRIS SUPERVISED-SEE STMT 18-19				P		
		PROPERTY TYPE: SECURITIES						
582,864.		564,184.					18,680.	
		HARRIS UNSUPERVISED-SEE STMT 19-21				P		
		PROPERTY TYPE: SECURITIES						
139,925.		145,431.					-5,506.	
		CLASS ACTION/LITIGATION				P		
		PROPERTY TYPE: SECURITIES						
							1,675.	
TOTAL GAIN(LOSS)							95,240.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANKS	942.	942.
TOTAL	942.	942.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HARRIS ASSOCIATES-DIVIDENDS	240,823.	240,823.
TOTAL	240,823.	240,823.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
HARRIS ASSOC-INVEST ADVISOR	34,457.	34,457.	
CONSULTING	11,324.		11,324.
TOTALS	45,781.	34,457.	11,324.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL	9,888.		9,888.
FOREIGN	774.	774.	
EXCISE (REFUND)	-4,134.		
TOTALS	6,528.	774.	9,888.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	2,610.		2,610.
PROFESSIONAL DEVELOPMENT	1,990.		1,990.
CHARITABLE CONTRIBUTIONS	2,500.		2,500.
OFFICE EXPS	4,770.		4,770.
INSURANCE	988.		988.
COMPUTER EXPS	679.		679.
OTHER EXPENSES	3,727.	228.	3,499.
MOVING EXPS	1,042.		1,042.
TOTALS	18,306.	228.	18,078.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HARRIS ASSOCIATES	3,566,288.	4,123,756.	4,123,756.
DIVIDENDS RECEIVABLE	8,311.	7,454.	7,454.
TOTALS	3,574,599.	4,131,210.	4,131,210.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HARRIS ASSOCIATES-MUTUAL FUNDS	5,001,273.	5,238,420.	5,238,420.
TOTALS	5,001,273.	5,238,420.	5,238,420.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 8

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE FURNITURE	M7	410			410	410			410
PRINTER	M5	482			482	482			482
COMPUTERS +	M5	3,166.			3,166	2,558.	433.		2,991
TOTALS		4,058			4,058	3,450.			3,883.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SECURITY DEPOSIT	1,180.	1,600.	1,600.
TOTALS	1,180.	1,600.	1,600.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
NET UNREALIZED GAIN ON INVESTMENTS		724,858.
	TOTAL	724,858.

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

SEE REVISED BY-LAWS AT STATEMENT 23-35.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 12

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
OAK FOUNDATION 58, AVENUE LOUIS CASAI - PO BOX 115 1216 COINTRIN	VAR 2010	704,480.
TOTAL CONTRIBUTION AMOUNTS		704,480.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARTHA A. TOLL 5616 WESTERN AVENUE CHEVY CHASE, MD 20815	EXECUTIVE DIRECTOR	104,439.	8,561.	0.
SEE STATEMENT 22				
	GRAND TOTALS	104,439.	8,561.	0.

THE BUTLER FAMILY FUND 52-1786778

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT 17	501(C)(3)		645,000
		TOTAL CONTRIBUTIONS PAID	645,000.

990-PF Attachment

Butler Family Fund
E.I.N. # 52- 1786778
ATTACHMENT TO *2010* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *Shelter, 88 Old Street, London, EC1V 9HU, England, United Kingdom*

(2) Date Paid in Current Tax Year: $10,000 paid on December 2, 2010

(3) Total Paid:

$ 10,000 paid on December 2, 2010

(4) Purpose: *for the London Campaigns program*

(5) Amount of Grant Spent by Grantee: $10,000

(6) Diversion:

To the knowledge of the foundation, and based on the report furnished by the grantee, no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

May 3, 2011 (first of two required reports)

(8) Verification (Optional and when applicable)

Although no independent verification of the grantee's reports was required under Reg. 53.4945-5(c), *Butler Family Fund* did conduct a site review during the week of November 1, 2010. That review disclosed that the grantee had complied with the terms of the grant.

STMT 15

990-PF Attachment

Butler Family Fund
E I N # 52- 1786778
ATTACHMENT TO *2010* FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: *London Citizens, 112 Cavell Street, London, E1 2JA, England, United Kingdom*

(2) Date Paid in Current Tax Year: $15,000 paid on June 4, 2010

(3) Total Paid:

$ 15,000 paid on June 4, 2010

(4) Purpose: *to support a full time Housing organizer*

(5) Amount of Grant Spent by Grantee: $15,000

(6) Diversion:

To the knowledge of the foundation, and based on the report furnished by the grantee, no part has been used for other than its intended purpose

(7) Date of Report(s) Received from Grantee:

March 9, 2011(first of two required reports)

(8) Verification (Optional and when applicable)

Although no independent verification of the grantee's reports was required under Reg 53 4945-5(c), the Butler Family Fund did conduct a site review during the week of November 1, 2010. That review disclosed that the grantee had complied with the terms of the grant.

STMT 16

The Butler Family Fund

Grants Paid-Program

For the Period From Jan 1, 2010 to Dec 31, 2010

Date	Reference	Jrnl	Trans Description	Amount
6/4/10	6544	CDJ	Bread for the City - General Support	23,500 00
6/4/10	6545	CDJ	Tides Center - Restricted to the Campaign for Fair Sentencing of Youth	15,000 00
6/4/10	6546	CDJ	Center on Budget and Policy Pr - Restricted to the Defeat Poverty DC campaign	2,500 00
6/4/10	6547	CDJ	Equal Justice Initiative - Restricted to $15,000 for the death penalty and $10,000 for juvenile life without parole	25,000 00
6/4/10	6548	CDJ	Hearth Inc - General Support	9,000 00
6/4/10	6549	CDJ	Enterprise Community Partners - Restricted to public advocacy and awareness around HOPE SF	20,000 00
6/4/10	6550	CDJ	IL Coal to Abolish the Death - Restricted to the campaign to repeal the death penalty in IL	15,000 00
6/4/10	6551	CDJ	London Citizens - Restricted to support a full time housing organizer	15,000 00
6/4/10	6552	CDJ	Michigan Organizing Project - Restricted to the campaign for permanent funding of a low income housing trust fund	15,000 00
6/4/10	6553	CDJ	MI State Univ College of Law - Restricted to the NC Racial Justice Campaign	20,000 00
6/4/10	6554	CDJ	NPH Northern CA - Restricted to the Inclusionary Housing Defense and Zone for Homes	10,000 00
6/4/10	6555	CDJ	Ohioans to Stop Executions - General Support	25,000 00
6/4/10	6556	CDJ	PICO National Network - Restricted to the campaign to keep families in homes and hold banks accountable	15,000 00
6/4/10	6558	CDJ	Public Interest Projects - Restricted to the US Human Rights Fund for the campaign to end juvenile life without parole	10,000 00
12/2/10	6647	CDJ	Third Sector New England - Restricted to fund the Ct Network to Abolish the Death Penalty	10,000 00
12/2/10	6648	CDJ	TX Defender Service - Restricted for funding for the Atlantic Center for Capital Representation	25,000 00
12/2/10	6649	CDJ	Center for Community Change - Restricted to the Housing Trust Fund Project	20,000 00
12/2/10	6663	CDJ	TX Low Income Housing Service - For General Support	10,000 00
12/2/10	6651	CDJ	Housing California - Restricted to the Housing Trust Fund Campaign	20,000 00
12/2/10	6652	CDJ	National Housing Law Project - For general support	15,000 00
12/2/10	6653	CDJ	National People's Action - Restricted to the housing justice work	15,000 00
12/2/10	6654	CDJ	Homeless Advocacy Project - Restricted to advocacy work	10,000 00
12/2/10	6655	CDJ	Project H O M E - Restricted to the Advocacy, Education and Public Policy Program	10,000 00
12/2/10	6664	CDJ	Shelter - Restricted to the London Campaigns Program	10,000 00
12/2/10	6657	CDJ	Lighthouse Youth Services - Restricted to regional trainings on housing for youth aging out of foster care	50,000 00
12/2/10	6658	CDJ	Nat'l Ctr for Housing and Chil - Restricted to promotion, training, and dissemination of housing solutions for youth aging out of foster care	50,000 00
12/2/10	6659	CDJ	Nat'l Transitional Jobs Networ - Restricted to Best Practices initiative in employment programming for people who are homeless	50,000 00
12/2/10	6660	CDJ	The Road Home - Restricted to Housing Works Employment Program	50,000 00
12/2/10	6661	CDJ	Maine Equal Justice Partners - Restricted to work around improving opportunities for success for TANF families	50,000 00
12/2/10	6662	CDJ	Friends of the Earth - restricted to building the progressive coalition to stabilize the climate	15,000 00
12/2/10	6672	CDJ	ACLU of Montana Foundation - Restricted to the Montana Abolition Campaign	15,000 00
12/31/10			Total	645,000 00

HARRIS ASSOCIATES L. P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/A1S DSFIXE
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
COMMON STOCKS								
06-19-07	04-06-10	6,200.00	MDS (US shs)	127,168.02		51,263.13		-75,904.89
06-29-07	04-06-10	1,200.00	MDS (US shs)	24,531.96		9,922.07		-14,609.89
06-27-08	04-06-10	200.00	MDS (US shs)	3,195.84		1,653.68		-1,542.16
06-27-08	04-06-10	1,800.00	MDS (US shs)	28,702.00		14,883.10		-13,818.90
09-17-08	04-06-10	2,800.00	MDS (US shs)	33,611.40		23,151.48		-10,459.92
09-16-08	04-06-10	800.00	MDS (US shs)	9,573.76		6,614.71		-2,959.05
				226,782.98	0.00	107,488.17	0.00	-119,294.81
06-14-06	12-16-10	500.00	Dell	12,580.00		6,630.64		-5,949.36
01-31-08	12-16-10	500.00	Dell	10,004.63		6,630.63		-3,374.00
				22,584.63	0.00	13,261.27	0.00	-9,323.36
07-08-03	11-15-10	300.00	Diageo ADR	12,717.00		22,390.86		9,673.86
10-05-05	05-27-10	750.00	Discovery Comm Cl C	9,067.07		24,238.52		15,171.45
10-05-05	08-27-10	1,000.00	Discovery Comm Cl C	12,089.43		33,743.42		21,653.99
10-05-05	11-15-10	500.00	Discovery Comm Cl C	6,044.72		17,465.15		11,420.43
				27,201.22	0.00	75,447.09	0.00	48,245.87
07-16-02	08-27-10	500.00	Directv Cl A	4,390.07		19,130.37		14,740.30
10-30-08	02-22-10	500.00	Tyco Electronics	9,211.75		13,137.58		3,925.83
10-30-08	12-16-10	1,000.00	Tyco Electronics	18,423.50		34,780.41		16,356.91
				27,635.26	0.00	47,917.99	0.00	20,282.73
08-14-08	04-27-10	1,000.00	International Rectifier	18,979.73		24,281.48		5,301.75
08-14-08	11-05-10	1,200.00	International Rectifier	22,775.68		33,459.71		10,684.03
08-14-08	11-15-10	800.00	International Rectifier	15,183.79		21,878.59		6,694.80
08-14-08	12-16-10	1,000.00	International Rectifier	18,871.63		29,617.49		10,745.86
				75,810.83	0.00	109,237.27	0.00	33,426.44
11-07-08	11-15-10	1,000.00	Liberty Interactive Cl A	4,508.52		15,291.04		10,782.52
11-13-08	11-15-10	500.00	Liberty Interactive Cl A	1,586.85		7,645.52		6,058.67
				6,095.37	0.00	22,936.56	0.00	16,841.19
04-13-07	12-13-10	1,500.00	Tenet Healthcare	10,430.05		9,747.33		-682.72
09-13-02	09-27-10	500.00	Time Warner	13,441.57		15,535.23		2,093.66
05-03-05	04-15-10	400.00	Viacom Cl B	16,938.51		14,436.32		-2,502.19
05-03-05	04-15-10	100.00	Viacom Cl B	4,234.63		3,604.43		-630.20
05-03-05	04-27-10	350.00	Viacom Cl B	14,821.19		12,407.82		-2,413.37
06-29-07	04-27-10	650.00	Viacom Cl B	27,063.20		23,043.08		-4,020.12
06-29-07	05-27-10	50.00	Viacom Cl B	2,081.78		1,699.03		-382.75
04-12-07	05-27-10	450.00	Viacom Cl B	18,024.57		15,291.28		-2,733.29
04-12-07	12-16-10	50.00	Viacom Cl B	2,002.73		1,928.99		-73.74
05-09-06	12-16-10	450.00	Viacom Cl B	17,865.59		17,360.93		-504.66
				103,032.19	0.00	89,771.88	0.00	-13,260.31
				530,121.16	0.00	532,864.02	0.00	2,742.86

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HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/A1S DSI IXE
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
MUTUAL FUNDS								
12-16-10	12-16-10	108 588	Oakmark International	2,091.41		2,091 40	-0.01	
12-17-09	12-16-10	91 864	Oakmark International	1,523.11		1,769 30	246.19	
12-19-94	12-16-10	2,395 602	Oakmark International	30,448.10		46,139 30		15,691.20
				34,062.62	0.00	50,000 00	246.18	15,691 20
				34,062 62	0 00	50,000.00	246 18	15,691.20
TOTAL GAINS							246 19	160,995.25
TOTAL LOSSES							-0 01	-142,561 20
				564,183.79	0.00	582,864.02	246.18	18,434.05

TOTAL SUPERVISED REALIZED GAIN/LOSS 18,680.23
NO CAPITAL GAINS DISTRIBUTIONS

18,680

Unsupervised Assets

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
UNSUPERVISED MUTUAL FUNDS								
11-17-04	05-27-10	1,063.344	Calamos Investment Trust Conv Fd	22,106.92		19,863 26		-2,243.66
11-17-04	05-27-10	1,613.316	Calamos Investment Trust Conv Fd	33,540.84		30,136 74		-3,404 10
				55,647.76	0 0	50,000 00	0.00	-5,647 76
05-03-10	05-27-10	405.637	Vanguard Fxd Inc Secs Int Inv Grade Ad	4,023.92		3,984.09	-39 83	
12-01-09	05-27-10	384 117	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,768 19		3,772.72	4.53	
03-01-10	05-27-10	383 214	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,759.33		3,763 85	4.52	
02-01-10	05-27-10	391.786	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,839.50		3,848 05	8.55	
04-01-10	05-27-10	424 789	Vanguard Fxd Inc Secs Int Inv Grade Ad	4,158 68		4,172 20	13.52	
03-30-10	05-27-10	362.301	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,536 06		3,558.45	22 39	
11-02-09	05-27-10	428.284	Vanguard Fxd Inc Secs Int Inv Grade Ad	4,145 79		4,206.52	60.73	
12-31-09	05-27-10	150.758	Vanguard Fxd Inc Secs Int Inv Grade Ad	1,453.31		1,480 72	27.41	
10-01-09	05-27-10	120.996	Vanguard Fxd Inc Secs Int Inv Grade Ad	1,163.98		1,188.40	24 42	
				29,848.76	0. 0	29,975.00	126 24	0.00
05-03-10	05-27-10	251.606	Vanguard Fxd Inc Secs St Inv Grade Ad	2,704.76		2,682 40	-22 36	
04-01-10	05-27-10	258.301	Vanguard Fxd Inc Secs St Inv Grade Ad	2,766 40		2,753.78	-12.62	
02-01-10	05-27-10	261.601	Vanguard Fxd Inc Secs St Inv Grade Ad	2,799 13		2,788.96	-10.17	
03-01-10	05-27-10	234 713	Vanguard Fxd Inc Secs St Inv Grade Ad	2,511.43		2,502 30	-9 13	

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HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/A1S DS FIXE
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-01-09	05-27-10	253.673	Vanguard Fxd Inc Secs St Inv Grade Ad	2,704 15		2,704 43	0.28	
11-02-09	05-27-10	269.265	Vanguard Fxd Inc Secs St Inv Grade Ad	2,854 21		2,870 66	16 45	
01-04-10	05-27-10	261.432	Vanguard Fxd Inc Secs St Inv Grade Ad	2,768 56		2,787.16	18 60	
10-01-09	05-27-10	254.243	Vanguard Fxd Inc Secs St Inv Grade Ad	2,682.26		2,710.51	28.25	
09-01-09	05-27-10	271.647	Vanguard Fxd Inc Secs St Inv Grade Ad	2,846.86		2,896 06	49 20	
08-03-09	05-27-10	286.745	Vanguard Fxd Inc Secs St Inv Grade Ad	2,973.55		3,057 02	83 47	
07-01-09	05-27-10	208.395	Vanguard Fxd Inc Secs St Inv Grade Ad	2,131.88		2,221.72	89.84	
				29,743.19	0 00	29,975.00	231 81	0 00
12-01-09	05-27-10	133.049	Vanguard Fxd Inc Secs St Fed Fd Admr	1,467.53		1,435.73	-31 80	
11-02-09	05-27-10	145.974	Vanguard Fxd Inc Secs St Fed Fd Admr	1,599 88		1,575.21	-24.67	
10-01-09	05-27-10	150.321	Vanguard Fxd Inc Secs St Fed Fd Admr	1,644.51		1,622 11	-22 40	
09-01-09	05-27-10	160 800	Vanguard Fxd Inc Secs St Fed Fd Admr	1,754 33		1,735.19	-19 14	
05-01-09	05-27-10	189.366	Vanguard Fxd Inc Secs St Fed Fd Admr	2,062 20		2,043.45		-18 75
06-01-09	05-27-10	189 017	Vanguard Fxd Inc Secs St Fed Fd Admr	2,058.39		2,039 68	-18 71	
08-03-09	05-27-10	165.864	Vanguard Fxd Inc Secs St Fed Fd Admr	1,806.26		1,789.84	-16 42	
04-01-09	05-27-10	209.419	Vanguard Fxd Inc Secs St Fed Fd Admr	2,278.48		2,259 84		-18.64
01-02-09	05-27-10	253.500	Vanguard Fxd Inc Secs St Fed Fd Admr	2,755.55		2,735 52		-20.03
03-27-09	05-27-10	38.164	Vanguard Fxd Inc Secs St Fed Fd Admr	414.46		411 83		-2 63
07-01-09	05-27-10	168.727	Vanguard Fxd Inc Secs St Fed Fd Admr	1,830 69		1,820 73	-9 96	
03-02-09	05-27-10	215.187	Vanguard Fxd Inc Secs St Fed Fd Admr	2,330.47		2,322 08		-8.39
03-01-10	05-27-10	131.135	Vanguard Fxd Inc Secs St Fed Fd Admr	1,418.88		1,415.08	-3.80	
02-02-09	05-27-10	242 820	Vanguard Fxd Inc Secs St Fed Fd Admr	2,624.88		2,620.27		-4.61
02-01-10	05-27-10	156.829	Vanguard Fxd Inc Secs St Fed Fd Admr	1,695.32		1,692.34	-2.98	
05-03-10	05-27-10	133 273	Vanguard Fxd Inc Secs St Fed Fd Admr	1,435 35		1,438 15	2.80	
04-01-10	05-27-10	94.333	Vanguard Fxd Inc Secs St Fed Fd Admr	1,014.08		1,017 95	3.87	
				30,191 26	0 ()	29,975 00	-143 21	-73.05

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HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/A1S DS FIXE
From 01-01-10 Through 12-31-0

Open Date	Close Date	Quantity	Security		Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
					145,430 97	(.00	139,925 00	214 84	-5,720 81
TOTAL GAINS								458 83	0.00
TOTAL LOSSES								-243 99	-5,720 81
TOTAL UNSUPERVISED REALIZED GAIN/LOSS				-5,505 97	145,430.97	(00	139,925.00	214.84	-5,720.81

(5,506)

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BUTLER FAMILY FUND
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BYLAWS
OF
THE BUTLER FAMILY FUND
(As amended through November 2010)

ARTICLE I

Offices

Section A. Principal Office. The principal office of the Corporation shall be in Washington, D.C The Corporation may have such other offices, either within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time

Section B. Registered Office. The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered office as required by the District of Columbia Nonprofit Corporation Act. The address of the registered office and the registered agent may be changed from time to time by the Board of Directors

ARTICLE II

Board of Directors

Section A. General Powers The Board of Directors of the Corporation shall supervise, manage, and control all of the affairs, business activities, and policies of the Corporation

Section B. Number There shall be up to 10 Directors, all of whom shall be linear descendants of H.H and Rae Butler, who are over age 21, and one of whom shall be the person

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elected as President. For the period beginning January 1, 2007, and ending on June 30, 2011, a maximum of three Directors shall be chosen from among the original seven Board members for such terms as the Board may approve

Section C. Election, Term, Vacancies, and Removal

1. **Election** Directors shall be elected by the affirmative vote of a majority of the Board of Directors at the June meeting of the Corporation, or at any other meeting of the Board called for such purpose, for terms beginning the following January. If a Director or Directors are to be elected at any meeting other than the June meeting, notice of such meeting shall be given in accordance with Section F of this Article II and shall specify that a purpose of the meeting is the election of one or more Directors.

2 **Term of Office**. Except as otherwise expressly provided in Section B of this Article, in this subsection, and in Section B of Article III, Directors shall serve three-year terms, with one-third of the Directors to be elected every year Of the six Directors to be elected in June 2006 who were not original Board members, three shall be elected for a two-year term Effective for terms beginning on or after January 1, 2007, no person may be elected as a Board member for more than two consecutive terms, which shall include terms of two years or more, unless there is no other member of the Butler family who wishes to serve for that term.

3 **Vacancies** Any vacancy occurring on the Board of Directors may be filled by a majority of the Directors then in office, even though they may constitute less than a quorum of the Board. Because of the nomination process and the staggered terms of office, such

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vacancies (other than vacancies in the Director positions held by the original Board members until December 31, 2010) shall be filled only if there is a special reason to do so

4 **Resignations**. Any Director may resign at any time by notifying the President or the Secretary in writing Such resignation shall take effect at the date of the receipt of such notice or at any other time therein specified in the resignation, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective

5 **Removal.** Any Director may be removed by a unanimous vote of all other Directors then in office if in the judgment of the Directors the best interests of the Corporation would be served thereby

6 **Nominating Committee.** There shall be a Nominating Committee comprised of the President and two other Directors designated annually by the President who are not siblings of the President The Nominating Committee shall determine the availability of potential Directors and shall make written recommendations to the Board no later than 30 days before the June meeting each year In making its recommendations, the Nominating Committee shall seek to achieve a balanced Board, and it shall consider the following factors, together with any other factors that it deems relevant. (a) whether a person has previously served as a Director, (b) how recently a person has served as a Director; (c) whether other siblings of a person would also be serving as Directors; (d) whether a person has any special skills or expertise that may be particularly useful to the Board, (e) whether a person may be unavailable for Board service for the reasonably foreseeable future if not elected now, (f) the need for continuity on the Board, (g) the need for change on the Board, and (h) the extent to which a person has previously

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demonstrated a willingness and ability to perform additional duties beyond those of a regular Board member. When there is an election for President, the Board shall choose a separate Nominating Committee to make a recommendation of one or more Butler family members who are willing to serve

Section D. <u>Meetings</u> There shall be two meetings each year, one ordinarily in June, at which the election of Board members shall take place, and the Annual Meeting, ordinarily in December, at which the budget for the next 12 months shall ordinarily be set, and at which Officers shall be elected The meeting dates (including months) and places shall be determined by the Board from time to time

Section E. <u>Additional Meetings</u> Additional meetings of the Board of Directors may be called by or at the request of the President or by any three (3) Directors The person or persons authorized to call such additional meetings of the Board may fix any place as the place for holding any additional meeting of the Board called by them Notice of such additional meeting shall be given in accordance with Section F of this Bylaw

Section F. <u>Notice</u> Notice of any meeting of the Board of Directors shall be given at least fifteen (15) days prior thereto by written notice delivered personally or sent by mail, email, telecommunication or facsimile to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the

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express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section G. Quorum A majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board

Section H. Manner of Acting The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws Meetings of the Board of Directors or of any Committee formed under the authority of these Bylaws may be held by conference telephone call or any other similar communications equipment which allows all participants to communicate with each other simultaneously

Section I. Compensation Directors shall not receive any compensation for their services as Directors, provided, however, that to the extent permitted by law nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor or from being reimbursed for such ordinary and necessary expenses as he or she may incur in transacting business on behalf of the Corporation Such reimbursement includes but is not limited to lodging, travel and other costs for attending the meeting

Section J. Action Without a Meeting Any action which is required to be taken, or which may be taken, at a meeting of the Directors may be taken without a meeting if notice is

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given to all Directors, and if a consent in writing, setting forth the action so taken, is signed by all of the Directors Such consent shall have the same force and effect as a unanimous vote

Section K. **Committees (other than Executive Committee)** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees

Section L. **Executive Committee** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee of at least three (3) persons, one of whom shall be the President and at least two of whom shall be Directors. The Executive Committee shall, except as otherwise provided by law, have all the powers of the Board of Directors during the intervals between the meetings of the Board, and shall fix its own rules of procedure The Committee shall keep a record of its proceedings, which shall from time to time be reported to the Board of Directors One or more members of the Committee may participate in any meeting by means of any communications equipment which would allow all persons participating in the meeting to communicate with each other simultaneously. Participation by such means shall constitute presence in person

Section M. **Advisors to the Corporation** The Board of Directors may elect or appoint any person or persons to act in an advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation

ARTICLE III

Officers

Section A. The Officers. The Officers of the Corporation shall be President, a Vice President, a Treasurer, and a Secretary. The Board of Directors may elect or appoint such other Officers, including Vice Presidents, Assistant Secretaries, or Assistant Treasurers, as it shall deem desirable Such Officers shall have the authority and shall perform the duties prescribed, from time to time, by the Board of Directors Any two (2) or more offices except those of President and Secretary may be held by the same person Officers do not have to be selected from the Directors of the Corporation

Section B. Election and Term of Office The President shall be elected by the Board for a six year term which may be renewed for an additional term of six years Other Officers shall be elected at the Annual Meeting for such terms as the Board shall determine and shall serve until their successors are elected. Vacancies may be filled at any meeting of the Board Any Officer may be removed by an absolute majority vote of the members of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby

Section C. Resignations Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary Any such resignation shall take effect at the date of receipt of such notice or at any other time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective

Section D. Vacancies A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

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Section E. President The President shall generally supervise the affairs of the Corporation, and act as its Chief Executive Officer subject, however, to the control of the Board of Directors or the Executive Committee of the Board of Directors The President shall preside at all meetings of the Board of Directors and of the Executive Committee In addition, the President shall perform such other duties as may be prescribed by the Board of Directors or the Executive Committee from time to time

Section F. Vice President If the President is not present at an annual meeting or at a meeting of the Board of Directors, the Vice President shall preside If at any time the office of President is vacant, the Vice President shall serve as President until the office is filled. The Vice President shall perform such additional duties as may be assigned by the President or the Board of Directors from time to time

Section G. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all monies received in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with Article V of these Bylaws, and, in general, perform the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors

Section H. Secretary The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with these Bylaws or as required by law, ensure that all returns and reports are filed

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with appropriate federal and local authorities; be custodian of the corporate records and of the seal of the Corporation; see that the execution of documents on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors

Section I. Executive Director An Executive Director may be selected by the Board of Directors of the Corporation The Executive Director shall perform such duties as are provided by these Bylaws and as are delegated to the Executive Director by the President, the Board of Directors, or the Executive Committee Without prejudice to the complete authority of the Board of Directors to manage the affairs and properties of the Corporation, the Executive Director shall hire, direct, and discharge all agents and employees and fix their salaries subject to the budget authorized by the Board of Directors The Executive Director shall have charge of publications, records, property, correspondence, and daily activities of the Corporation and shall report regularly thereon to the President, the Board of Directors and the Executive Committee The Executive Director may, under the direction of the President or any other officer of the Corporation, act for them as they deem appropriate and shall perform such other duties as shall be required by the Board of Directors In the event the office of Executive Director is not filled, the President shall assume the duties outlined above

ARTICLE IV

Miscellaneous Provisions

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Section A. **Contracts and Other Documents.** Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the Board of Directors or the Executive Committee may authorize any Officer or Agent of the Corporation to enter into any contract or execute and deliver any instrument or document on behalf of the Corporation Such authority may be general or confined to specific instances

Section B. **Checks, Drafts, Loans, Etc** All checks, drafts, loans, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officers or Agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors In the absence of such determination, such instrument shall be signed by the Treasurer

Section C. **Deposits** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select In the absence of such selection, such deposits shall be made in a depository designated by the Treasurer

Section E. **Waiver of Notice** Wherever any notice whatever is required to be given under the provisions of the Bylaws, under the provisions of the Articles of Incorporation, or by the District of Columbia Nonprofit Corporation Act, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice

ARTICLE V

Books and Records

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The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered office a record giving the names and addresses of the Board of Directors All books and records of the Corporation may be inspected by any Director, or his Agent or attorney, for any proper purpose at any reasonable time

ARTICLE VI

Annual Audit

The Corporation shall provide for an annual audit of its accounts by a certified public accountant to be chosen by the Board of Directors

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Board of Directors

ARTICLE VIII

Seal

The Board of Directors may provide for a corporate seal which shall have thereon the name of the Corporation, the year of its incorporation, and the words "Corporate Seal, District of Columbia "

ARTICLE IX

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Indemnification and Insurance

The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation, or any person who may have served at its request as a Director, Trustee, or Officer of another corporation or entity, whether for profit or not for profit, against judgments and fines (whether civil, criminal, administrative or investigative), amounts paid in settlement, costs and expenses (including reasonable attorney's fees) incurred by him or her in connection with the defense of any threatened or pending action suit, or proceeding, in which he or she is or may be made a party by reason of having been such Director or Officer, if such Director or Officer acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation, and had no reasonable cause to believe that his or her conduct was unlawful

ARTICLE X

Amendments to the Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by an absolute majority vote of the Board of Directors present at any regular or at any additional meeting of the Board. At least 15 days notice shall be given in writing prior to any proposed Bylaw change.

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CERTIFICATION

I, Dina Hirsch, the duly elected Secretary of the Butler Family Fund, Inc , do hereby certify the foregoing are a true and correct copy of the restated Bylaws of the Corporation as adopted by the board at a meeting held on November 12-13, 2010.

Dina Hirsch, Secretary

Dina Hirsch

November 13, 2010

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