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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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 instructions): (202) 463-8288

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] 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) ▶ $ 9,279,982.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) ________ (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 ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc received (attach schedule)	684,000.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	323.	323.		ATCH 1
	4 Dividends and interest from securities	190,052.	190,052.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	308,737.			
	b Gross sales price for all assets on line 6a 1,491,243.				
	7 Capital gain net income (from Part IV, line 2)		308,737.		
	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)	554.			ATCH 3
	12 **Total.** Add lines 1 through 11	1,183,666.	499,112.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	103,477.			103,477.
	14 Other employee salaries and wages	26,990.			26,990.
	15 Pension plans, employee benefits	10,273.			10,273.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	11,002.	3,301.		7,701.
	c Other professional fees (attach schedule) *	43,730.	39,493.		4,237.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	21,418.	1,015.		10,305.
	19 Depreciation (attach schedule) and depletion	175.			
	20 Occupancy	19,296.			19,296.
	21 Travel, conferences, and meetings	29,182.			29,182.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	15,147.			15,147.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	280,690.	43,809.		226,608.
	25 Contributions, gifts, grants paid	1,056,644.			1,056,644.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,337,334.	43,809.		1,283,252.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-153,668.			
	b **Net investment income** (if negative, enter -0-)		455,303.		
	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)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1		Cash - non-interest-bearing			
	2		Savings and temporary cash investments	382,199.	280,058.	280,058.
	3		Accounts receivable ▶			
			Less allowance for doubtful accounts ▶			
	4		Pledges receivable ▶			
			Less allowance for doubtful accounts ▶			
	5		Grants receivable			
	6		Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7		Other notes and loans receivable (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 7	4,131,210.	4,743,492.	4,743,492.
		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 8	5,238,420.	4,254,832.	4,254,832.
	14		Land, buildings, and equipment basis ▶ 4,058.			ATCH 9
			Less accumulated depreciation (attach schedule) ▶ 4,058.	175.		
	15		Other assets (describe ▶ ATCH 10)	1,600.	1,600.	1,600.
	16		**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	9,753,604.	9,279,982.	9,279,982.
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	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	9,753,604.	9,279,982.	
	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 instructions)	9,753,604.	9,279,982.	
	31		**Total liabilities and net assets/fund balances** (see instructions)	9,753,604.	9,279,982.	

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	9,753,604.
2	Enter amount from Part I, line 27a	2	-153,668.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,599,936.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11	5	319,954.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,279,982.

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	308,737.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	879,706.	9,138,172.	0.096267
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

2	**Total** of line 1, column (d)	2	0.487367
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	0.097473
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,629,541.
5	Multiply line 4 by line 3	5	938,620.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,553.
7	Add lines 5 and 6	7	943,173.
8	Enter qualifying distributions from Part XII, line 4	8	1,283,252.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	4,553.
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	4,553.
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	4,553.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 6,000.		
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	6,000.
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	1,447.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 1,447. **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?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	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?	5		X
	If "Yes," attach the statement required by General Instruction T			
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 instructions) ▶ ______			
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		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 |

		Line	Yes	No
16	At any time during calendar year 2011, 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		X
	See 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.

			Line	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 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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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)		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 2011 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 2011)*		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 2011?		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 ☒ 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)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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 ☒ 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 ☒ 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 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 12		103,477.	0	0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
		0
Total number of others receiving over $50,000 for professional services ▶		

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 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 instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	9,253,548.
b	Average of monthly cash balances	1b	521,036.
c	Fair market value of all other assets (see instructions)	1c	1,600.
d	**Total** (add lines 1a, b, and c)	1d	9,776,184.
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	
3	Subtract line 2 from line 1d	3	9,776,184.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	146,643.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,629,541.
6	**Minimum investment return.** Enter 5% of line 5	6	481,477.

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	481,477.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,553.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,553.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	476,924.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	476,924.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	476,924.

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	1,283,252.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,283,252.
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 instructions)	5	4,553.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,278,699.

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					476,924.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years 20 09 ,20 08 ,20 07					
3	Excess distributions carryover, if any, to 2011					
a	From 2006	448,537.				
b	From 2007	463,630.				
c	From 2008	440,870.				
d	From 2009	542,875.				
e	From 2010	428,775.				
f	**Total** of lines 3a through e		2,324,687.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,283,252.					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2011 distributable amount					476,924.
e	Remaining amount distributed out of corpus		806,328.			
5	Excess distributions carryover applied to 2011 *(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		3,131,015.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		448,537.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		2,682,478.			
10	Analysis of line 9					
a	Excess from 2007	463,630.				
b	Excess from 2008	440,870.				
c	Excess from 2009	542,875.				
d	Excess from 2010	428,775.				
e	Excess from 2011	806,328.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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 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 13				
Total . . . . . . ▶ **3a**				1,056,644.
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 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	323.	
4 Dividends and interest from securities			14	190,052.	
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	308,737.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b REFUND OF UNUSED GRANT					554.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				499,112.	554.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 499,666.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
11b	REFUND OF UNUSED GRANT.

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

Eric B. Wilder | May 9, 2012 | President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL S. OLER		5-8-12		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, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

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, total 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 total 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 Part I, 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) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	OAK FOUNDATION 58, AVENUE LOUIS CASAI - PO BOX 115 1216 COINTRIN GENEVA SWITZERLAND	$ 684,000.	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)

Name of organization THE BUTLER FAMILY FUND

Employer identification number 52-1786778

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(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
		$	

Name of organization THE BUTLER FAMILY FUND

Employer identification number 52-1786778

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANKS		323.	323.
	TOTAL	323.	323.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HARRIS ASSOCIATES-DIVIDENDS	190,052.	190,052.
TOTAL	190,052.	190,052.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
REFUND OF UNUSED GRANT		554.
	TOTALS	554.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
HARRIS ASSOC-INVEST ADVISOR	39,493.	39,493.	
CONSULTING	4,237.		4,237.
TOTALS	43,730.	39,493.	4,237.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL	10,305.		10,305.
FOREIGN	1,015.	1,015.	
EXCISE	10,098.		
TOTALS	21,418.	1,015.	10,305.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	1,595.	1,595.
PROFESSIONAL DEVELOPMENT	1,883.	1,883.
CHARITABLE CONTRIBUTIONS	1,900.	1,900.
OFFICE EXPS	3,240.	3,240.
INSURANCE	2,042.	2,042.
COMPUTER EXPS	890.	890.
OTHER EXPENSES	1,899.	1,899.
MOVING EXPS	1,698.	1,698.
TOTALS	15,147.	15,147.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HARRIS ASSOCIATES	4,123,756.	4,737,537.	4,737,537.
DIVIDENDS RECEIVABLE	7,454.	5,955.	5,955.
TOTALS	4,131,210.	4,743,492.	4,743,492.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HARRIS ASSOCIATES-MUTUAL FUNDS	5,238,420.	4,254,832.	4,254,832.
TOTALS	5,238,420.	4,254,832.	4,254,832.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 9

		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.	2,991.	175.		3,166
TOTALS		4,058.			4,058.	3,883.			4,058.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

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

ATTACHMENT 11

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

DESCRIPTION		AMOUNT
UNREALIZED LOSS ON INVESTMENTS		319,954.
	TOTAL	319,954.

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 CAPITAL GAIN DISTRIBUTIONS					176,452.	
		HARRIS-SUPERVISED ST-SEE STMT 14-18 PROPERTY TYPE: SECURITIES				P		
47,629.		51,644.					-4,015.	
		HARRIS-SUPERVISED LT-SEE STMT 14-18 PROPERTY TYPE: SECURITIES				P		
767,137.		643,130.					124,007.	
		HARRIS-UNSUPERVISED ST-SEE STMT 14-18 PROPERTY TYPE: SECURITIES				P		
131,317.		131,015.					302.	
		HARRIS-UNSUPERVISED LT-SEE STMT 14-18 PROPERTY TYPE: SECURITIES				P		
368,708.		358,313.					10,395.	
		ENRON CLASS ACTION PYMT PROPERTY TYPE: SECURITIES				P		
							1,596.	
TOTAL GAIN(LOSS)							308,737.	

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

ATTACHMENT 12

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	103,477.	0	0
SEE STATEMENT 19-20		0	0	0
	GRAND TOTALS	103,477.	0	0

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT 21 - 23	501(C)(3)		1,056,644.
		TOTAL CONTRIBUTIONS PAID	1,056,644

HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/ALR DSFIXE
From 01-01-11 Through 12-31-11

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
COMMON STOCKS								
03-31-09	03-25-11	300 00	Apache	19,388 40		37,601 14		18,212 74
01-08-10	10-05-11	100 00	Bank of New York Mellon	2,931 67		1,790 78		-1,140 89
01-08-10	10-05-11	800 00	Bank of New York Mellon	23,453 37		14,400 99		-9,052 38
12-16-10	10-05-11	600 00	Bank of New York Mellon	17,511 52		10,800 74	-6,710 78	
02-22-10	10-05-11	300 00	Bank of New York Mellon	8,578 27		5,400 37		-3,177 90
11-23-09	10-05-11	3,800 00	Bank of New York Mellon	101,683 44		68,404 72		-33,278 72
12-01-09	10-05-11	400 00	Bank of New York Mellon	10,657 52		7,200 50		-3,457 02
07-19-11	10-05-11	300 00	Bank of New York Mellon	7,417 71		5,400 37	-2,017 34	
07-19-11	10-05-11	200 00	Bank of New York Mellon	4,945 14		3,579 47	-1,365 67	
				177,178 64	0 00	116,977 94	-10,093 79	-50,106 91
12-14-09	01-20-11	500 00	Comcast Cl A	8,779 05		11,595 72		2,816 67
12-14-09	03-25-11	500 00	Comcast Cl A	8,779 05		12,386 21		3,607 16
				17,558 10	0 00	23,981.93	0 00	6,423 83
07-08-03	10-21-11	200 00	Diageo ADR	8,478 00		16,994 25		8,516 25
08-14-08	01-24-11	100 00	International Rectifier	1,887 16		3,003 73		1,116 57
08-14-08	01-24-11	200 00	International Rectifier	3,774 33		6,014 64		2,240 31
08-14-08	01-24-11	200 00	International Rectifier	3,774 33		6,015 62		2,241 29
08-14-08	03-25-11	1,000 00	International Rectifier	18,871 63		32,181 08		13,309 45
08-14-08	06-07-11	1,800 00	International Rectifier	33,968 93		48,151 31		14,182 38
10-06-08	06-07-11	1,700 00	International Rectifier	29,686 56		45,476 24		15,789 68
				91,962 92	0 00	140,842 62	0 00	48,879 70
03-07-06	06-06-11	2,400 00	Johnson & Johnson	139,740 86		158,403 75		18,662 89
08-03-09	02-10-11	600 00	Omnicare	14,181 76		15,944 05		1,762 29
09-18-01	10-28-11	1,000 00	PartnerRe	34,083 30		62,278 80		28,195 50
04-13-07	01-31-11	2,500 00	Tenet Healthcare	17,383 41		16,703 17		-680 24
09-13-02	02-10-11	1,000 00	Time Warner	26,883 13		36,560 39		9,677 26
02-04-11	10-21-11	300 00	Visa Cl A	21,769 88		27,848 33	6,078 45	
05-09-06	02-10-11	500 00	Viacom Cl B	19,850 65		22,339 87		2,489 22
05-09-06	06-06-11	200 00	Viacom Cl B	7,940 26		9,886 08		1,945 82
				27,790 91	0 00	32,225 95	0 00	4,435 04
02-09-09	01-28-11	300 00	Walgreen	8,403 40		12,316 68		3,913 28
01-23-09	01-28-11	100 00	Walgreen	2,676 14		4,105 56		1,429 42
01-23-09	10-13-11	2,400 00	Walgreen	64,227 36		78,840 71		14,613 35

STMT 14

HARRIS ASSOCIATES L.P.

REALIZED GAINS AND LOSSES

BUTLER FAMILY FUND, INC

PF 0501-400022 ESL/ALR DSFIXE

From 01-01-11 Through 12-31-11

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-31-09	10-13-11	400 00	Walgreen	10,533 20		13,140 12		2,606 92
				85,840 10	0 00	108,403 07	0 00	22,562 97
				682,239 42	0 00	794,765 39	-4,015 34	116,541 31
MUTUAL FUNDS								
12-19-94	02-01-11	986 193	Oakmark International	12,534 51		20,000 00		7,465 49
				12,534 51	0 00	20,000 00	0 00	7,465 49
TOTAL GAINS							6,078 45	174,793 95
TOTAL LOSSES							-10,093 79	-50,787 15
				694,773.93	**0.00**	**814,765.39**	**-4,015.34**	**124,006.80**
TOTAL SUPERVISED REALIZED GAIN/LOSS			119,991 46	51,644.25		47,628.91	(4,015 34)	
Unsupervised Assets				643,129.68		767,136.48		124,006.80
UNSUP FIXED INCOME OPEN END MUTUAL FUNDS								
11-17-04	05-26-11	1,693 458	Calamos Investment Trust Conv Fd	35,206 99		34,495 74		-711 25
09-22-05	05-26-11	475 959	Calamos Investment Trust Conv Fd	9,866 63		9,695 29		-171 34
06-23-05	05-26-11	384 626	Calamos Investment Trust Conv Fd	7,807 91		7,834 83		26 92
04-06-05	05-26-11	1,161 739	Calamos Investment Trust Conv Fd	23,443 89		23,664 62		220 73
12-24-07	05-26-11	331 640	Calamos Investment Trust Conv Fd	6,679 23		6,755 51		76 28
09-20-07	05-26-11	1,980 647	Calamos Investment Trust Conv Fd	39,454 49		40,345 78		891 29
04-06-06	05-26-11	1,754 640	Calamos Investment Trust Conv Fd	34,864 70		35,742 02		877 32
12-31-07	05-26-11	2,035 651	Calamos Investment Trust Conv Fd	40,346 60		41,466 21		1,119 61
				197,670 44	0 00	200,000 00	0 00	2,329 56
11-01-10	05-26-11	387 648	Vanguard Fxd Inc Secs Int Inv Grade Ad	4,043 17		3,891 08	-152 09	
10-01-10	05-26-11	378 266	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,930 18		3,796 91	-133 27	
09-01-10	05-26-11	390 007	Vanguard Fxd Inc Secs Int Inv Grade Ad	4,032 67		3,914 76	-117 91	
12-01-10	05-26-11	372 443	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,832 44		3,738 46	-93 98	

STMT 15

HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/ALR DSFIXE
From 01-01-11 Through 12-31-11

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-02-10	05-26-11	396 801	Vanguard Fxd Inc Secs Int Inv Grade Ad	4,039 43		3,982 96	-56 47	
07-01-10	05-26-11	390 793	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,915 75		3,922 65	6 90	
05-02-11	05-26-11	387 824	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,862 73		3,892 85	30 12	
02-01-11	05-26-11	396 163	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,937 86		3,976 55	38.69	
03-02-11	05-26-11	359 935	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,577 75		3,612 91	35 16	
01-03-11	05-26-11	398 302	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,951 16		3,998 02	46 86	
12-31-10	05-26-11	772 340	Vanguard Fxd Inc Secs Int Inv Grade Ad	7,630 72		7,752 49	121 77	
12-31-10	05-26-11	1,143 465	Vanguard Fxd Inc Secs Int Inv Grade Ad	11,297 43		11,477 72	180 29	
03-23-11	05-26-11	20 682	Vanguard Fxd Inc Secs Int Inv Grade Ad	204 34		207 60	3 26	
03-23-11	05-26-11	858 315	Vanguard Fxd Inc Secs Int Inv Grade Ad	8,480 15		8,615 48	135 33	
06-01-10	05-26-11	419 529	Vanguard Fxd Inc Secs Int Inv Grade Ad	4,136 56		4,211 09	74 53	
04-01-11	05-26-11	402 256	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,946 13		4,037 71	91 58	
10-01-09	05-26-11	296 080	Vanguard Fxd Inc Secs Int Inv Grade Ad	2,848 29		2,971 95		123 66
01-04-10	05-26-11	410 768	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,951 59		4,123 15		171 56
09-01-09	05-26-11	433 822	Vanguard Fxd Inc Secs Int Inv Grade Ad	4,121 31		4,354 56		233 25
08-03-09	05-26-11	428 736	Vanguard Fxd Inc Secs Int Inv Grade Ad	4,017 26		4,303 51		286 25
07-01-09	05-26-11	427 685	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,874 83		4,292 96		418 13
05-29-09	05-26-11	1,245 271	Vanguard Fxd Inc Secs Int Inv Grade Ad	11,095 69		12,499 63		1,403 94
				104,727 44	0 00	107,575 00	210 77	2,636 79
11-01-10	05-26-11	236 164	Vanguard Fxd Inc Secs St Inv Grade Ad	2,574 19		2,549 91	-24 28	
10-01-10	05-26-11	233 292	Vanguard Fxd Inc Secs St Inv Grade Ad	2,535 88		2,518 90	-16 98	
09-01-10	05-26-11	240 595	Vanguard Fxd Inc Secs St Inv Grade Ad	2,610 46		2,597 75	-12 71	
12-01-10	05-26-11	223 000	Vanguard Fxd Inc Secs St Inv Grade Ad	2,415 09		2,407 77	-7 32	

STMT 16

HARRIS ASSOCIATES L.P.

REALIZED GAINS AND LOSSES

BUTLER FAMILY FUND, INC

PF 0501-400022 ESL/ALR DSFIXE

From 01-01-11 Through 12-31-11

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-02-10	05-26-11	245 386	Vanguard Fxd Inc Secs St Inv Grade Ad	2,652 62		2,649 48	-3 14	
02-01-11	05-26-11	227 058	Vanguard Fxd Inc Secs St Inv Grade Ad	2,452 23		2,451 59	-0 64	
03-02-11	05-26-11	199 674	Vanguard Fxd Inc Secs St Inv Grade Ad	2,154 48		2,155 92	1 44	
05-02-11	05-26-11	209 776	Vanguard Fxd Inc Secs St Inv Grade Ad	2,261 39		2,264 99	3 60	
01-03-11	05-26-11	226 631	Vanguard Fxd Inc Secs St Inv Grade Ad	2,440 82		2,446 98	6 16	
12-31-10	05-26-11	47 127	Vanguard Fxd Inc Secs St Inv Grade Ad	507.09		508 84	1 75	
03-23-11	05-26-11	79 270	Vanguard Fxd Inc Secs St Inv Grade Ad	852 15		855 89	3 74	
03-23-11	05-26-11	229 882	Vanguard Fxd Inc Secs St Inv Grade Ad	2,471 23		2,482 08	10 85	
07-01-10	05-26-11	241.445	Vanguard Fxd Inc Secs St Inv Grade Ad	2,590 71		2,606 93	16 22	
04-01-11	05-26-11	216 368	Vanguard Fxd Inc Secs St Inv Grade Ad	2,319 46		2,336 17	16 71	
06-01-10	05-26-11	258 716	Vanguard Fxd Inc Secs St Inv Grade Ad	2,763 09		2,793 40	30 31	
07-01-09	05-26-11	78 212	Vanguard Fxd Inc Secs St Inv Grade Ad	800 11		844 47		44 36
05-29-09	05-26-11	5,696 293	Vanguard Fxd Inc Secs St Inv Grade Ad	57,876 06		61,503 93		3,627 87
				92,277 06	0 00	95,975 00	25 71	3,672 23
11-01-10	05-26-11	100 601	Vanguard Fxd Inc Secs St Fed Fd Admr	1,107 62		1,091 24	-16 38	
10-01-10	05-26-11	104 029	Vanguard Fxd Inc Secs St Fed Fd Admr	1,141 20		1,128 42	-12 78	
09-01-10	05-26-11	115 077	Vanguard Fxd Inc Secs St Fed Fd Admr	1,261 24	-	1,248 26	-12 98	
12-01-10	05-26-11	97 663	Vanguard Fxd Inc Secs St Fed Fd Admr	1,069 41		1,059 37	-10 04	
08-02-10	05-26-11	120 259	Vanguard Fxd Inc Secs St Fed Fd Admr	1,314 43		1,304 47	-9 96	
07-01-10	05-26-11	128 540	Vanguard Fxd Inc Secs St Fed Fd Admr	1,398 51		1,394 30	-4 21	
06-01-10	05-26-11	137 009	Vanguard Fxd Inc Secs St Fed Fd Admr	1,481 07		1,486 16	5 09	
05-02-11	05-26-11	79 364	Vanguard Fxd Inc Secs St Fed Fd Admr	857 92		860 88	2 96	
02-01-11	05-26-11	95 581	Vanguard Fxd Inc Secs St Fed Fd Admr	1,029 41		1,036 79	7 38	

STMT 17

HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/ALR DSFIXE
From 01-01-11 Through 12-31-11

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-03-11	05-26-11	98 740	Vanguard Fxd Inc Secs St Fed Fd Admr	1,062 44		1,071 05	8 61	
04-01-10	05-26-11	26 858	Vanguard Fxd Inc Secs St Fed Fd Admr	288 72		291 33		2 61
03-02-11	05-26-11	88 028	Vanguard Fxd Inc Secs St Fed Fd Admr	946 30		954 86	8 56	
12-31-09	05-26-11	1,155 782	Vanguard Fxd Inc Secs St Fed Fd Admr	12,413 10		12,536 99		123 89
12-31-09	05-26-11	172 974	Vanguard Fxd Inc Secs St Fed Fd Admr	1,857 74		1,876 28		18 54
03-30-10	05-26-11	64 214	Vanguard Fxd Inc Secs St Fed Fd Admr	689 66		696 54		6 88
03-30-10	05-26-11	240 804	Vanguard Fxd Inc Secs St Fed Fd Admr	2,586 23		2,612 05		25 82
12-31-10	05-26-11	836 874	Vanguard Fxd Inc Secs St Fed Fd Admr	8,988 03		9,077 73	89 70	
04-01-11	05-26-11	87 316	Vanguard Fxd Inc Secs St Fed Fd Admr	937 77		947 13	9 36	
01-04-10	05-26-11	148 272	Vanguard Fxd Inc Secs St Fed Fd Admr	1,590 96		1,608 33		17 37
12-01-08	05-26-11	255 237	Vanguard Fxd Inc Secs St Fed Fd Admr	2,720 83		2,768 60		47 77
09-02-08	05-26-11	273 395	Vanguard Fxd Inc Secs St Fed Fd Admr	2,889 78		2,965 57		75 79
07-01-08	05-26-11	44 879	Vanguard Fxd Inc Secs St Fed Fd Admr	473 92		486 81		12 89
08-01-08	05-26-11	274 449	Vanguard Fxd Inc Secs St Fed Fd Admr	2,898 18		2,977 00		78 82
10-01-08	05-26-11	267 027	Vanguard Fxd Inc Secs St Fed Fd Admr	2,819 81		2,896 49		76 68
06-25-08	05-26-11	3,881 037	Vanguard Fxd Inc Secs St Fed Fd Admr	40,828 51		42,098 35		1,269 84
				94,652.79	0 00	96,475 00	65 31	1,756 90
				489,327 73	0 00	500,025 00	301 79	10,395 48
TOTAL GAINS							986 93	11,278 07
TOTAL LOSSES							-685 14	-882 59
				489,327.73	**0.00**	**500,025.00**	**301.79**	**10,395.48**

TOTAL UNSUPERVISED REALIZED GAIN/LOSS 10,697 27

GRAND TOTAL GAIN/LOSS 130,688 73

358,313.02 368,708.05 10,395.48

131,014.71 131,316.50 301.79

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STMT 18

BUTLER FAMILY FUND
BOARD OF DIRECTORS 2011
1634 I Street, NW, Suite 1000 Washington, D.C. 20006
TEL: 202-463-8288 FAX: 202-783-8499
WEBSITE: www.butlerfamilyfund.org
(*Indicates person's preferred address)

Eve B. Wildrick, President
740 Hunt Lane
Flourtown, PA 19031
h: (215) 836-3030
cell: (215) 681-0003
w: (215) 448-6262
f: (215) 448-6264
*Executive Interiors, Inc.
2 Logan Square, Suite 400
Philadelphia, PA 19103
ewildrick@exint.com

Joanne Binswanger Snider (Jody)
Vice President and Treasurer
*172 Beacon Street
Boston, MA 02116
h: (617) 266-5737
cell: (617) 947-5639
w: (617) 600-2300
Work:
Soup2Nuts
311 Arsenal Street
Watertown, MA 02472
jody@soup2nuts.tv

John Blankfort
8963 Caminito Fresco
La Jolla, CA 92037
jblankfort@gmail.com
Phone 831-320-7798

Alexandra Hirsch (Alex)
6125 N.E.Davis Street
Portland, OR 97213
(h): 503 233-1983
w/cell: (503) 970-7483
ahirsch@zartler.com
www.AlexHirschArt com

Dina Hirsch, Secretary
1560 Alice Street, Apartment 26
Oakland, CA 94612
h: (510) 834-5977
w: (510) 594-2621
dehirsch@att.net

Phineas Hirsch
153a Southgate Road
London, N1 3LE
England
w: 011 44 207 090 4541
cell: 011 44 7980 935314
phineashirsch@hotmail.com
*phineas.hirsch@withersworldwide.com
*Mailing address:
Withers LLP
16 Old Bailey
London EC4M 7EG
England

Georgina Hirsch
38 Pakeman House
Pocock Street
London SE1 OBH, England
h: 011 44 20 7928 6748
w: 011 44 20 7427 4637
Cell: 011 44 7990 575226
* hirsch@devchambers.co.uk
*Mailing address:
Devereux Chambers,
Queen Elizabeth Building,
Temple, London, EC4Y 9BS
England

OTHER PARTICIPANTS

Thomas E. Beck, Financial Advisor
808 Raleigh Road
Glenview, IL 60025
h:(847) 729-9496
tbeck@heartlandfinance.com

Andrew Wellenbach, Financial Advisor
301 Sandcastle Drive
Bryn Mawr, PA 19010
610-527-4232
610-357-5809 (cell)
ajwellenbach@verizon net

STMT 19

Martha A. Toll, Executive Director
*Butler Family Fund
1634 I Street, NW, Suite 1000
Washington, DC 20006
w: (202) 463-8288
f: (202) 783-8499
mtoll@butlerfamilyfund org
Home:
5616 Western Avenue
Chevy Chase, MD 20815
h: (301) 652-6868

Anne H. Morin, Program Associate
*Butler Family Fund
1634 I Street, NW, Suite 1000
Washington, DC 20006
w: (202) 463-8289
f: (202) 783-8499
ahmorin@butlerfamilyfund.org

01/11

STMT 20

2011 Butler Family Fund Program Grants

Maryland Citizens Against State Executions	3800A 34th Street	Mt. Ranier, MD 20712	6/10/2011	$25,000.00	General	for general support
North Carolina Coalition for a Moratorium	201 West Main Street Suite 301	Durham, NC 27701	6/10/2011	$20,000.00	Restricted	To fund a fellowship for Darryl Hunt
Affirmative Options Coalition	555 Park Street Suite 410	Saint Paul, MN 55103	6/10/2011	$50,000 00	Restricted	OAK II grant: to improve benefits for Minnesota's most vulnerable families
California Coalition for Rural Housing	926 J Street Suite 1400	Sacramento, CA 95814	6/10/2011	$15,000.00	Restricted	for the Permanent Source Housing Action Project
First Place for Youth	519 17th Street, NW 6th Floor	Oakland, CA 94612	6/10/2011	$50,000.00	Restricted	Oak II grant. For advocacy around the implementation of CA new foster care law
Housing Alliance of Pennsylvania	2 South Easton Road	Glenside, PA 19038	6/10/2011	$15,000.00	Restricted	for the Housing Trust Fund Campaign
ICA Group	One Harvard Street Suite 200	Brookline, MA 02445	6/10/2011	$50,000.00	Restricted	Oak II grant - employment programs for homeless persons
London Citizens	112 Cavell Street	London E1 2JA,	6/10/2011	$16,200 00	Restricted	for organizing around affordable housing
National Alliance to End Homelessness	1518 K Street, NW Suite 206	Washington, DC 20005	6/10/2011	$82,720.00	Restricted	OAK II grant: to make TANF a better resource to end famioly homelessness
PICO National Network	171 Santa Rosa Avenue	Oakland, CA 94610	6/10/2011	$15,000 00	Restricted	for the national foreclosure campaign
WDC of Seattle-King County	2003 Western Avenue Suite 250	Seattle, WA 98121	6/10/2011	$75,000.00	Restricted	Oak II Grant: nationwide intiative for WIBs to serve homeless jobseekers
Campaign for the Fair Sentencing of Youth	1090 Vermont Avenue NW Suite 400	Washington, DC 20005	6/10/2011	$15,000.00	General	for general support
U S Human Rights Fund	45 W 36th Street, 6th floor	New York, NY 10018	6/10/2011	$10,000.00	Restricted	for the campaign to end juvenile life without parole
Youth Advocacy Department	10 Malcolm X Boulevard	Roxbury, MA 02119	6/10/2011	$10,000.00	Restricted	for MA Campaign for the Fair Sentencing of Youth
Hearth	1640 Washington Street	Boston, MA 02118	6/29/2011	$10,000.00	General	for general support
ACLU of Montana Foundation	7 West 6th Avenue, 4th Floor Power Block	Helena, MT 59601	12/9/2011	$15,000.00	Restricted	to coordinate efforts to end capital punishment in Montana
Atlantic Center for Capital Representation	1315 Walnut Street Suite 1331	Philadelphia, PA 19107	12/9/2011	$40,000.00	General	for general support

STMT 21

2011 Butler Family Fund Program Grants

Michigan State Law School	Michigan State University College of Law 417 Law College Building	East Lansing, MI 48824	12/9/2011	$25,000.00	Restricted	to complete research under the NC Racial Justice Act
350.org	155 Water Street	Brooklyn, NY 11202	12/9/2011	$15,000.00	General	
Bayaud Enterprises	333 W. Bayaud Avenue	Denver, CO 80223	12/9/2011	$100,000.00	Restricted	OAK GRANT: expansion of employment programs for Homeless People
Boston Health Care for the Homeless Program	780 Albany Street	Boston, MA 02118	12/9/2011	$17,700.00	Restricted	for the Housing Trust Fund Project
Center for Community Change	1536 U Street, NW	Washington, DC 20009	12/9/2011	$20,000.00	Restricted	for the Housing Trust Fund Project
Community of Hope	1717 Massachusetts Avenue, NW Suite 805	Washington, DC 20036	12/9/2011	$15,000.00	Restricted	For support of housing programs
JOIN	1435 NE 81st Avenue Suite 100	Portland, OR 97213	12/9/2011	$25,000.00	Restricted	for the New City Kitchen Proposal
Lighthouse Youth Services	401 E. McMillan Street	Cincinnati, OH 45206	12/9/2011	$50,000.00	Restricted	OAK Grant: for regional training on housing for youth aging out of foster
National Housing Law Project	703 Market Street Suite 2000	San Francisco, CA 94103	12/9/2011	$20,000.00	General	for general support
National Low Income Housing Coalition	727 15th Street, NW 6th Floor	Washington, DC 20005	12/9/2011	$20,000.00	Restricted	for mortgage interest deduction reform
Nebraska Appleseed	941 O Street Suite 920	Lincoln, NE 68508	12/9/2011	$30,000.00	Restricted	OAK grant: to support work to effectively implement Fostering Connections
Nebraska Children and Families Foundation	215 Centennial Mall South Suite 200	Lincoln, NE 68508	12/9/2011	$30,000.00	Restricted	OAK grant: to address the issue of housing for youth aging out of foster care
Project H.O M.E.	1515 Fairmount Avenue	Philadelphia, PA 19130	12/9/2011	$15,000.00	Restricted	for the Advocacy, Education, and Public Policy Program
Supportive Housing Providers Association	4 West Old State Capitol Plaza suite 820	Springfield, IL 62701	12/9/2011	$100,000.00	Restricted	OAK GRANT: Connect to Work Program
The Road Home	210 S. Rio Grande Street	Salt Lake City, UT 84101	12/9/2011	$50,000.00	Restricted	OAK grant: for the Housing Works Employment Program
		TOTAL PROGRAM GRANTS		1,046,620 00		
		TOTAL DISCRETIONARY GRANTS		10,024 00	(LIST ATTACHED)	
		TOTAL GRANTS		1,056,644 00		

STMT 22

Annual Discretionary Grants

Back on My Feet	$700 00	Philadelphia chapter (education & employ	100 S Broad Street Suite 1400	Philadelphia	PA	19110-
CAF America	$3,024.00	Paul Merivs Foundation (Phineas Hirsch) a	1800 Diagonal Road Suite 150	Alexandria	VA	22314-2840
Coalition for the Homeless	$700.00	for Camp Homeward Bound	129 Fulton Street	New York	NY	10038-
GLIDE	$1,400.00		330 Ellis Street	San Francisco	CA	94102-
God's Extended Hand	$1,400 00		1625 Island Avenue	San Diego	CA	92101-
Habitat for Humanity Portland/M	$1,400 00	Women Build	P.O. Box 1152	Portland	OR	97211-
Micah House	$500 00		2829 Wisconsin Avenue	Washington	DC	20007-
Women's Lunch Place	$900 00		67 Newbury Street	Boston	MA	02116-

Total Discretionary Grants: $10,024.00