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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
BUTLER FAMILY FOUNDATION

A Employer identification number
36-6101775

Number and street (or P O box number if mail is not delivered to street address)
1550 NORTHWEST HIGHWAY

Room/suite
108-D

B Telephone number
847-299-2244

City or town, state, and ZIP code
PARK RIDGE, IL 60068

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 ☒ 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)* ▶$ 13,826,738.

J Accounting method ☒ 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).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received	292,917.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	322,850.	322,850.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	385,447.			
	b	Gross sales price for all assets on line 6a 3,058,075.				
	7	Capital gain net income (from Part IV, line 2)		385,447.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	1,832.	0.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	1,003,046.	708,297.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	6,300.	1,575.		4,725.
	c	Other professional fees STMT 4	12,000.	3,000.		9,000.
	17	Interest				
	18	Taxes STMT 5	21,201.	5,511.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	67,064.	65,380.		1,684.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	106,565.	75,466.		15,409.
	25	Contributions, gifts, grants paid	578,890.			578,890.
	26	**Total expenses and disbursements.** Add lines 24 and 25	685,455.	75,466.		594,299.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	317,591.			
	b	**Net investment income** (if negative, enter -0-)		632,831.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	369,831.	739,280.	739,280.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 7	6,228,682.	7,088,443.	13,087,458.
	c	Investments - corporate bonds STMT 8	911,619.	0.	0.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	7,510,132.	7,827,723.	13,826,738.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	195,819.	195,819.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	7,314,313.	7,631,904.	
	30	**Total net assets or fund balances**	7,510,132.	7,827,723.	
	31	**Total liabilities and net assets/fund balances**	7,510,132.	7,827,723.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,510,132.
2	Enter amount from Part I, line 27a	2	317,591.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,827,723.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,827,723.

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	SALES OF SECURITIES-SEE ATTACHED STMT	P		
b	SALES OF SECURITIES-SEE ATTACHED STMT	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	270,035.		256,217.	13,818.
b	2,788,040.		2,416,411.	371,629.
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				13,818.
b				371,629.
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 } 2 385,447.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	569,424.	12,582,489.	.045255
2010	538,221.	11,071,695.	.048612
2009	593,340.	9,875,137.	.060084
2008	676,583.	11,733,841.	.057661
2007	762,552.	12,954,845.	.058862

2	Total of line 1, column (d)	2	.270474
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	.054095
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,389,373.
5	Multiply line 4 by line 3	5	724,298.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,328.
7	Add lines 5 and 6	7	730,626.
8	Enter qualifying distributions from Part XII, line 4	8	594,299.

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 ▶ ☐ and enter 1% of Part I, line 27b			1	12,657.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	12,657.
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	12,657.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,400.		
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	10,400.
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	2,257.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**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 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	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? N/A	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?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2012 or the taxable year beginning in 2012 (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)*

			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 ▶ N/A

14 The books are in care of ▶ RHETT BUTLER Telephone no ▶847-299-2244

Located at ▶1550 NORTHWEST HIGHWAY, STE 108-D, PARK RIDGE, IL ZIP+4 ▶60068

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, 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.

				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)?	N/A	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 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? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | 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? N/A | 7b |

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

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

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

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	12,982,011.
b	Average of monthly cash balances			1b	611,261.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	13,593,272.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	13,593,272.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	203,899.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	13,389,373.
6	**Minimum investment return** Enter 5% of line 5			6	669,469.

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	669,469.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,657.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	12,657.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	656,812.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	656,812.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	656,812.

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	594,299.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	594,299.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	594,299.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					656,812.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009	66,481.				
d From 2010					
e From 2011					
f Total of lines 3a through e		66,481.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 594,299.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					594,299.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		62,513.			62,513.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,968.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		3,968.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009	3,968.				
c Excess from 2010					
d Excess from 2011					
e Excess from 2012					

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 9

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*				
SEE ATTACHED SCHEDULE				578,890.
Total			▶ 3a	578,890.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	322,850.	
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					1,832.
8 Gain or (loss) from sales of assets other than inventory			18	385,447.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		708,297.	1,832.

13 Total Add line 12, columns (b), (d), and (e) 13 710,129.

(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)
	NOT APPLICABLE

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	

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Signature of officer or trustee	Date	Title
Rhett W. Butler	5/9/13	Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TIMOTHY J CURRIE		5/3/13		P00294543

Firm's name ▶ CURRIE & ASSOCIATES, CPAS, LTD

Firm's EIN ▶ 20-2092632

Firm's address ▶ 12101 KENT TRAIL
MOKENA, IL 60448-1610

Phone no 708-478-5309

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

2012

Name of the organization

BUTLER FAMILY FOUNDATION

Employer identification number

36-6101775

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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	Employer identification number
BUTLER FAMILY FOUNDATION	36-6101775

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	GLADYS A BUTLER CHARITABLE TRUST 1550 NORTHWEST HIGHWAY, SUITE 108-D PARK RIDGE, IL 60068	$ 292,917.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
BUTLER FAMILY FOUNDATION	36-6101775

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

BUTLER FAMILY FOUNDATION

Employer identification number

36-6101775

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) ▶ $

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 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY #648-809535 DIVIDENDS	8,331.	0.	8,331.
FIDELITY #648-809535 INTEREST	2.	0.	2.
FIDELITY #648-809543 DIVIDENDS	9,479.	0.	9,479.
FIDELITY #648-815438 DIVIDENDS	14,205.	0.	14,205.
FIDELITY #648-815438 INTEREST	3.	0.	3.
FIDELITY #648-815454 DIVIDENDS	16,726.	0.	16,726.
FIDELITY #648-815454 INTEREST	3.	0.	3.
WILLIAM BLAIR #145-14019 DIVIDENDS	206,481.	0.	206,481.
WILLIAM BLAIR #145-14019 INTEREST	916.	0.	916.
WILLIAM BLAIR #145-14020 DIVIDENDS	63,039.	0.	63,039.
WILLIAM BLAIR #145-14020 INTEREST	3,665.	0.	3,665.
TOTAL TO FM 990-PF, PART I, LN 4	322,850.	0.	322,850.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND DISTRIBUTIONS	1,830.	0.	
FIDELITY #648-809543 TAX EXEMPT INTEREST	2.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,832.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,300.	1,575.		4,725.
TO FORM 990-PF, PG 1, LN 16B	6,300.	1,575.		4,725.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

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

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	15,690.	0.		0.
FOREIGN TAXES	5,511.	5,511.		0.
TO FORM 990-PF, PG 1, LN 18	21,201.	5,511.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	15.	0.		15.
DUES & SUBSCRIPTIONS	695.	0.		695.
INVESTMENT FEES	65,380.	65,380.		0.
SUNDRY EXPENSE	864.	0.		864.
OFFICE SUPPLIES	110.	0.		110.
TO FORM 990-PF, PG 1, LN 23	67,064.	65,380.		1,684.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY INC	0.	0.
FEDEX CORP	0.	0.
ILLINOIS TOOL WORKS INC	0.	0.
JOHNSON & JOHNSON	0.	0.
MICROSOFT CORP	0.	0.
MOLEX INC	0.	0.
MOODYS CORP	0.	0.
PRAXAIR INC	0.	0.
STAPLES INC	0.	0.
STARBUCKS CORP	0.	0.
SUNCOR ENERGY INC	0.	0.
XILINX INC	0.	0.
VERIZON COMMUNICATIONS	0.	0.
CHUBB CORP	0.	0.
EXPRESS SCRIPTS	0.	0.
STERICYCLE INC	0.	0.
AMERICAN EXPRESS	0.	0.
CIMAREX ENERGY	0.	0.
NUVASIVE INC	0.	0.
SCANSOURCE INC	0.	0.
EOG RES INC	0.	0.
APPLIED MATERIALS	0.	0.
SCHLUMBERGER LTD	0.	0.
ACCENTURE LTD CL A	0.	0.
ARCHER DANIELS MIDLAND CO	0.	0.
CABELAS INC	0.	0.
CEMEX	0.	0.
COSTCO	0.	0.
EXPEDITORS INTL OF WASHINGTON	0.	0.
IDEXX LABORATORIES	0.	0.
IHS INC	0.	0.
INTEL CORP	0.	0.
NIKE	0.	0.
NOVARTIS AG	0.	0.
QUALCOMM INC	0.	0.
ABBOTT LABORATORIES	0.	0.
CHARLES SCHWAB CORP	0.	0.
CHEVRON CORP	0.	0.
DEVRY INC	0.	0.
EMERSON ELECTRIC CO	0.	0.
KNIGHT TRANSPORTATION INC	0.	0.
MONSANTO CO	0.	0.
SCOTTS MIRACLE GROW	0.	0.
TEVA PHARMACEUTICAL	0.	0.
CAREFUSION CORP	0.	0.
CELGENE CORP	0.	0.
CITRIX SYSTEMS	0.	0.

COLGATE PALMOLIVE	0.	0.
POLYPORE INTERNATIONAL	0.	0.
WALMART STORES INC	0.	0.
WASTE MANAGEMENT INC	0.	0.
AIRGAS INC	0.	0.
APPLE INC	0.	0.
CARMAX INC	0.	0.
DEXCOM INC	0.	0.
DISCOVERY COMMUNICATIONS	0.	0.
DOLBY LABORATORIES	0.	0.
GENPACT LTD	0.	0.
TRIMBLE NAVIGATION	0.	0.
VOLTERRA SEMICONDUCTOR CORP	0.	0.
YUM BRANDS INC	0.	0.
BLAIR #145-14019 PORTFOLIO	3,072,779.	7,223,728.
BLAIR #145-14020 PORTFOLIO	2,325,014.	4,075,833.
FIDELITY #648-815438 PORTFOLIO	521,117.	547,072.
FIDELITY #648-815454 PORTFOLIO	537,989.	573,489.
FIDELITY #648-809535 PORTFOLIO	311,218.	325,935.
FIDELITY #648-809543 PORTFOLIO	320,326.	341,401.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,088,443.	13,087,458.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS FDIC	0.	0.
GOLDMAN SACHS FDIC	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

847-299-2244

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

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

	Recipient	Status of Recipient	Purpose of Contribution	Amount
1	Alice Lloyd College Pippa Pass, KY	Public	Unrestricted	$5,000
2	American Brain Tumor Association Des Plaines, IL	Public	Unrestricted	$10,000
3	American Diabetes Association Alexandria, VA	Public	Unrestricted	$2,000
4	Arizona 5 Arts Circle Phoenix, AZ	Public	Unrestricted	$7,000
5	Arizona Bridge to Independent Living Phoenix, AZ	Public	Unrestricted	$5,000
6	ARCS Foundation, Inc Chicago, IL	Public	Unrestricted	$10,000
7	Art Institute of Chicago Chicago, IL	Public	Unrestricted	$3,000
8	Arthritis Foundation Chicago, IL	Public	Unrestricted	$3,000
9	Association of Small Foundations Washington, DC	Public	Unrestricted	$1,000
10	Avenues to Independence Park Ridge, IL	Public	Unrestricted	$5,000
11	AzSCIA Phoenix, Arizona	Public	Unrestricted	$1,000
12	Ballet Arizona Phoenix, AZ	Public	Unrestricted	$10,000
13	Bishop Anderson House Chicago, IL	Public	Unrestricted	$5,000
14	Brooklyn Heights Montessori Brooklyn, NY	Public	Unrestricted	$5,800
15	Bush School of Government & Public Service College Station, TX	Public	Unrestricted	$10,000
16	Cancer Wellness Center Northbrook, IL	Public	Unrestricted	$50,350
17	Career Resource Center Lake Forest, IL	Public	Unrestricted	$2,000
18	Carl Hayden Science Club Phoenix, AZ	Public	Unrestricted	$3,000
19	Cathedral Shelter of Chicago Chicago, IL	Public	Unrestricted	$10,000
20	Chicago Botanic Garden Glencoe, IL	Public	Unrestricted	$5,400

21	Chicago Children's Choir Chicago, IL	Public	Unrestricted	$2,000
22	Chicago Humanities Festival Chicago, IL	Public	Unrestricted	$1,000
23	Chicago Openlands Chicago, IL	Public	Unrestricted	$2,500
24	Chicago Symphony Orchestra Chicago, IL	Public	Unrestricted	$2,000
25	Chicago Oncology Services Chicago, IL	Public	Unrestricted	$5,000
26	Children's Place Association Chicago, IL	Public	Unrestricted	$5,000
27	Christ Church of the Ascension Paradise Valley, AZ	Public	Unrestricted	$5,000
28	Christ Episcopal Church River Forest, IL	Public	Unrestricted	$2,000
29	Christopher & Dana Reeve Foundation Short Hills, NJ	Public	Unrestricted	$5,000
30	Church of the Holy Spirit Lake Forest, IL	Public	Unrestricted	$5,000
31	College Bound Opportunities Riverwoods, IL	Public	Unrestricted	$5,000
32	College of the Ozarks Point Lookout, MO	Public	Unrestricted	$5,000
33	Contemporary Forum Phoenix, AZ	Public	Unrestricted	$2,000
34	Crisis Nursery Phoenix, AZ	Public	Unrestricted	$2,000
35	Culver Educational Foundation Culver, IN	Public	Unrestricted	$20,000
36	Cumberland College Williamsburg, KY	Public	Unrestricted	$10,000
37	DePauw Univ (Butler Scholars) Greencastle, IN	Public	Unrestricted	$25,000
38	DePauw Univ (Sigma Chi) Greencastle, IN	Public	Unrestricted	$10,000
39	Dominican University River Forest, IL	Public	Unrestricted	$10,000
40	East West Institute New York, NY	Public	Unrestricted	$10,000
41	Eiteljorg Museum Indianapolis, IN	Public	Unrestricted	$5,000

42 Extreme Kids & Crew Brooklyn, NY	Public	Unrestricted	$3,000
43 Field Museum of Natural History Chicago, IL	Public	Unrestricted	$7,250
44 Fort Greene Park Conservancy Brooklyn, NY	Public	Unrestricted	$10,000
45 Frontier Nursing Service Wendover, KY	Public	Unrestricted	$5,000
46 Glenwood School for Boys & Girls Glenwood, IL	Public	Unrestricted	$5,000
47 Greater Chicago Food Depository Chicago, IL	Public	Unrestricted	$10,000
48 Guide Dogs for the Blind, Inc Englewood, CO	Public	Unrestricted	$3,000
49 Hall of Flame Phoenix, AZ	Public	Unrestricted	$2,000
50 H O M E Chicago, IL	Public	Unrestricted	$5,000
51 Hubbard Street 2 Dancers Chicago, IL	Public	Unrestricted	$2,000
52 Jackson Laboratory Bar Harbor, Maine	Public	Unrestricted	$10,000
53 Joffrey Ballet of Chicago Chicago, IL	Public	Unrestricted	$5,000
54 John Austin Cheley Foundation Atlanta, GA	Public	Unrestricted	$3,000
55 Johns Hopkins University Baltimore, MD	Public	Unrestricted	$10,000
56 Junior Achievement Chicago, IL	Public	Unrestricted	$5,000
57 KAET Channel 8 Tempe, AZ	Public	Unrestricted	$3,000
58 Lake Forest Graduate School of Management Lake Forest, IL	Public	Unrestricted	$5,000
59 Lake Forest Open Lands Assn Lake Forest, IL	Public	Unrestricted	$2,500
60 Lake Forest Symphony Lake Forest, IL	Public	Unrestricted	$10,000
61 Leukemia & Lymphoma Society Chicago, IL	Public	Unrestricted	$10,000
62 Little Brothers Friends of the Elderly Chicago, IL	Public	Unrestricted	$5,000
63 Merit School of Music Chicago, IL	Public	Unrestricted	$3,000
64 Midwest Palliative & Hospice CareCenter Glenview, IL	Public	Unrestricted	$2,000

65	Miracle Flight for Kids Green Valley, NV	Public	Unrestricted	$2,000
66	Museum of Science & Industry Chicago, IL	Public	Unrestricted	$11,000
67	New Foundation Center Northfield, IL	Public	Unrestricted	$4,000
68	North Shore Senior Center Northfield, IL	Public	Unrestricted	$5,000
69	Northbrook Symphony Orchestra Northbrook, IL	Public	Unrestricted	$5,000
70	Northfield Township Food Pantry Glenview, IL	Public	Unrestricted	$3,000
71	Northwestern Women's Board Chicago, IL	Public	Unrestricted	$2,000
72	Orthogenic School Chicago, IL	Public	Unrestricted	$10,000
73	PADS Crisis Services, Inc North Chicago, IL	Public	Unrestricted	$3,000
74	Phoenix Children's Hospital Foundation Phoenix, Arizona	Public	Unrestricted	$5,000
75	Phoenix Rising Fdn/Lake County Food Pantry Lake Bluff, IL	Public	Unrestricted	$3,000
76	Phoenix Symphony Phoenix, Arizona	Public	Unrestricted	$13,590
77	Phoenix Zoo Phoenix, AZ	Public	Unrestricted	$2,000
78	Ragdale Foundation Lake Forest, IL	Public	Unrestricted	$5,000
79	Rainbow Hospice, Inc Mt Prospect, IL	Public	Unrestricted	$5,000
80	Ravinia Festival Highland Park, IL	Public	Unrestricted	$3,500
81	Rotary Club/Chest Fund Chicago, IL	Public	Unrestricted	$5,000
82	Salvation Army Chicago, IL	Public	Unrestricted	$10,000
83	St Giles Episcopal Church Northbrook, IL	Public	Unrestricted	$5,000
84	St Leonard's House Chicago, IL	Public	Unrestricted	$3,000
85	St Stephen's & St Agnes School Alexandria, VA	Public	Unrestricted	$10,000
86	Starlight Children's Foundation Chicago, IL	Public	Unrestricted	$5,000
87	TGEN Foundation Phoenix, AZ	Public	Unrestricted	$5,000

88	Unified School District #483 Plains, KS	Public	Unrestricted	$10,000
89	United Negro College Fund Chicago, IL	Public	Unrestricted	$1,000
90	WBEZ Public Radio Chicago, IL	Public	Unrestricted	$1,000
91	Wellness Community Phoenix, AZ	Public	Unrestricted	$5,000
92	West Valley Child Crisis Center Glendale, AZ	Public	Unrestricted	$2,000
93	Westminster School New York, NY	Public	Unrestricted	$10,000
94	Women's in the Winner's Circle Foundation Phoenix, AZ	Public	Unrestricted	$3,000
95	WTTW Channel 11 Chicago, IL	Public	Unrestricted	$4,000
			Total	**$578,890**

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

BUTLER FAMILY FOUNDATION

SALES OF SECURITIES

GAINS(LOSSES) - 2012

DESCRIPTION OF SECURIT	HOW ACQUIRED	NO OF SHARES SOLD	ACQUISITION DATE	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
SHORT-TERM GAINS(LOSSES)							
GDF Suez-Spon ADR	P-Purchase	60	02/17/12	04/13/12	1,392 16	1,584 41	(192 25)
GDF Suez-Spon ADR	P-Purchase	110	02/17/12	04/13/12	2 560 64	2 896 63	(335 99)
Phillips 66	P-Purchase	Cash in Lieu	05/04/12	05/04/12	15 39	0 00	15 39
Cemig SA-Spons Adr	P-Purchase	Cash in Lieu	05/17/12	05/17/12	8 49	0 00	8 49
Cemig SA-Spons Adr	P-Purchase	Cash in Lieu	05/17/12	05/17/12	8 49	0 00	8 49
Phillips 66	P-Purchase	55	02/17/12	06/14/12	1 782 06	1 843 41	(61 35)
Phillips 66	P-Purchase	30	03/20/12	06/14/12	972 04	1 072 81	(100 77)
Phillips 66	P Purchase	27	02/17/12	06/14/12	879 07	922 85	(43 78)
Phillips 66	P-Purchase	20	03/20/12	06/14/12	639 32	715 97	(76 65)
Aruba Networks Inc	P-Purchase	1,500	04/25/12	06/19/12	22,145 50	30,958 05	(8 812 55)
Aruba Networks Inc	P-Purchase	1 500	04/25/12	06/19/12	22 145 50	30,958 05	(8,812 55)
Bristol-Myers Squibb Co	P-Purchase	115	02/17/12	09/12/12	3 858 19	3,759 97	98 22
Bristol-Myers Squibb Co	P Purchase	90	03/20/12	09/12/12	3 019 45	2,987 04	32 41
Bristol-Myers Squibb Co	P-Purchase	65	05/11/12	09/12/12	2 180 72	2,165 37	15 35
Bristol-Myers Squibb Co	P-Purchase	135	03/20/12	09/12/12	4 529 46	4,475 56	53 90
Bristol-Myers Squibb Co	P Purchase	230	02/17/12	09/12/12	7 716 85	7 509 93	206 92
Bristol-Myers Squibb Co	P-Purchase	95	05/11/12	09/12/12	3,187 40	3,160 15	27 25
Cavium Inc	P Purchase	1 250	04/25/12	09/17/12	43 557 39	34 344 15	9,213 24
Cavium Inc	P-Purchase	350	04/27/12	09/17/12	12,196 07	9 616 36	2 579 71
Cavium Inc	P-Purchase	1 000	04/25/12	09/17/12	34 845 92	27,097 80	7,748 12
Cavium Inc	P-Purchase	300	04/27/12	09/17/12	10 453 77	8 647 08	1 806 69
Goldman Sachs Group Inc	P-Purchase	500	06/19/12	09/26/12	56,287 73	48,659 90	7 627 83
Kraft Foods Group	P-Purchase	Cash in Lieu	10/05/12	10/05/12	31 08	0 00	31 08
Kraft Foods Group	P-Purchase	Cash in Lieu	10/05/12	10/05/12	31 08	0 00	31 08
Tesco PLC-Sponsored ADR	P-Purchase	245	02/17/12	10/08/12	3 743 27	3 713 42	29 85
Tesco PLC-Sponsored ADR	P-Purchase	75	03/20/12	10/08/12	1 145 90	1 205 26	(59 36)
Nitto Denko Corp	P-Purchase	390	02/17/12	10/23/12	9 032 35	8,258 50	773 85
Nitto Denko Corp	P Purchase	200	02/17/12	10/23/12	4 629 45	4 240 00	389 45
Nitto Denko Corp	P-Purchase	10	03/20/12	10/23/12	231 47	207 49	23 98
France Telecom ADR	P-Purchase	85	02/17/12	11/12/12	881 77	1 292 45	(410 68)
France Telecom ADR	P-Purchase	170	02/17/12	11/12/12	1 773 55	2 574 89	(801 34)
Treasury Wine Estates Ltd Sp	P-Purchase	825	02/17/12	12/14/12	4 170 27	3 312 38	857 89
Treasury Wine Estates Ltd Sp	P-Purchase	145	04/11/12	12/14/12	732 96	630 20	102 76
Treasury Wine Estates Ltd Sp	P-Purchase	1 650	02/17/12	12/14/12	8,340 56	6 624 75	1 715 81
Treasury Wine Estates Ltd Sp	P-Purchase	180	04/11/12	12/14/12	909 88	782 32	127 56
TOTAL SHORT-TERM GAINS(LOSSES)					$270 035 20	$256 217 15	13 818 05
LONG-TERM GAINS(LOSSES)							
Charles Schwab Corp	P Purchase	1,325	09/25/09	01/12/12	16 177 94	24,700 08	(8 522 14)
Charles Schwab Corp	P-Purchase	195	11/04/09	01/12/12	2 380 90	3,635 11	(1,254 21)
Charles Schwab Corp	P-Purchase	1 480	01/26/10	01/12/12	18 070 45	27 589 53	(9 519 08)
Verizon Communications	P Purchase	8 406	06/15/97	01/12/12	324,965 51	294 358 16	30 607 35
Verizon Communications	P-Purchase	8,830	12/21/09	01/12/12	341 704 74	274 759 92	66 944 82
Verizon Communications	P-Purchase	5 994	06/19/00	01/12/12	231 720 59	17 742 24	213,978 35
Charles Schwab Corp	P-Purchase	1 060	09/25/09	01/12/12	12,942 35	19 526 90	(6 584 55)
Charles Schwab Corp	P Purchase	160	11/04/09	01/12/12	1,953 56	2 774 40	(820 84)
Goldman Sach Group	P-Purchase	175 000	04/14/09	02/08/12	176 805 70	183 054 88	(6 249 18)
Goldman Sach Group	P-Purchase	450 000	04/14/09	02/08/12	454 739 66	470 721 65	(15,981 99)
Goldman Sach Group	P-Purchase	250 000	06/19/09	02/08/12	252,633 14	257,841 75	(5 208 61)
Carefusion Corp	P-Purchase	900	04/15/10	02/28/12	23 473 46	22,564 22	909 24
Carefusion Corp	P-Purchase	1 100	06/24/10	02/28/12	28 689 79	27 578 48	1 111 31
Carmax Inc	P-Purchase	1 900	01/25/11	02/28/12	58,859 98	60 552 05	(1,692 07)
Carefusion Corp	P-Purchase	800	04/15/10	02/28/12	20,865 30	21,501 12	(635 82)
Carefusion Corp	P-Purchase	540	06/24/10	02/28/12	14 084 07	12,771 00	1,313 07
Carmax Inc	P-Purchase	1,400	01/25/11	02/28/12	43 370 51	44 617 30	(1,246 79)
Cemex Sab-Spons ADR	P-Purchase	0 96	03/24/08	04/24/12	6 23	22 03	(15 80)
Applied Materials inc	P-Purchase	6,250	09/25/09	04/25/12	71 855 88	82,250 00	(10 394 12)
Cemex Sab-Spons ADR	P-Purchase	2 338	03/24/08	04/25/12	16 014 93	53 645 77	(37 630 84)
Scansource Inc	P-Purchase	1 500	07/06/05	04/25/12	50 640 36	37 465 80	13,174 56
Cemex Sab-Spons ADR	P-Purchase	0 36	09/25/09	04/24/12	2 33	4 16	(1 83)
Applied Materials inc	P-Purchase	4 270	09/28/09	04/25/12	49 091 93	57 815 80	(8 723 87)
Scansource Inc	P-Purchase	400	07/06/05	04/25/12	13,504 09	8 740 14	4 763 95
Cemex Sab-Spons ADR	P-Purchase	1 855	09/25/09	04/25/12	12,706 46	21 445 84	(8 739 38)
Scansource Inc	P-Purchase	400	07/06/05	04/25/12	13 504 10	8 817 06	4 687 04
Expeditors Intl Wash Inc	P-Purchase	140	06/19/09	06/19/12	5,620 66	4,790 34	830 32
Knight Transportation Inc	P-Purchase	1 300	11/04/09	06/19/12	22,330 89	22 746 65	(415 76)
Expeditors Intl Wash Inc	P-Purchase	860	09/30/08	06/19/12	34 526 93	29,426 40	5 100 53
Moody's Corp	P-Purchase	1 000	05/13/03	06/18/12	36,535 18	24 804 20	11 730 98
Knight Transportation Inc	P-Purchase	700	01/25/11	06/19/12	12 024 33	12 248 20	(223 87)
Expeditors Intl Wash Inc	P-Purchase	130	06/19/09	06/19/12	5,219 19	4,303 00	916 19
Expeditors Intl Wash Inc	P-Purchase	510	09/30/08	06/19/12	20,475 27	18,082 36	2,392 91
Expeditors Intl Wash Inc	P-Purchase	160	10/23/08	06/19/12	6 423 61	4 931 07	1 492 54
Volterra Semiconductor	P-Purchase	1 000	03/22/11	07/25/12	22 043 40	22 806 90	(763 50)
Volterra Semiconductor	P-Purchase	1 400	06/24/11	07/25/12	30,860 76	32,219 32	(1 358 56)
Volterra Semiconductor	P-Purchase	1,400	03/22/11	07/25/12	30,860 77	32,219 32	(1 358 55)
Citrix Systems Inc	P-Purchase	350	10/22/10	08/16/02	26,921 39	20,873 35	6 048 04
Devry Inc	P-Purchase	800	06/19/09	08/16/02	16,005 64	39,598 00	(23 592 36)
Dolby Laboratories	P-Purchase	1 345	06/24/11	08/14/12	45,675 04	56,418 45	(10,743 41)
Illinois Tool Works	P-Purchase	1 485	05/08/92	09/26/12	87,617 78	11,740 34	75,877 44
Staples Inc	P-Purchase	5,625	08/09/91	09/26/12	63,729 81	8 860 01	54,869 80
HIS Inc-Class A	P-Purchase	755	09/30/08	09/26/12	70 405 57	33 847 47	36,558 10
TOTAL LONG-TERM GAINS(LOSSES)					$2 788 040 18	$2,416 410 77	371 629 41
TOTAL GAINS(LOSSES)					$3 058 075 38	$2 672 627 92	385,447 46