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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 01-01-2012 , and ending 12-31-2012

Name of foundation
THE BUTLER FAMILY FUND

% MARTHA TOLL

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
Suite 1000

Room/suite

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 ☑ 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)* ▶$ 9,673,976

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) (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)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	17	17		
	4	Dividends and interest from securities	182,475	182,475		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	588,246			
	b	Gross sales price for all assets on line 6a 2,066,507				
	7	Capital gain net income (from Part IV, line 2)		588,246		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	770,738	770,738		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	96,940			96,940
	14	Other employee salaries and wages	27,584			27,584
	15	Pension plans, employee benefits	10,273			10,273
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	11,222	3,367		7,855
	c	Other professional fees (attach schedule)	48,393	43,956		4,437
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	14,158	955		9,850
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	19,874			19,874
	21	Travel, conferences, and meetings	14,942			14,942
	22	Printing and publications				
	23	Other expenses (attach schedule)	12,277	59		12,218
	24	**Total operating and administrative expenses.** Add lines 13 through 23	255,663	48,337		203,973
	25	Contributions, gifts, grants paid	653,600			653,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	909,263	48,337		857,573
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-138,525			
	b	**Net investment income** (if negative, enter -0-)		722,401		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (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	280,058	385,432	385,432
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	4,743,492	4,234,115	4,234,115
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)	4,254,832	5,052,829	5,052,829
14	Land, buildings, and equipment basis ▶ 4,058 Less accumulated depreciation (attach schedule) ▶ 4,058			
15	Other assets (describe ▶)	1,600	1,600	1,600
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,279,982	9,673,976	9,673,976
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	9,279,982	9,673,976	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	9,279,982	9,673,976	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,279,982	9,673,976	

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	9,279,982
2	Enter amount from Part I, line 27a	2	-138,525
3	Other increases not included in line 2 (itemize) ▶	3	532,519
4	Add lines 1, 2, and 3	4	9,673,976
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,673,976

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)
1 a	HARRIS ASSOC ST-SEE STMT	P		
b	HARRIS ASSOC LT-SEE STMT	P		
c	AOL TIME WARNER	P		
d	CAPITAL GAIN DIVIDENDS	P		
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				12,878
b				382,730
c				26
d				192,612
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
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	588,246
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	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,278,699	9,629,541	0 132789
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

2	**Total** of line 1, column (d)	2	0 531603
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 106321
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,497,638
5	Multiply line 4 by line 3	5	1,009,798
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,224
7	Add lines 5 and 6	7	1,017,022
8	Enter qualifying distributions from Part XII, line 4	8	857,573

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ______ **(attach copy of 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	14,448
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	14,448
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	14,448
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,800		
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	4,800
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	9,648
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		No
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		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
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		No
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW BUTLERFAMILYFUND ORG

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

Located at ▶1634 I STREET NW 1000 WASHINGTON DC ZIP+4 ▶20006

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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 ▶ 20____ , 20____ , 20____ , 20____			
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 ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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**

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
MARTHA A TOLL 5616 WESTERN AVENUE CHEVY CHASE, MD 20815	EXECUTIVE DIRECTOR 40 0	96,940	0	0
SEE STATEMENT 1634 I STREET NW WASHINGTON, DC 20006	SEE STATEMENT 0	0	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

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
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	
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	
2	
All other program-related investments See page 24 of the instructions **3**	
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	9,348,538
b	Average of monthly cash balances	1b	292,134
c	Fair market value of all other assets (see instructions)	1c	1,600
d	**Total** (add lines 1a, b, and c)	1d	9,642,272
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	9,642,272
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	144,634
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,497,638
6	**Minimum investment return.** Enter 5% of line 5	6	474,882

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	474,882
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,448		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,448
3	Distributable amount before adjustments Subtract line 2c from line 1			3	460,434
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	460,434
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	460,434

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	857,573
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	857,573
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	857,573

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				460,434
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 463,630				
b From 2008. 440,870				
c From 2009. 542,875				
d From 2010. 428,775				
e From 2011. 806,328				
f **Total** of lines 3a through e.	2,682,478			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 857,573				
a Applied to 2011, but not more than line 2a			0	
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 2012 distributable amount.				460,434
e Remaining amount distributed out of corpus	397,139			
5 Excess distributions carryover applied to 2012				
(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	3,079,617			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	463,630			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,615,987			
10 Analysis of line 9				
a Excess from 2008. . . . 440,870				
b Excess from 2009. . . . 542,875				
c Excess from 2010. . . . 428,775				
d Excess from 2011. . . . 806,328				
e Excess from 2012. . . . 397,139				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization 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**
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 organization 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))

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

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 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*				
SEE STATEMENT SEE STATEMENT SEE STATEMENT, DC 20006	NONE	501(C)(3)	SEE STATEMENT	653,600
Total . . . . ▶ **3a**				653,600
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	17	
4 Dividends and interest from securities. . . .			14	182,475	
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	588,246	
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). .				770,738	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 770,738

(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)

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)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-04-22 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name ▶	CRAMER & OLER LLC		Firm's EIN ▶	
Firm's address ▶	6106 MACARTHUR BOULEVARD SUITE 108 BETHESDA, MD 20816		Phone no (301) 320-0100	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	1995-05-15	410	410	M7					
PRINTER	2002-03-13	482	482	M5					
COMPUTERS +	2007-12-15	3,166	3,166	M5					

TY 2012 Investments Corporate Stock Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HARRIS ASSOCIATES	4,230,552	4,230,552
DIVIDENDS RECEIVABLE	3,563	3,563

TY 2012 Investments - Other Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HARRIS ASSOCIATES-MUTUAL FUNDS	FMV	5,052,829	5,052,829

TY 2012 Land, Etc. Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE	410	410		
PRINTER	482	482		
COMPUTERS +	3,166	3,166		

TY 2012 Other Assets Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT	1,600	1,600	1,600

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TY 2012 Other Expenses Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	2,285			2,285
PROFESSIONAL DEVELOPMENT	1,803			1,803
OFFICE EXPS	3,511			3,511
INSURANCE	1,692			1,692
COMPUTER EXPS	384			384
OTHER EXPENSES	2,543			2,543
FIREIGN DIVIDENDS FEES	59	59		

TY 2012 Other Increases Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	532,519

TY 2012 Other Professional Fees Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HARRIS ASSOC-INVEST ADVISOR	43,956	43,956		
CONSULTING	4,437			4,437

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TY 2012 Taxes Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL	9,850			9,850
FOREIGN	955	955		
EXCISE	3,353			

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

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
01-31-08	02-01-12	1,000.00	Dell	20,009.27		17,430.49		-2,578.78
04-09-08	02-01-12	500.00	Dell	9,380.00		8,715.25		-664.75
06-08-11	02-01-12	500 00	JPMorgan Chase	20,371 25		18,815.13	-1,556.12	
03-02-07	02-01-12	500.00	Intel	9,649.10		13,311.69		3,662.59
08-11-11	02-01-12	300.00	Illinois Tool Works	13,276.70		16,469.55	3,192.85	
04-09-08	02-15-12	1,000 00	Dell	18,760 00		17,961 98		-798.02
11-07-08	02-15-12	2,000.00	Dell	25,060.80		35,923.95		10,863.15
10-24-08	02-15-12	2,000 00	Dell	23,563 80		35,923 95		12,360.15
02-04-11	02-29-12	200.00	Visa Cl A	14,513.25		23,705.51		9,192.26
07-16-02	03-09-12	1,000.00	DIRECTV Cl A	8,780.14		47,081.95		38,301.81
06-08-11	03-09-12	500 00	JPMorgan Chase	20,371.25		20,659 62	288.37	
08-03-09	03-09-12	400.00	Omnicare	9,454.51		13,525.75		4,071.24
03-02-07	03-09-12	500.00	Intel	9,649.10		13,536.70		3,887.60
02-04-11	03-09-12	100 00	Visa Cl A	7,256.63		11,757 85		4,501.22
01-27-11	03-09-12	200.00	Visa Cl A	14,154.18		23,515.71		9,361.53
12-14-09	03-12-12	500.00	Comcast Cl A	8,779.05		14,875.73		6,096.68
02-01-05	03-12-12	300 00	JPMorgan Chase	11,238 48		12,088 78		850.30
06-06-11	03-12-12	300.00	Wells Fargo	7,915.10		9,367.83	1,452.73	
08-11-11	03-12-12	300.00	Illinois Tool Works	13,276.70		16,697.29	3,420.59	
07-16-02	04-09-12	500.00	DIRECTV Cl A	4,390.07		24,555.69		20,165.62
02-01-05	04-09-12	400.00	JPMorgan Chase	14,984.64		17,378.41		2,393.77
08-03-09	04-09-12	400.00	Omnicare	9,454.51		13,921.48		4,466.97
07-08-03	05-03-12	300 00	Diageo ADR	12,717 00		31,207 39		18,490 39
07-16-02	05-03-12	500.00	DIRECTV Cl A	4,390.07		24,740.19		20,350.12
03-02-07	05-03-12	300.00	Intel	5,789.46		8,622.30		2,832.84
08-27-09	08-03-12	500.00	Comcast Cl A	7,732.93		17,414 15		9,681 22
08-27-09	08-16-12	500.00	Comcast Cl A	7,732 93		17,066 16		9,333 23
12-16-10	08-16-12	400.00	Republic Services	12,004.95		11,539.78		-465.17
07-08-03	08-17-12	100.00	Diageo ADR	4,239.00		10,599 39		6,360 39
07-08-03	08-17-12	200.00	Diageo ADR	8,478 00		21,206.28		12,728.28
12-01-09	08-17-12	300.00	Wal-Mart Stores	16,441.00		21,564.89		5,123.89
10-09-09	08-17-12	200 00	Wal-Mart Stores	9,997.66		14,376 60		4,378 94
11-13-08	09-19-12	158 00	Liberty Venture Rts	332 44		1,866.52		1,534 08
08-10-12	09-19-12	1.00	Liberty Venture Rts	0.00		11.81	11.81	
11-13-08	09-19-12	475.00	Liberty Ventures Cl A	3,478.39		22,734.77		19,256.38
12-16-10	09-21-12	300 00	Republic Services	9,003 72		8,394 72		-609 00
03-25-11	09-21-12	500.00	Republic Services	14,968.55		13,991.19		-977.36
11-15-10	09-21-12	900.00	Republic Services	25,688.71		25,184.15		-504.56
11-15-10	09-21-12	3,900 00	Republic Services	111,173 65		109,131 30		-2,042 35
08-27-09	10-10-12	500.00	Comcast Cl A	7,732.93		17,521.60		9,788.67
08-11-11	10-10-12	500.00	Illinois Tool Works	22,127.83		29,136.34		7,008.51
09-24-12	10-10-12	1,000 00	Liberty Interactive Cl A	18,383 73		18,932 77	549.04	
10-28-11	10-10-12	500.00	Time Warner	17,693.55		22,690.94	4,997.39	
09-13-02	10-10-12	1,000.00	Time Warner	26,883.13		45,381 88		18,498.75
09-13-02	12-04-12	2,533 31	Time Warner	68,103 42		118,349 07		50,245 65

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

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
10-17-02	12-04-12	966.69	Time Warner	25,509.47		45,160 76		19,651 29
TOTAL GAINS							13,912.78	345,437.52
TOTAL LOSSES							-1,556.12	-8,639 99
				734,891.05	**0.00**	**1,084,045.24**	**12,356.66**	**336,797.53**

TOTAL SUPERVISED REALIZED GAIN/LOSS 349,154 19
NO CAPITAL GAINS DISTRIBUTIONS

Unsupervised Assets

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
09-01-11	06-06-12	71.813	Vanguard Fxd Inc Secs St Fed Fd Admr	786.35		779.05	-7.30	
10-03-11	06-06-12	67 451	Vanguard Fxd Inc Secs St Fed Fd Admr	737.24		731.73	-5.51	
11-01-11	06-06-12	72 022	Vanguard Fxd Inc Secs St Fed Fd Admr	787 20		781 32	-5.88	
12-01-11	06-06-12	62.824	Vanguard Fxd Inc Secs St Fed Fd Admr	686 04		681.54	-4.50	
08-01-11	06-06-12	76.002	Vanguard Fxd Inc Secs St Fed Fd Admr	827.66		824.50	-3.16	
02-01-12	06-06-12	54 004	Vanguard Fxd Inc Secs St Fed Fd Admr	588.10		585.85	-2.25	
03-01-12	06-06-12	48 587	Vanguard Fxd Inc Secs St Fed Fd Admr	528.14		527.09	-1 05	
06-01-11	06-06-12	76 935	Vanguard Fxd Inc Secs St Fed Fd Admr	834 75		834 62		-0 13
05-01-12	06-06-12	45 836	Vanguard Fxd Inc Secs St Fed Fd Admr	497 32		497 24	-0 08	
06-01-12	06-06-12	43.600	Vanguard Fxd Inc Secs St Fed Fd Admr	473 06		472 99	-0 07	
07-01-11	06-06-12	75.574	Vanguard Fxd Inc Secs St Fed Fd Admr	819.22		819.85	0.63	
12-30-11	06-06-12	573.338	Vanguard Fxd Inc Secs St Fed Fd Admr	6,214.98		6,219.76	4.78	
12-30-11	06-06-12	179.168	Vanguard Fxd Inc Secs St Fed Fd Admr	1,942.18		1,943.68	1.50	
01-03-12	06-06-12	54 733	Vanguard Fxd Inc Secs St Fed Fd Admr	593.31		593 76	0 45	
04-02-12	06-06-12	52 101	Vanguard Fxd Inc Secs St Fed Fd Admr	563 21		565 21	2 00	
04-02-12	06-06-12	232.665	Vanguard Fxd Inc Secs St Fed Fd Admr	2,515 11		2,524 03	8 92	
04-02-12	06-06-12	72.708	Vanguard Fxd Inc Secs St Fed Fd Admr	785.97		788.76	2.79	
06-25-08	06-06-12	13,191.330	Vanguard Fxd Inc Secs St Fed Fd Admr	138,772.79		143,104.02		4,331.23

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

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
06-01-11	06-06-12	206.900	Vanguard Fxd Inc Secs St Inv Grade Ad	2,234.52		2,217.63		-16.89
08-01-11	06-06-12	184.028	Vanguard Fxd Inc Secs St Inv Grade Ad	1,985.66		1,972.48	-13.18	
05-01-12	06-06-12	160.134	Vanguard Fxd Inc Secs St Inv Grade Ad	1,723.04		1,716.37	-6 67	
07-01-11	06-06-12	180.148	Vanguard Fxd Inc Secs St Inv Grade Ad	1,936.59		1,930.89	-5.70	
03-01-12	06-06-12	168.820	Vanguard Fxd Inc Secs St Inv Grade Ad	1,814.81		1,809.47	-5.34	
04-02-12	06-06-12	167.542	Vanguard Fxd Inc Secs St Inv Grade Ad	1,799 40		1,795 78	-3 62	
06-01-12	06-06-12	161.942	Vanguard Fxd Inc Secs St Inv Grade Ad	1,739.26		1,735 75	-3 51	
02-01-12	06-06-12	177.883	Vanguard Fxd Inc Secs St Inv Grade Ad	1,908.68		1,906.61	-2.07	
09-01-11	06-06-12	182.853	Vanguard Fxd Inc Secs St Inv Grade Ad	1,960.18		1,959.88	-0.30	
11-01-11	06-06-12	178.049	Vanguard Fxd Inc Secs St Inv Grade Ad	1,905.12		1,908 39	3.27	
10-03-11	06-06-12	175.353	Vanguard Fxd Inc Secs St Inv Grade Ad	1,869.26		1,879 50	10.24	
01-03-12	06-06-12	178.703	Vanguard Fxd Inc Secs St Inv Grade Ad	1,901.40		1,915 40	14.00	
12-01-11	06-06-12	173.105	Vanguard Fxd Inc Secs St Inv Grade Ad	1,838.37		1,855.40	17.03	
05-29-09	06-06-12	12,937 749	Vanguard Fxd Inc Secs St Inv Grade Ad	131,451.44		138,671.45		7,220.01
03-01-12	06-06-12	307 643	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,141.04		3,115.95	-25.09	
06-01-12	06-06-12	321.030	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,271 30		3,251 54	-19.76	
02-01-12	06-06-12	335.388	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,414 25		3,396 96	-17 29	
05-01-12	06-06-12	316.756	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,221.41		3,208.25	-13 16	
11-01-11	06-06-12	341.250	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,463.69		3,456.33	-7 36	
08-01-11	06-06-12	346 097	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,502.50		3,505.43	2.93	
09-01-11	06-06-12	344 312	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,480.99		3,487.35	6.36	
04-02-12	06-06-12	329.548	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,321 84		3,337 81	15 97	
04-02-12	06-06-12	135.795	Vanguard Fxd Inc Secs Int Inv Grade Ad	1,368 81		1,375 39	6 58	

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

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
04-02-12	06-06-12	358 886	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,617.57		3,634.96	17.39	
06-01-11	06-06-12	386.821	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,887.55		3,917.90		30.35
10-03-11	06-06-12	335.556	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,368.98		3,398 66	29.68	
01-03-12	06-06-12	346 428	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,460.82		3,508.78	47.96	
12-30-11	06-06-12	105 427	Vanguard Fxd Inc Secs Int Inv Grade Ad	1,051.11		1,067.81	16.70	
12-30-11	06-06-12	1,121.367	Vanguard Fxd Inc Secs Int Inv Grade Ad	11,180 03		11,357.71	177.68	
12-01-11	06-06-12	337.089	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,357 41		3,414 19	56 78	
07-01-11	06-06-12	342.310	Vanguard Fxd Inc Secs Int Inv Grade Ad	3,399.14		3,467 07	67 93	
05-29-09	06-06-12	10,018.603	Vanguard Fxd Inc Secs Int Inv Grade Ad	89,268.41		101,472.91		12,204.50
11-01-12	12-03-12	238.755	Vanguard Fxd Inc Secs Int Inv Grade Ad	2,509 32		2,506.30	-3.02	
12-03-12	12-03-12	230.752	Vanguard Fxd Inc Secs Int Inv Grade Ad	2,422 90		2,422 29	-0.61	
10-01-12	12-03-12	235.048	Vanguard Fxd Inc Secs Int Inv Grade Ad	2,458 60		2,467.39	8.79	
09-04-12	12-03-12	247.338	Vanguard Fxd Inc Secs Int Inv Grade Ad	2,572 32		2,596.40	24 08	
08-01-12	12-03-12	252 419	Vanguard Fxd Inc Secs Int Inv Grade Ad	2,622.63		2,649.74	27 11	
07-02-12	12-03-12	261 724	Vanguard Fxd Inc Secs Int Inv Grade Ad	2,672.20		2,747.41	75.21	
05-29-09	12-03-12	8,057 774	Vanguard Fxd Inc Secs Int Inv Grade Ad	71,796.90		84,585.47		12,788.57
10-01-12	12-03-12	30.987	Vanguard Fxd Inc Secs St Fed Fd Admr	337.76		337 36	-0.40	
08-01-12	12-03-12	35.159	Vanguard Fxd Inc Secs St Fed Fd Admr	382 88		382 79	-0 09	
09-04-12	12-03-12	34.082	Vanguard Fxd Inc Secs St Fed Fd Admr	371 15		371 06	-0 09	
12-03-12	12-03-12	31.963	Vanguard Fxd Inc Secs St Fed Fd Admr	348.08		347 99	-0 09	
11-01-12	12-03-12	33 074	Vanguard Fxd Inc Secs St Fed Fd Admr	359.84		360.09	0 25	
07-02-12	12-03-12	37 909	Vanguard Fxd Inc Secs St Fed Fd Admr	411.31		412.73	1.42	
06-25-08	12-03-12	8,979.562	Vanguard Fxd Inc Secs St Fed Fd Admr	94,464 99		97,762.98		3,297.99

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

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
11-01-12	12-03-12	115.451	Vanguard Fxd Inc Secs St Inv Grade Ad	1,256 11		1,255.79	-0 32	
12-03-12	12-03-12	109.931	Vanguard Fxd Inc Secs St Inv Grade Ad	1,196 05		1,195.75	-0 30	
10-01-12	12-03-12	115 036	Vanguard Fxd Inc Secs St Inv Grade Ad	1,250.44		1,251.28	0.84	
09-04-12	12-03-12	120,546	Vanguard Fxd Inc Secs St Inv Grade Ad	1,306.72		1,311.21	4.49	
08-01-12	12-03-12	124.117	Vanguard Fxd Inc Secs St Inv Grade Ad	1,341.71		1,350 06	8.35	
07-02-12	12-03-12	130.297	Vanguard Fxd Inc Secs St Inv Grade Ad	1,400.69		1,417.28	16 59	
05-29-09	12-03-12	8,475.798	Vanguaid Fxd Inc Secs St Inv Grade Ad	86,116.67		92,193.63		6,076.96
TOTAL GAINS							678 70	45,949 61
TOTAL LOSSES							-157 77	-17 02
				743,396.48	0 00	789,850.00	520.93	45,932.59

TOTAL UNSUPERVISED REALIZED GAIN/LOSS 46,453.52

CAPITAL GAIN DISTRIBUTIONS

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
	04-02-12		Vanguard Fxd Inc Secs Int Inv Grade Ad					3,617 57
	04-02-12		Vanguard Fxd Inc Secs Int Inv Grade Ad				1,368.81	
	04-02-12		Vanguard Fxd Inc Secs St Fed Fd Admr					785 97
	04-02-12		Vanguard Fxd Inc Secs St Fed Fd Admr				2,515.11	
	12-21-12		Calamos Investment Trust Conv Fd					176,217.05
	12-31-12		Vanguard Fxd Inc Secs Int Inv Grade Ad					8,780.38
	12-31-12		Vanguard Fxd Inc Secs Int Inv Grade Ad				2,401.47	
	12-31-12		Vanguard Fxd Inc Secs St Inv Grade Ad					1,780 72
	12-31-12		Vanguard Fxd Inc Secs St Inv Grade Ad				779 07	
	12-31-12		Vanguard Fxd Inc Secs St Fed Fd Admr					1,430.36

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

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
	12-31-12		Vanguard Fxd Inc Secs St Fed Fd Admr				3,520 88	
TOTAL DISTRIBUTIONS			203,197.39				10,585.34	192,612.05
							11,106.27	**238,544.64**
TOTAL GAIN/LOSS			249,650.91					
GRAND TOTAL				**1,478,287.52**	**0.00**	**1,873,895.24**	**23,462.93**	**575,342.18**
GRAND TOTAL REALIZED GAIN/LOSS			598,805.11					

LESS: Capital Gain Dists * 10,585.34 192,612.05

12,877.59 382,730.13

395,607.72

* Dividends

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Butler Family Fund
2012 Program and Discretionary Grants

Org	DonationAmount	DonationNotes	Address	City	Stat	Zip
ACLU Foundation of Delaware	$10,000.00	for the Delaware Repeal Project	100 West 10th Street Suite 603	Wilmington	DE	19801-
Atlantic Center for Capital Representation	$40,000.00	for general support	1315 Walnut Street Suite 1331	Philadelphia	PA	19107-
Bread for the City	$20,000.00	for general support of the Southeast Center	1525 Seventh Street, NW	Washington	DC	20001-
California Coalition for Rural Housing	$15,000 00	for the Permanent Source Housing Action Project	926 J Street Suite 1400	Sacramento	CA	95814-
Campaign for the Fair Sentencing of Youth	$15,000 00	for general support	1090 Vermont Avenue NW Suite 400	Washington	DC	20005-
Community Housing Partnership	$60,000.00	OAK II. to develop tools to facilitate using supportive housing as a vehicle to provide and create employment opportunities	Jones Street, Suite 200	San Francisco	CA	94102-
Community Solutions	$15,000.00	for homelessness prevention work in Brownsville, Brooklyn	14 E. 28th Street, Top Floor	New York	NY	10016-
Equal Justice Inititative	$20,000.00	for program initiatives on behalf on children sentenced to life imprisonment without the possibility of parole	122 Commerce St	Montgomery	AL	36104-
First Place for Youth	$50,000.00	Oak II grant. For the Policy Initiative Project	426 17th Street Suite 100	Oakland	CA	94612-
Homeless Advocacy Project	$15,000.00	for advocacy programs	42 S. 15th Street 4th Floor	Philadelphia	PA	19102-
Housing Alliance of Pennsylvania	$20,000.00	to support advocacy through a statewide homeless campaign	2 South Easton Road	Glenside	PA	19038-
Housing California	$25,000.00	for efforts to reduce recidivism by increasing resources for affordable housing	900 J Street 2nd Floor	Sacramento	CA	95814-
Maryland Citizens Against State Executions	$25,000.00	for general support	3800A 34th Street	Mt. Ranier	MD	20712-
Mercer Alliance to End Homelessness	$50,000.00	Oak II. Education and advocacy around repurposing TANF and other funds for rapid rehousing in New Jersey	Crossroads Corporate Center 3150 Brunswick Pike, Suite 230	Lawrenceville	NJ	08648-
National Alliance to End Homelessness	$50,000.00	OAK II grant: to make TANF a better resource to prevent and end homelessness	1518 K Street, NW Suite 206	Washington	DC	20005-
National Health Care for the Homeless Council	$20,000.00	for training of state level advocacy to assure success of health reform	P O. Box 60427	Nashville	TN	37206-
National Transitional Jobs Network	$53,000.00	OAK grant for the Working to End Homelessness Initiative	33 W Grand Avenue Suite 500	Chicago	IL	60654-
New City Initiative	$20,000.00	For the New City Kitchen Project	1435 NE 81st Avenue Suite 100	Portland	OR	97213-

Butler Family Fund
2012 Program and Discretionary Grants

Pennsylvania Coalition for the Fair Sentencing of Youth	$5,000.00	for the campaign to end the sentence of juvenile life without parole	1315 Walnut Street 4th Floor	Philadelphia	PA	19107-
Project H.O.M.E.	$10,000.00	for the Advocacy, Education, and Public Policy Program	1515 Fairmount Avenue	Philadelphia	PA	19130-
St Mungo's	$10,800.00	for the Peer Advice Link project	Griffin House 161 Hammersmith Road	London		
Supportive Housing Network of New York	$20,000 00	for the Supportive Housing Youth Initiative	247 West 37th Street 18th Floor	New York	NY	10018-
Texas Defender Service	$22,000 00	for the Preliminary Mitigation Investigation Project	510 S. Congress Suite 304	Austin	TX	78704-
The Passage	$10,800.00	for the Home for Good Program	St. Vincent's Centre Carlisle Place	London		
WDC of Seattle-King County	$50,000.00	Oak II Grant: Connecting jobseekers National Advisory Board and Homeless Employment Navigator	2003 Western Avenue Suite 250	Seattle	WA	98121-
Project Hospitality	$2,000.00	Discretionary Grant. for recovery efforts From Hurricane Sandy	100 Park Avenue	Staten Island	NY	10302
	$653,600.00					