Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal 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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (*from Part II, col (c), line 16*) ▶$ 17,559,296.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received	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	322,869.	322,869.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	431,984.			
	b	Gross sales price for all assets on line 6a 1,394,467.				
	7	Capital gain net income (from Part IV, line 2)		431,984.		
	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	3,148.	0.		STATEMENT 2
	12	**Total** Add lines 1 through 11	1,050,918.	754,853.		
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	7,300.	1,825.		5,475.
	c	Other professional fees STMT 4	12,000.	3,000.		9,000.
	17	Interest				
	18	Taxes STMT 5	23,213.	8,156.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	600.	0.		600.
	22	Printing and publications				
	23	Other expenses STMT 6	79,834.	77,647.		2,187.
	24	**Total operating and administrative expenses** Add lines 13 through 23	122,947.	90,628.		17,262.
	25	Contributions, gifts, grants paid	577,300.			577,300.
	26	**Total expenses and disbursements** Add lines 24 and 25	700,247.	90,628.		594,562.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	350,671.			
	b	**Net investment income** (if negative, enter -0-)		664,225.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
MAY 13 2014
A026 IRS-OSC
OGDEN, UT

SCANNED MAY 19 2014

11

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	739,280.	1,072,696.	1,072,696.
	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	7,088,443.	7,105,698.	16,486,600.
	c Investments - corporate bonds			
	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 - see the instructions Also, see page 1, item I)	7,827,723.	8,178,394.	17,559,296.
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	7,631,904.	7,982,575.	
	30 **Total net assets or fund balances**	7,827,723.	8,178,394.	
	31 **Total liabilities and net assets/fund balances**	7,827,723.	8,178,394.	

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	7,827,723.
2 Enter amount from Part I, line 27a	2	350,671.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,178,394.
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	8,178,394.

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	CAPITAL GAINS DIVIDENDS			
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	319,584.		327,855.	<8,271.>
b	1,074,716.		634,628.	440,088.
c	167.			167.
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				<8,271.>
b				440,088.
c				167.
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	431,984.
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))
2012	594,299.	13,389,373.	.044386
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

2	Total of line 1, column (d)	2	.255998
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	.051200
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	15,471,962.
5	Multiply line 4 by line 3	5	792,164.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,642.
7	Add lines 5 and 6	7	798,806.
8	Enter qualifying distributions from Part XII, line 4	8	594,562.

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	13,285.
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	13,285.
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	13,285.
6 Credits/Payments				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,800.		
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	12,800.
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	485.
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 2014 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 the 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? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 2013 or the taxable year beginning in 2013 (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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013)* 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 2013?	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 890 AUDUBON WAY #310 LINCOLNSHIRE, IL 60069	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

323551
10-10-13

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.

323561
10-10-13

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	15,052,159.
b	Average of monthly cash balances		1b	655,417.
c	Fair market value of all other assets		1c	
d	Total (add lines 1a, b, and c)		1d	15,707,576.
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	15,707,576.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	235,614.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	15,471,962.
6	**Minimum investment return** Enter 5% of line 5		6	773,598.

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	773,598.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 13,285.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	13,285.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	760,313.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	760,313.
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	760,313.

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	594,562.
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	594,562.
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	594,562.

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

323571
10-10-13

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				760,313.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009 3,968.				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	3,968.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 594,562.				
a Applied to 2012, 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 2013 distributable amount				594,562.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	3,968.			3,968.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				161,783.
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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address of the person to whom applications should be addressed

SEE STATEMENT 8

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				577,300.
Total			▶ 3a	577,300.
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	322,869.	
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					3,148.
8 Gain or (loss) from sales of assets other than inventory			18	431,984.	
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.		754,853.	3,148.

13 **Total** Add line 12, columns (b), (d), and (e) 13 758,001.

(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

Rhett W. Butler | 5/8/14 | Trustee

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
TIMOTHY J CURRIE		5/1/14		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

323622
10-10-13

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. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*	OMB No 1545-0047 **2013**

Name of the organization	Employer identification number
BUTLER FAMILY FOUNDATION	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 its Form 990-PF, Part I, line 2, 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 [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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
1	3,923 SHARES, VERIZON COMMUNICATIONS (NYSE STOCK SYMBOL VZ)	$ 192,912.	12/10/13

(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	Employer identification number
BUTLER FAMILY FOUNDATION	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

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	$10,000
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	Art Institute of Chicago Chicago, IL	Public	Unrestricted	$3,000
7	Arthritis Foundation Chicago, IL	Public	Unrestricted	$2,000
8	Association of Small Foundations Washington, DC	Public	Unrestricted	$1,000
9	Avenues to Independence Park Ridge, IL	Public	Unrestricted	$2,000
10	Ballet Arizona Phoenix, AZ	Public	Unrestricted	$7,000
11	Big Shoulders Fund Chicago, IL	Public	Unrestricted	$6,000
12	Bishop Anderson House Chicago, IL	Public	Unrestricted	$5,000
13	Cancer Wellness Center Northbrook, IL	Public	Unrestricted	$50,000
14	Career Resource Center Lake Forest, IL	Public	Unrestricted	$2,000
15	Carl Hayden Science Club Phoenix, AZ	Public	Unrestricted	$5,000
16	Cathedral Shelter of Chicago Chicago, IL	Public	Unrestricted	$10,000
17	Chicago Botanic Garden Glencoe, IL	Public	Unrestricted	$4,000
18	Chicago Children's Choir Chicago, IL	Public	Unrestricted	$2,000
19	Chicago Children's Theatre Chicago, IL	Public	Unrestricted	$4,500
20	Chicago Openlands Chicago, IL	Public	Unrestricted	$1,000
21	Chicago Shakespeare Theatre Chicago, IL	Public	Unrestricted	$6,000
22	Chicago Symphony Orchestra Chicago, IL	Public	Unrestricted	$3,000

23 Chicago Oncology Services Chicago, IL	Public	Unrestricted	$5,000
24 Christ Church of the Ascension Paradise Valley, AZ	Public	Unrestricted	$5,000
25 Christ Episcopal Church River Forest, IL	Public	Unrestricted	$2,000
26 Christopher & Dana Reeve Foundation Short Hills, NJ	Public	Unrestricted	$5,000
27 Church of the Holy Spirit Lake Forest, IL	Public	Unrestricted	$5,000
28 College Bound Opportunities Riverwoods, IL	Public	Unrestricted	$10,000
29 College of the Ozarks Point Lookout, MO	Public	Unrestricted	$5,000
30 Contemporary Forum Phoenix, AZ	Public	Unrestricted	$2,100
31 Crisis Nursery Phoenix, AZ	Public	Unrestricted	$2,000
32 Culver Educational Foundation Culver, IN	Public	Unrestricted	$20,000
33 Cumberland College Williamsburg, KY	Public	Unrestricted	$10,000
34 DePauw Univ (Butler Scholars) Greencastle, IN	Public	Unrestricted	$25,000
35 Dominican University River Forest, IL	Public	Unrestricted	$10,000
36 East West Institute New York, NY	Public	Unrestricted	$10,000
37 Eiteljorg Museum Indianapolis, IN	Public	Unrestricted	$5,000
38 Emerald City Theatre Chicago, IL	Public	Unrestricted	$2,500
39 Extreme Kids & Crew Brooklyn, NY	Public	Unrestricted	$3,000
40 Facets Chicago, IL	Public	Unrestricted	$2,500
41 Field Museum of Natural History Chicago, IL	Public	Unrestricted	$9,500
42 Fort Greene Park Conservancy Brooklyn, NY	Public	Unrestricted	$10,000
43 Friends of Lake Forest Rec Foundation Lake Forest, IL	Public	Unrestricted	$2,000
44 Frontier Nursing Service Wendover, KY	Public	Unrestricted	$8,000
45 Glenwood School for Boys & Girls Glenwood, IL	Public	Unrestricted	$5,000
46 Goodman Theatre Chicago, IL	Public	Unrestricted	$2,000
47 Gorton Community Center Lake Forest, IL	Public	Unrestricted	$1,000
48 Greater Chicago Food Depository Chicago, IL	Public	Unrestricted	$10,000
49 Guide Dogs for the Blind, Inc Englewood, CO	Public	Unrestricted	$3,000
50 Hall of Flame Phoenix, AZ	Public	Unrestricted	$2,000

51 Hillel Torah Skokie, IL	Public	Unrestricted	$1,500
52 H O M.E Chicago, IL	Public	Unrestricted	$5,000
53 Hubbard Street 2 Dancers Chicago, IL	Public	Unrestricted	$2,000
54 Jackson Laboratory Bar Harbor, Maine	Public	Unrestricted	$10,000
55 Joffrey Ballet of Chicago Chicago, IL	Public	Unrestricted	$5,000
56 John Austin Cheley Foundation Atlanta, GA	Public	Unrestricted	$3,000
57 John G Shedd Aquarium Chicago, IL	Public	Unrestricted	$3,200
58 Johns Hopkins University Baltimore, MD	Public	Unrestricted	$10,000
59 Junior Achievement Chicago, IL	Public	Unrestricted	$5,000
60 KAET Channel 8 Tempe, AZ	Public	Unrestricted	$3,000
61 Lake Bluff 4th of July Lake Bluff, IL	Public	Unrestricted	$1,000
62 Lake Forest Garden Club Lake Forest, IL	Public	Unrestricted	$500
63 Lake Forest Graduate School of Management Lake Forest, IL	Public	Unrestricted	$5,000
64 Lake Forest Open Lands Assn Lake Forest, IL	Public	Unrestricted	$7,000
65 Lake Forest Symphony Lake Forest, IL	Public	Unrestricted	$11,000
66 Leukemia & Lymphoma Society Chicago, IL	Public	Unrestricted	$10,000
67 Little Brothers Friends of the Elderly Chicago, IL	Public	Unrestricted	$5,000
68 Lurie Children's Hospital of Chicago Foundation Chicago, IL	Public	Unrestricted	$6,000
69 Merit School of Music Chicago, IL	Public	Unrestricted	$3,000
70 Metropolis Performing Arts Centre Arlington Heights, IL	Public	Unrestricted	$1,000
71 Midwest Palliative & Hospice CareCenter Glenview, IL	Public	Unrestricted	$2,000
72 Museum of Contemporary Photography Chicago, IL	Public	Unrestricted	$500
73 Museum of Science & Industry Chicago, IL	Public	Unrestricted	$5,000
74 New Foundation Center Northfield, IL	Public	Unrestricted	$4,000
75 North Shore Senior Center Northfield, IL	Public	Unrestricted	$5,000

76 Northbrook Symphony Orchestra Northbrook, IL	Public	Unrestricted	$5,000
77 Northfield Township Food Pantry Glenview, IL	Public	Unrestricted	$3,000
78 Northwestern Women's Board Chicago, IL	Public	Unrestricted	$5,000
79 Orchard School Indianapolis, IN	Public	Unrestricted	$1,500
80 Orthogenic School Chicago, IL	Public	Unrestricted	$10,000
81 PADS Crisis Services, Inc North Chicago, IL	Public	Unrestricted	$3,000
82 Phoenix Children's Hospital Foundation Phoenix, Arizona	Public	Unrestricted	$5,000
83 Phoenix Rising Fdn/Lake County Food Pantry Lake Bluff, IL	Public	Unrestricted	$3,000
84 Phoenix Symphony Phoenix, Arizona	Public	Unrestricted	$10,000
85 Phoenix Zoo Phoenix, AZ	Public	Unrestricted	$3,000
86 Ragdale Foundation Lake Forest, IL	Public	Unrestricted	$6,000
87 Rainbow Hospice, Inc Mt Prospect, IL	Public	Unrestricted	$5,000
88 Ravinia Festival Highland Park, IL	Public	Unrestricted	$5,000
89 Rotary Club/Chest Fund Chicago, IL	Public	Unrestricted	$5,000
80 SAIC (School of the Art Institute of Chicago) Chicago, IL	Public	Unrestricted	$1,500
91 Salvation Army Chicago, IL	Public	Unrestricted	$10,000
92 St Giles Episcopal Church Northbrook, IL	Public	Unrestricted	$5,000
93 St Leonard's House Chicago, IL	Public	Unrestricted	$3,000
94 St Stephen's & St Agnes School Alexandria, VA	Public	Unrestricted	$10,000
95 Starlight Children's Foundation Chicago, IL	Public	Unrestricted	$5,000
96 Steppenwolf Theater Chicago, IL	Public	Unrestricted	$1,500
97 Unified School District #483 Plains, KS	Public	Unrestricted	$10,000
98 United Negro College Fund Chicago, IL	Public	Unrestricted	$1,000
99 WBEZ Public Radio Chicago, IL	Public	Unrestricted	$1,000
100 West Valley Child Crisis Center Glendale, AZ	Public	Unrestricted	$2,000
101 Westminster School New York, NY	Public	Unrestricted	$10,000
102 WTTW Channel 11 Chicago, IL	Public	Unrestricted	$5,000
		Total	$577,300

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY #648-809535 DIVIDENDS	13,165.	63.	13,102.	13,102.	
FIDELITY #648-809535 INTEREST	2.	0.	2.	2.	
FIDELITY #648-809543 DIVIDENDS	15,464.	0.	15,464.	15,464.	
FIDELITY #648-815438 DIVIDENDS	22,089.	104.	21,985.	21,985.	
FIDELITY #648-815438 INTEREST	3.	0.	3.	3.	
FIDELITY #648-815454 DIVIDENDS	26,178.	0.	26,178.	26,178.	
FIDELITY #648-815454 INTEREST	1.	0.	1.	1.	
WILLIAM BLAIR #145-14019 DIVIDENDS	185,463.	0.	185,463.	185,463.	
WILLIAM BLAIR #145-14020 DIVIDENDS	60,671.	0.	60,671.	60,671.	
TO PART I, LINE 4	323,036.	167.	322,869.	322,869.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND DISTRIBUTIONS	3,147.	0.	
FIDELITY #648-809543 TAX EXEMPT INTEREST	1.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,148.	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	7,300.	1,825.		5,475.
TO FORM 990-PF, PG 1, LN 16B	7,300.	1,825.		5,475.

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	15,057.	0.		0.
FOREIGN TAXES	8,156.	8,156.		0.
TO FORM 990-PF, PG 1, LN 18	23,213.	8,156.		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	725.	0.		725.
INVESTMENT FEES	77,647.	77,647.		0.
SUNDRY EXPENSE	1,447.	0.		1,447.
TO FORM 990-PF, PG 1, LN 23	79,834.	77,647.		2,187.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BLAIR #145-14019 PORTFOLIO	3,106,644.	9,116,248.
BLAIR #145-14020 PORTFOLIO	2,240,912.	5,189,727.
FIDELITY #648-815438 PORTFOLIO	545,553.	684,221.
FIDELITY #648-815454 PORTFOLIO	557,109.	683,820.
FIDELITY #648-809535 PORTFOLIO	325,598.	407,872.
FIDELITY #648-809543 PORTFOLIO	329,882.	404,712.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,105,698.	16,486,600.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
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).

BUTLER FAMILY FOUNDATION

GAINS(LOSSES) - 2013

DESCRIPTION OF SECURITY	ACCOUNT	HOW ACQUIRED	NO OF SHARES SOLD	ACQUISITION DATE	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
LONG-TERM GAINS(LOSSES).								
Mondelez I	Fidelity #648 81543	P-Purchase	135	03/20/12	03/22/13	4 050 06	3 374 93	675 13
Mondelez I	Fidelity #648 81543	P-Purchase	230	02/17/12	03/22/13	6 900 10	5 703 18	1 196 92
Diageo ADR	Fidelity #648 81545	P-Purchase	65	02/17/12	03/11/13	7 744 40	6 167 07	1 577 33
Diageo ADR	Fidelity #648 80954	P Purchase	35	02/18/12	03/11/13	4 167 58	3 325 34	842 24
Mondelez I	Fidelity #648-80953	P-Purchase	90	03/20/12	03/22/13	2 700 04	2 252 12	447 92
Mondelez I	Fidelity #648 80953	P-Purchase	115	02/17/12	03/22/13	3 450 05	2 854 84	595 21
BHP Billit	Fidelity #648 81545	P Purchase	65	02/17/12	04/02/13	4 448 09	4 952 63	(504 54)
Diageo ADR	Fidelity #648-81545	P-Purchase	15	03/20/12	04/02/13	1 886 36	1 447 45	438 91
Petrochina	Fidelity #648-81545	P-Purchase	30	02/17/12	04/02/13	3 960 38	4 524 37	(563 99)
Statoil As	Fidelity #648-81545	P-Purchase	55	03/20/12	04/02/13	1 334 27	1 525 16	(190 89)
Statoil As	Fidelity #648-81545	P-Purchase	180	02/17/12	04/02/13	4 366 69	4 898 12	(531 43)
BHP Billit	Fidelity #648-80954	P Purchase	35	02/17/12	04/02/13	2 390 50	2 671 17	(280 67)
Diageo ADR	Fidelity #648-80954	P-Purchase	5	03/20/12	04/02/13	628 04	483 24	144 80
Petrochina	Fidelity #648-80954	P Purchase	15	02/17/12	04/02/13	1 975 19	2 264 85	(289 66)
Statoil As	Fidelity #648 80954	P Purchase	50	03/20/12	04/02/13	1 211 52	1 387 80	(176 28)
Statoil As	Fidelity #648 80954	P Purchase	90	02/17/12	04/02/13	2 180 75	2 454 06	(273 31)
Primaris	Fidelity #648-81545	P Purchase	95	03/20/12	04/08/13	2 457 18	2 091 12	366 06
Primaris	Fidelity #648-81545	P Purchase	175	02/17/12	04/08/13	4 526 38	3 827 96	698 42
Primaris	Fidelity #648 80954	P Purchase	65	03/20/12	04/08/13	1 681 23	1 433 92	247 31
Primaris	Fidelity #648-80954	P Purchase	85	02/17/12	04/08/13	2 198 53	1 864 44	334 09
Cabela s Inc	WB #145 14019	P Purchase	1 450	07/11/08	06/18/13	99 507 56	15 308 96	84 198 60
Cabela s Inc	WB #145 14020	P Purchase	1 450	07/11/08	06/18/13	99 507 56	15 308 96	84 198 60
Heinz	Fidelity #648-81543	P Purchase	125	02/17/12	06/10/13	9 062 50	6 753 45	2 309 05
Heinz	Fidelity #648 81543	P Purchase	85	03/20/12	06/10/13	6 162 50	4 536 17	1 626 33
Heinz	Fidelity #648 81543	P Purchase	60	05/11/12	06/10/13	4 350 00	3 312 20	1 037 80
Kimberly C	Fidelity #648-81543	P-Purchase	35	02/17/12	06/25/13	3 316 69	2 501 23	815 46
Heinz	Fidelity #648-80953	P Purchase	65	02/17/12	06/10/13	4 712 50	3 516 59	1 195 91
Heinz	Fidelity #648 80953	P-Purchase	50	03/20/12	06/10/13	3 625 00	2 672 45	952 55
Heinz	Fidelity #648-80953	P Purchase	50	05/11/12	06/10/13	3 625 00	2 761 84	863 16
Kimberly C	Fidelity #648 80953	P-Purchase	20	02/17/12	06/25/13	1 890 96	1 431 01	459 95
CIA Energetica	Fidelity #648 81545	P-Purchase	718	VAR	07/08/13	6 358 27	11 946 18	(5 587 91)
Chunghwa Telecom	Fidelity #648 81545	P-Purchase	80	02/17/12	07/24/13	2 554 64	2 539 39	15 25
CIA Energetica	Fidelity #648 80954	P-Purchase	408	VAR	07/08/13	3 613 06	6,815 76	(3 202 70)
Chunghwa Telecom	Fidelity #648 80954	P-Purchase	50	VAR	07/24/13	1 592 90	1 590 50	2 40
Siemens	Fidelity #648 80954	P Purchase	0	VAR	07/25/13	336 16	372 79	(36 63)
Siemens	Fidelity #648 81545	P-Purchase	0	VAR	07/25/13	550 08	610 59	(60 51)
BHP Billit	Fidelity #648 81545	P-Purchase	15	02/17/12	08/13/13	1 006 67	1 142 91	(136 24)
BHP Billit	Fidelity #648 81545	P Purchase	5	03/20/12	08/13/13	335 55	365 05	(29 50)
Telekomunikasi	Fidelity #648 81545	P Purchase	100	04/13/12	08/13/13	4 535 53	3 281 23	1 254 30
Royal Dutch Shell	Fidelity #648 81545	P-Purchase	115	VAR	08/13/13	7 792 24	8 475 93	(683 69)
Petrochina	Fidelity #648 81545	P-Purchase	70	VAR	08/14/13	8 336 55	10 259 66	(1 923 11)
BOC Hong Kong Hldgs	Fidelity #648 81545	P-Purchase	45	02/17/12	08/16/13	2 870 30	2 546 91	323 39
Taiwan Semiconductor	Fidelity #648 81545	P Purchase	715	VAR	08/16/13	11 423 42	10 602 50	820 92
Telekomunikasi	Fidelity #648 81545	P Purchase	30	04/13/12	08/20/13	1 156 53	984 37	172 16
BHP Billit	Fidelity #648-80954	P-Purchase	10	VAR	08/13/13	666 11	747 17	(81 06)
Telekomunikasi	Fidelity #648-80954	P-Purchase	45	04/13/12	08/13/13	2 035 48	1 477 97	557 51
Royal Dutch Shell	Fidelity #648 80954	P-Purchase	65	VAR	08/13/13	4 399 96	4 783 92	(383 96)
Sanofi	Fidelity #648 80954	P-Purchase	95	02/17/12	08/13/13	4 933 82	3 539 52	1 394 30
Petrochina	Fidelity #648 80954	P Purchase	40	VAR	08/14/13	4 759 45	5 869 07	(1 109 62)
Taiwan Semiconductor	Fidelity #648 80954	P Purchase	395	VAR	08/16/13	6 310 83	5 865 34	445 49
BOC Hong Kong Hldgs	Fidelity #648-80954	P-Purchase	15	02/17/12	08/20/13	938 48	850 47	88 01
Roche Holdings	Fidelity #648 81545	P-Purchase	185	02/17/12	08/20/13	12 096 55	8 167 39	3 929 16
Muenchener	Fidelity #648 81545	P-Purchase	155	02/17/12	09/12/13	2 907 23	2 254 48	652 75
United OVE	Fidelity #648-81545	P Purchase	40	02/17/12	09/12/13	1 289 97	1 125 54	164 43
ABB Ltd	Fidelity #648-80954	P-Purchase	120	02/17/12	09/12/13	2 751 21	2 519 98	231 23
ABB Ltd	Fidelity #648-80954	P-Purchase	60	03/20/12	09/12/13	1 375 60	1 243 27	132 33
MTN Group	Fidelity #648-80954	P-Purchase	10	02/17/12	09/12/13	179 95	174 76	5 19
Muenchener	Fidelity #648 80954	P Purchase	60	02/17/12	09/12/13	1 119 25	873 33	245 92
Reckitt BE	Fidelity #648 80954	P Purchase	10	05/21/12	09/12/13	133 50	108 35	25 15
Taiwan Semiconductor	Fidelity #648-80954	P Purchase	15	03/20/12	09/12/13	249 07	224 85	24 22
United OVE	Fidelity #648 80954	P Purchase	5	02/17/12	09/12/13	154 36	140 92	13 44
Smiths Gro	Fidelity #648 80954	P-Purchase	130	02/17/12	09/13/13	2 818 49	2 200 12	618 37
Polypore International	WB #145-14019	P-Purchase	2 500	11/15/10	09/18/13	102 920 70	83 386 25	19 534 45
Polypore International	WB #145-14020	P-Purchase	1 900	11/15/10	09/18/13	78 219 73	63 373 55	14 846 18
ICL-Israel Chemicals	Fidelity #648-81545	P-Purchase	580	10/03/12	10/09/13	4 846 97	7 364 90	(2 517 93)
Tesco ADR	Fidelity #648-80954	P-Purchase	70	02/17/12	10/09/13	1 176 60	1 063 95	112 65
Proto Labs Inc	WB #145-14019	P-Purchase	500	06/19/12	10/30/13	41 994 76	18 056 95	23 937 81
Proto Labs Inc	WB #145-14020	P-Purchase	500	06/19/12	10/30/13	41 994 76	18 030 00	23 964 76
Dexcom Inc	WB #145-14019	P-Purchase	1 500	06/24/11	11/08/13	49 838 58	21 996 93	27 841 65
Dexcom Inc	WB #145-14020	P-Purchase	1 500	06/24/11	11/08/13	49 838 58	21 997 80	27 840 78
Deutsche Post AG	Fidelity #648-81545	P-Purchase	180	02/17/12	11/08/13	5 837 91	3 200 58	2 637 33
Novartis AG ADR	Fidelity #648-81545	P-Purchase	20	02/17/12	11/08/13	1 521 17	1 129 73	391 44
United Overseas Bank	Fidelity #648-81545	P-Purchase	35	02/17/12	11/08/13	1 159 39	984 85	174 54
Deutsche Post AG	Fidelity #648-80954	P Purchase	105	02/17/12	11/08/13	3 401 29	1 868 71	1 532 58
ICL-Israel Chemicals	Fidelity #648 80954	P Purchase	345	02/17/12	11/08/13	2 920 36	4 380 85	(1 460 49)
Novartis AG ADR	Fidelity #648 80954	P Purchase	10	02/17/12	11/08/13	755 58	565 60	189 98
United Overseas Bank	Fidelity #648 80954	P Purchase	25	02/17/12	11/08/13	825 28	704 62	120 66
Teva Pharmaceutical	WB #145-14019	P Purchase	800	05/01/09	11/21/13	31 967 76	36 337 44	(4 369 68)
Starbucks Corp	WB #145-14019	P Purchase	500	01/30/96	11/21/13	40 747 29	1 046 22	39 701 07
Teva Pharmaceutical	WB #145-14019	P Purchase	200	06/19/09	11/21/13	7 991 94	9 084 36	(1 092 42)
Scotts Miracle Gro	WB #145 14019	P Purchase	650	06/19/09	11/21/13	38 261 84	26 164 50	12 097 34
Teva Pharmaceutical	WB #145-14019	P Purchase	1 000	04/29/11	11/21/13	39 959 70	45 421 80	(5 462 10)
Starbucks Corp	WB #145-14020	P Purchase	500	03/24/08	11/21/13	40 747 29	9 050 00	31 697 29
Scotts Miracle-Gro	WB #145-14020	P-Purchase	150	04/15/10	11/21/13	8 829 65	7 287 00	1 542 65
Molex Inc	WB #145 14020	P Purchase	976 563	05/23/96	12/09/13	37 773 44	14 938 90	22 834 54
Molex Inc	WB #145-14020	P Purchase	1 023 438	02/05/96	12/09/13	39 586 56	15 885 87	23 700 69
TOTAL LONG-TERM GAINS(LOSSES)						$1 074 715 95	$634 628 21	440 087 74
CAPITAL GAIN DIVIDENDS						$167 00	$0 00	167 00
TOTAL GAINS(LOSSES)						$1,394,466 86	$962,483 31	$431,983 55

BUTLER FAMILY FOUNDATION

GAINS(LOSSES) - 2013

DESCRIPTION OF SECURITY	ACCOUNT	HOW ACQUIRED	NO OF SHARES SOLD	ACQUISITION DATE	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
SHORT-TERM GAINS(LOSSES).								
Nitto Denk	Fidelity #648-81545	P-Purchase	150	04/26/12	01/10/13	$3 836 31	$3 103 75	732 56
Nitto Denk	Fidelity #648-81545	P-Purchase	100	03/20/12	01/10/13	$2 557 54	$2 070 60	486 94
Nitto Denk	Fidelity #648-80954	P-Purchase	90	04/26/12	01/10/13	$2 299 39	$1 866 25	433 14
Nitto Denk	Fidelity #648-80954	P-Purchase	60	03/20/12	01/10/13	$1 532 92	$1 244 93	287 99
Companhia	Fidelity #648-81545	P-Purchase	520	04/26/12	01/31/13	$2,785 68	$4 676 57	(1 890 89)
Companhia	Fidelity #648-81545	P-Purchase	350	03/20/12	01/31/13	$1 874 98	$3 704 30	(1 829 32)
Companhia	Fidelity #648-81545	P-Purchase	610	02/17/12	01/31/13	$3 267 82	$6 279 04	(3 011 22)
Treasury Wine	Fidelity #648-81545	P-Purchase	790	04/26/12	01/31/13	$3 822 33	$3 565 27	257 06
Treasury Wine	Fidelity #648-81545	P-Purchase	960	04/11/12	01/31/13	$4 644 85	$4 172 35	472 50
Companhia	Fidelity #648-80954	P-Purchase	300	04/26/12	01/31/13	$1 607 12	$2 698 02	(1 090 90)
Companhia	Fidelity #648-80954	P-Purchase	235	03/20/12	01/31/13	$1 258 91	$2 488 94	(1 230 03)
Companhia	Fidelity #648 80954	P-Purchase	305	02/17/12	01/31/13	$1 633 91	$3 139 52	(1 505 61)
Treasury Wine	Fidelity #648-80954	P-Purchase	460	04/26/12	01/31/13	$2 225 66	$2 075 98	149 68
Treasury Wine	Fidelity #648-80954	P-Purchase	590	04/11/12	01/31/13	$2 854 65	$2 564 26	290 39
Verizon Co	Fidelity #648-81543	P-Purchase	90	05/11/12	02/12/13	$3 981 94	$3 718 56	263 38
Verizon Co	Fidelity #648-81543	P-Purchase	100	03/20/12	02/12/13	$4 424 38	$3 972 78	451 60
Verizon Co	Fidelity #648-81543	P-Purchase	180	02/17/12	02/12/13	$7 963 89	$6 905 57	1 058 32
Verizon Co	Fidelity #648-80953	P-Purchase	55	05/11/12	02/12/13	$2 432 71	$2 276 34	156 37
Verizon Co	Fidelity #648-80953	P Purchase	65	03/20/12	02/12/13	$2 875 03	$2 585 81	289 22
Verizon Co	Fidelity #648-80953	P-Purchase	90	02/17/12	02/12/13	$3 980 81	$3 457 78	523 03
Ritchie Bros	WB #145-14019	P-Purchase	2,000	03/06/12	03/05/13	$42 699 04	$45 400 96	(2 701 92)
Ritchie Bros	WB #145-14019	P-Purchase	500	08/14/12	03/05/13	$10 674 76	$11 350 24	(675 48)
Ritchie Bros	WB #145-14020	P-Purchase	1 500	03/06/12	03/05/13	$32 024 28	$35 378 40	(3 354 12)
Ritchie Bros	WB #145-14020	P-Purchase	500	08/14/12	03/05/13	$10 674 76	$9 580 00	1 094 76
Diageo ADR	Fidelity #648-81545	P-Purchase	25	03/20/12	03/11/13	$2 978 61	$2 412 43	566 18
Diageo ADR	Fidelity #648-80954	P Purchase	20	03/20/12	03/11/13	$2 381 48	$1 932 94	448 54
Mondelez I	Fidelity #648-81543	P Purchase	135	05/11/12	03/22/13	$4 050 05	$3 434 43	615 62
Mondelez I	Fidelity #648-80953	P Purchase	85	05/11/12	03/22/13	$2 550 03	$2 164 83	385 20
Diageo ADR	Fidelity #648-81545	P-Purchase	25	04/26/12	04/02/13	$3 143 94	$2 548 75	595 19
Diageo ADR	Fidelity #648-80954	P-Purchase	10	05/25/12	04/02/13	$1 256 07	$956 70	299 37
Diageo ADR	Fidelity #648-80954	P-Purchase	10	04/26/12	04/02/13	$1 256 08	$1 025 50	230 58
Primaris	Fidelity #648 81545	P Purchase	70	04/26/12	04/08/13	$1 810 55	$1 628 67	181 88
Primaris	Fidelity #648 80954	P-Purchase	40	04/26/12	04/08/13	$1 034 59	$934 95	99 64
H&R REIT	Fidelity #648-81545	P-Purchase	177	04/08/13	04/30/13	$4 274 59	$3 667 16	607 43
H&R REIT	Fidelity #648-80954	P-Purchase	99	04/08/13	04/30/13	$2 386 46	$2 051 12	335 34
CIA Energetica	Fidelity #648-81545	P-Purchase	0	05/15/13	05/15/13	$9 34	$0 00	9 34
CIA Energetica	Fidelity #648-80954	P-Purchase	0	05/15/13	05/15/13	$5 64	$0 00	5 64
ICL-Israel Chemicals	Fidelity #648-81545	P-Purchase	345	10/03/12	08/20/13	2 608 15	4 380 85	(1 772 70)
ICL-Israel Chemicals	Fidelity #648-80954	P Purchase	205	10/03/12	08/20/13	$1 546 95	$2 603 11	(1 056 16)
Riocan REA	Fidelity #648 80954	P-Purchase	25	12/18/12	09/13/13	570 30	699 61	(129 31)
Clean Harbors Inc	WB #145-14019	P-Purchase	1 000	06/18/13	11/12/13	54 592 44	56 255 00	(1 662 56)
Clean Harbors Inc	WB #145 14020	P-Purchase	1 000	06/18/13	11/12/13	54 592 44	56 255 00	(1 662 56)
Scotts Miracle-Gro	WB #145 14020	P-Purchase	350	05/07/13	11/21/13	20 602 53	16 627 83	3 974 70
TOTAL SHORT-TERM GAINS(LOSSES)						$319,583 91	$327 855 10	(8 271 19)